

ANDHRA PEOPLE OF CENTRAL OHIO (APCO)
BY-LAWS



This is a governing document of Andhra People of Central Ohio (APCO)

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ARTICLE I - NAME

1.1 Name

The name of the organization shall be Andhra People of Central Ohio, may also referred to as “APCO”. The organization was incorporated on 5th of September 2019, as a non-profit corporation in the State of Ohio.

ARTICLE II – PURPOSE& OBJECTIVES

2.1 Purpose

Andhra People of Central Ohio (APCO) is a non-profit organization. It is a non-religious and non-political organization. APCO is not affiliated to any local or national organization in United States or Abroad. As defined in the objectives, provides the platform to preserve Andhra Pradesh cultural identity, contribute educational, social, and developmental activities primarily in Central Ohio and in the state of Andhra Pradesh, India.

2.2 Vision

Engage in development, empower the people of central Ohio in excelling the traditions of State of Andhra Pradesh in India. Cultivate an understanding and appreciation of Andhra’s cultural heritage amongst residents of Central Ohio, USA. The objective is to inculcate the future generations to carry forward and assimilate our cultural heritage by preserving the values. APCO must set the objectives to create the proper forums for children, youth, women, and elderly for promoting the cultural heritage. We must build bridges between Andhra Pradesh and USA to reinforce the cultural roots. Cultural exchanges are the way to make our younger generation understand the greatness of our deep values and various native art forms. Andhra culture plays huge integral part in Telugu language, literature, arts, traditions, and historical events. They are the breath, pulse and life to the richness and greatness of Andhra heritage. This is a legacy to take forward and a continuum between the past, present, and future generations. APCO strives to achieve core objectives by our actions, programs and events based on our strong organizational foundation principles. APCO encourages a good and cordial relationship with all other community organizations in United States of America and abroad.

2.3 Mission

Engage and promote Andhra Pradesh development, arts, language, education, tradition, social, philanthropy and service activities that benefit people of Andhra Pradesh origin residing in Central Ohio and abroad.

2.4 Objectives

- To provide the platform to preserve Andhra Pradesh cultural identity, contribute educational, social, and developmental activities primarily in Central Ohio and in Andhra Pradesh.
- To develop cooperation and harmony within the Andhra Community in central Ohio and in the United States.
- To build a platform for our younger generations about Andhra Pradesh culture and heritage.
- Interact and participate with other charitable and cultural organizations with similar goals and aims.
- To represent, protect, and promote the interests of people of Andhra Pradesh origin in Central Ohio.
- To promote language, culture, and literature of Andhra Pradesh in the community by the way of organizing and celebrating socio-cultural, historical events and festivals.
- To organize and participate in the regional and national events which promote Andhra Pradesh culture.



- To organize and participate in events promoting cultural, culinary, recreational, Telugu language, literary and classical music.
- To solicit, raise, and disburse funds for charitable, social, cultural, economic, educational development activities and humanitarian causes in the United States and Andhra Pradesh.
- To help preserve, maintain, and encourage adaptation of Andhra Pradesh inherited customs, traditions, arts, crafts, values, and cultural forms for future generations.
- To organize and promote art, handloom & craft exhibitions relating to Andhra tradition.
- To encourage young talent in the community and introduce rich Andhra culture and heritage to our young generation.
- To provide equal opportunities to women, empower leadership qualities in women and young generations.
- To provide platform for networking with Businesspeople, State and Local governing dignitaries for Andhra community.
- The organization and its members shall not discriminate against any individuals for reasons of race, color, creed, religion, caste, national origin, gender, education, occupation, sexual orientation, and age.
- To recognize individuals who have contributed and served the community.
- To lend assistance and support the new residents and students of Andhra heritage.

ARTICLE III - MEMBERSHIP

3.1 Membership Classes and Criteria

Any person, who respects and abides to the constitution of this organization and maintains their active membership, is considered a member of APCO. However certain categories of Membership have been established as follows:

Funds received from any 3rd party entities shall not be considered towards any membership dues. A third party is one who is not a member of the family (Husband, Wife and Children). Membership dues for each category shall be published during the beginning of each year by Executive Committee after reviewing with Membership Committee and approval from BOT.

- a) Life Member: Life member by default is a family membership with a couple, or single parent with dependent and unmarried children up to 18 years of age, who shall pay specified life membership dues one time. Life members are eligible to vote for office elections and amendments. They are eligible to contest for office positions and any nominated roles in various committees. Member shall have the flexibility of paying the dues in two equal installments in consecutive calendar years. If a member failed to remit the 2nd installment before the end of calendar year, his/her life membership status shall be suspended until the remittance of remaining balance in full by matching the latest fee amount if the member maintains the active annual membership status in the interim. During the suspended state the said individual or family shall not be considered as a member of the general body. Both member and spouse shall be considered as voting members if the installment or dues paid in full on or before June 30th. In case of death of a spouse the surviving spouse shall retain one vote. In case of separation or divorce between the couple, each of the individual shall retain one separate vote. If running for the office, membership dues shall be paid in full on or before June 30th in the election year before filing the nomination. Life members shall be given preferential treatment during events as decided by BOT and EC from time to time in addition to the benefits



outlined for this category by EC and BOT. Membership dues shall be paid in any official form (Check, Credit Card, and Electronic Payment) other than cash for validation purposes.

- b) Family Member: Any couple or a single parent with dependent, unmarried children up to 18 years of age, who shall pay specified annual family membership dues. Members in this category shall be eligible to serve in any nominated roles in various committees and for any benefits outlined by EC for the calendar year.
- c) Individual Member: Any person who shall pay specified annual single membership dues. Members in this category shall be eligible for any benefits outlined by EC for the calendar year.
- d) Senior Citizen Member: Any couple (at least one is aged 65 years or above) that shall pay specified annual senior citizen membership dues. Members in this category shall be eligible for any benefits outlined by EC for the calendar year.
- e) Student Member: Any student who enrolled in a college or university and who shall pay the specified annual student membership dues. Members in this category shall be eligible for any benefits outlined by EC for the calendar year.
- f) Honorary Member: Any person or organization that is honored by APCO. This membership may be conferred on eminent persons that promote the objectives and goals of APCO, The Honorary members shall have no voting rights. Honorary Membership will be given upon recommendation by the EC with 2/3 majority and then approval by the BOT with simple majority. Members in this category shall be eligible for any benefits outlined by EC for the calendar year.
- g) Core/Founding Member: Initial group of Volunteers and Involved actively in the APCO formulation since inception irrespective of level of financial contribution.

3.2 Membership Review and Approval

Individuals shall submit the membership application in the format approved by the Board of Trustees along with required dues. Membership committee shall be responsible for designing the application form. All membership applications shall be reviewed by the Membership Committee and approved by the Board of Trustees without discrimination towards any person who complies with all the membership requirements. If for any reason membership is not approved dues must be refunded back to the payee. Any sponsorship benefits involving memberships shall be reviewed with membership committee and approved by simple majority of BOT.

3.3 Proof of Membership

Membership Cards (if issued), canceled checks, or receipts of payment of dues shall constitute proof of membership. APCO will maintain the database of its members. Membership card will only be issued after the membership is approved by BOT.

3.4 Membership Period

ARTICLE III - 3.1 b, c, d, and e membership types fall under Annual Membership category. Annual Membership is valid from January 1st – December 31st. Life Membership is valid for the lifetime once the dues are fully paid. An individual can pay the dues on any day in the said year to become a member for the entire calendar year. June 30th deadline for payment of membership dues is only applicable for voting and running for office in elections in current year.

3.5 Transfer of Membership

Membership shall not be transferable or assignable to other persons. Members may, however, convert the membership to a different class. There is no refund on memberships.



3.6 Membership Fee Changes

Membership fee is subject to change when the increase is proposed by the Executive Committee, reviewed by membership committee, and approved by majority of the Board of Trustees. The new fee shall be applicable only for the newly joining members.

ARTICLE IV - ORGANIZATION STRUCTURE

4.1 General Body: General Body consists of Life Members as defined in ARTICLE III - 3.1 (a). They are eligible to participate in the voting for office positions in elections, amendments, and decision related voting in general body meetings. Proxy votes are not allowed and will not be counted. All active members defined in ARTICLE III – 3.1 are eligible for any membership benefits offered by Executive Committee.

4.2 Core Volunteer Group: Core Members are key volunteer group who runs APCO. Core Volunteers are subset of General Body who time to time demonstrate bringing value to the Organization through their selfless volunteering, service, commitment, and generous donations in promoting APCO activities. Core Volunteers are:

- a) Actively engage in APCO activities and volunteer their significant time for APCO.
- b) Have volunteered in APCO Subcommittees for at least 1 year.
- c) Abide by vision and mission of APCO.
- d) Abide by code of ethics and conduct guidelines of APCO.
- e) Updated Core Volunteer List will be maintained by APCO executive committee and presented in General Body meeting every year to make it official.

4.3 Governing Body: Executive Committee (EC), working committees and Board of Trustees (BOT) would govern APCO. Every nominated member of EC and working committees shall be at a minimum an annual member (ARTICLE III - 3.01 b, c, d, e) of the organization. Life members are eligible for all positions in the governing body. Executive Committee would conduct day to day business operations of APCO whereas Board of Trustees would help in sustained growth of Organization through policy making, fundraising and community outreach. EC and BOTs will take the help and support of Advisory Council (AC) for the success of Organization. Some members of these committees are elected by general body, and some are nominated by elected officials. Preference will be given to women nominations for filling a minimum of 1/3rd of the total available positions. Before taking oath, committee members are required to sign the Non-disclosure Agreement (NDA) to make sure they do not violate the constitution and the personal information of the organization members is not compromised.

4.4 Exclusion Clause for 1st Committee: During the first year of APCO formation, until elections are held, all officer positions (EC and BOT) will be nominated without elections. The elections for the next EC and BOT positions will be conducted before December 2022.

ARTICLE V - EXECUTIVE COMMITTEE (EC)

5.1 Responsibilities: The day-to-day business operations and events of the Organization shall be managed by the Executive Committee. The term of EC is one calendar year starting on January 1st and ending on December 31st. All aspects of tactical operations and execution shall reside with EC. No individual EC member has the power to make a unilateral decision on behalf of the Organization. EC shall operate under the guidance of BOT. All execution powers of the Organization shall be exercised by the Executive



Committee, subject to such limitations as are imposed by law, the Articles of Incorporation, or these Bylaws. The Executive Committee may, by unanimous vote, by contract or otherwise, give general or limited or special power and authority to the office bearers of the Organization to act on behalf of the Organization. At the beginning of the current term, the EC will present a schedule of planned events to the BOT. Any new additions to the events list shall go through prior approval from BOT and AC to make sure it is in line with organizations mission and objectives. In addition, under special circumstances, the EC should present all information requested by the BOT if the BOT feel it is necessary to obtain such information within reasonable bounds. EC members may also represent APCO to enhance the image of APCO in other organizations when such requests are made.

a) President:

Eligibility Criteria:

1. Shall be a local resident of Central Ohio,
2. A life member with membership dues paid in full on or before June 30th of the election year and an active member of the organization for three consecutive years including current year,
3. Served in any committee mentioned in the constitution for a minimum of one full year prior to filing nomination. This requirement shall be waived for founding members of the organization.

Responsibilities:

The President shall be the principal executive officer of the organization, shall preside all Executive Committee (EC) meetings. President will also play a dual role as a trustee member of BOT. President shall have the authority to appoint rest of director positions in EC from core volunteer group or general body. He/ She shall have overall responsibility to exercise all powers as deemed necessary within the framework of these by-laws, including, but not limited to Auditor, Attorney and Accountant, but only upon consultation with the EC and BOT. Individual shall be the official custodian of the Charter, bylaws, and other important documents of the Organization. The President at the end of the term, must collect all the relevant documents from the Board as well as from his/her own files, and provide the documents to the new President at the first meeting in January of each year. These documents should include, but are not limited to, meeting minutes from the previous year, donor lists, mailing lists, all Assets, all digital media access credentials, sponsor information, contact information for charities supported by the Organization, and photographs taken at events during the year.

b) Executive Director:

Eligibility Criteria:

1. Shall be a local resident of Central Ohio,
2. A life member with membership dues paid in full on or before June 30th of the election year and an active member of the organization for two consecutive years including current year,
3. Served in any committee mentioned in the constitution for a minimum of one full year prior to filing nomination. This requirement shall be waived for founding members of the organization.

Responsibilities:

The Executive Director (“ED”) position is a President-Elect role, shall assist the President in day-to-day operations of the Organization and perform all duties and exercise the authority granted to him/herself by the President. If the President is temporarily unable by reason of disability or other absence to fulfill his or her duties as President, the Executive Director shall carry out the duties of



President until the President is able to resume the President's duties. The ED shall automatically succeed to the office of the President at the end of the current President's term.

c) Admin Director:

Admin Director shall assume the secretarial responsibilities of the organization. He or She shall attend and keep the minutes of all the meetings of EC and BOT (responsibility is only to scribe the minutes at BOT meetings). He or She shall call meetings and provide notice of scheduled meetings. If she or he is unable to attend, the deputy admin director manages his/her duties. The Admin Director shall do all the necessary correspondence on behalf of the EC. He or she shall be responsible for recording all committee member names in the current term for publishing & record keeping purposes. He or She shall assist the Organization to perform all the duties assigned to him or her by the Executive Committee. He or She shall hand over all the relevant documents of the Organization to the President and assist the President in handover during transition to new EC.

d) Deputy Admin Director:

The Deputy Administrative Director shall assist Administrative Director doing his/her functions and take care of the duties in absence of Admin Director. Deputy Admin shall also perform all the duties as assigned by Admin Director and/or President. In the absence of Admin Director, Deputy Admin Director should assume the responsibilities of Admin Director.

e) Finance Director:

The Finance Director will act as the Chief Finance Officer (CFO) of the organization shall have custody of all the funds of the organization and shall manage them efficiently, in a manner that has been approved by the EC and BOT. He or She is responsible for preparing the monthly and annual financial report for the Organization and for presenting it to the EC and BOT. He or She shall file the annual tax return with the Internal Revenue Service at the end of each calendar year and shall prepare and file any necessary State tax reports. He or She shall manage the bank account of the organization, make all deposits of funds into and out of the Organization account. Near the end of his/her term, the He or She shall hand over all relevant financial documents to the President and assist the President in the transfer of such documents to the new President. He or She will produce receipts to Donors and will also send yearly contribution statements to Donors by January 31st for the previous calendar year.

f) Deputy Finance Director:

The Deputy Finance Director shall assist the Finance Director in performing all duties incidental to the office of the Finance Director and such other duties required from time to time by the President. In the absence of the Finance Director, Deputy Finance Director shall take over the responsibilities. He or She will perform other duties as delegated by the President. In the absence of Finance Director, Deputy Finance Director should assume the responsibilities of Finance Director.

g) Cultural Director:

The Cultural Director shall be responsible for conducting cultural programs in any event of the organization as decided by the executive committee. Cultural Director should take initiative in communicating with participants of any cultural event conducted by the organization. Individual shall work closely with the President and the Cultural Committee in selecting the programs and performances aligning with the vision and mission of the organization. Individual makes recommendation of programs or performances by the local or external talent to the EC and appoint ad-hoc roles as deemed necessary. For scoping any literary programs in events, individual will



work closely with Literary director to plan the execution. EC has the final authority in approving or rejecting any proposal made by the Cultural Committee or Cultural Director. However, the EC is required to have reasonable cause in case of its denial of any program. If there is any conflict that arises regarding the planning or cancelling of a program resolution of such conflict shall be determined by the EC in a majority vote. Any vote of the EC is appealable to the BOT, and the determination of the BOT is final. In the absence of President and Executive Director, Cultural Director will assume the presidential responsibilities until one of the two mentioned above is available.

h) Deputy Cultural Director:

This is an appointed position by the Cultural Director in consultation with President. The Joint Cultural Director shall be responsible for assisting Cultural Director conducting cultural/recreational events of the organization as decided by EC. In the absence of Cultural Director, Joint Cultural Director should assume the responsibilities of Cultural Director.

i) Literary Director:

The Literary Director shall be responsible for conducting literary/educational events of the organization as decided by the executive committee. Literary Director shall take initiative in preparation of any literary material for the organization including publications of Quarterly Newsletters and Journals etc. He shall work closely with Literary and Education committee for organizing literary events.

j) Communications Director:

The Communication Director shall be responsible for maintaining and updating the website and its infrastructure as directed by the President. The individual is also responsible for developing event-based communications and disseminating to the public. The individual shall be responsible to setup a process by working with membership committee for creating and updating different email lists to communicate with general body or community from time to time. Also responsible for maintaining all digital media assets and publishing the content on website. Individual is responsible for creating email accounts specific to each role and rotate the passwords at the beginning of each year. This individual closely works with communications and public relations committee.

k) Event Director:

The Event Director shall assist the president and executive director for planning the events and works with event working committee to oversee the execution of any event organized by APCO such as cultural, recreational, literary, and special programs etc. He or She will be working with respective directors involved in the event execution to make the event successful. Event Director should work on the schedule of events during the calendar year and work on necessary facility rentals in consultation with Executive Director. He or she and Executive Director shall work with core volunteer group to determine the availability and plan for utilizing the resources as needed for events.

5.2 EC Vacancy:

- a) In the case of a vacancy in the office of the President, Executive Director shall hold the office of the President for rest of the term.
- b) For vacancies in the office of the President and the Executive Director, the Cultural Director shall hold the office of the President for the rest of the term. A formal election process shall be initiated by the election officers for the election of Executive Director if the remaining serving term is over



3 months If the remaining serving term is below 3 months, BOT can nominate one meeting the outlined eligibility criteria for the role.

- c) In case of all three mentioned in item 'b' above are vacant, Board of Trustees in consultation with Advisory Council (if needed), shall nominate a potential member from the General Body for the President position for the remainder of the term. The candidate must meet the eligibility criteria mentioned in the President section. Nominated individual shall work with rest of the EC to nominate any vacancies in EC.
- d) Any other vacancies shall be filled by the President recommending a candidate for the position from the list of Core Volunteer Group or General Body, and the EC approving it with an affirmative vote of majority of the remaining officers.
- e) The term of such appointment shall expire at the end of that Year.

5.3 Quorum: A simple majority of the EC shall constitute a quorum for EC meeting.

5.4 Number of EC Meetings: There shall be at least one EC Meeting per month

5.5 Executive Committee Action:

Unless otherwise specified, a simple majority vote of the EC officers present at an EC Meeting at which a quorum is present is required for a decision of the EC. An EC Vote can be solicited and obtained by electronic means on items that come up outside of scheduled Meetings. Electronic votes by a simple majority authorizes the action at issue without the need for an EC Meeting. A recorded copy of all such votes and associated actions shall be maintained by the Admin Director and shall be incorporated in the minutes of the next EC Meeting.

5.6 Special and Emergency Meetings:

The President may call for an emergency meeting of the EC by providing at least one day notice via e-mail or other means. The notice must state the specific items to be addressed at the emergency meeting.

5.7 Limitation on the Liability of EC Officers:

An officer is not personally liable to the Organization or its members for monetary damages for an act or omission taken in the officer's capacity as officer except to the extent otherwise provided by a statute of the State of Ohio.

5.8 Indemnification:

The Organization shall defend and fully indemnify, allowed under law, any officer in case individual is threatened as a named defendant or respondent in litigation or related legal proceedings for actions (approved by the EC) taken by that person in his or her capacity as an officer of the Organization.

ARTICLE VI - BOARD OF TRUSTEES (BOT)

6.1 Eligibility & Qualifications:

Eligibility Criteria:

1. Shall be a local resident of Central Ohio,
2. A life member with membership dues paid in full on or before June 30th of the election year and an active member of the organization for three consecutive years including current year,
3. Served in any committee mentioned in the constitution for a minimum of one full year prior to filing nomination. This requirement shall be waived for founding members of the organization.



4. An Indo-American from Andhra Pradesh origin that served the community for minimum of 5 years, must have had a distinguished record of community service, experience working with non-profit organizations and/or community-at-large.

6.2 Composition and Term of BOT:

- a) The Board of Trustees shall consist of seven Members including current EC President as ex-officio member.
- b) In the first election there will be two classes with 3 each get elected with 3 year and 2 years terms respectively. In subsequent elections members get elected for 2-year term.
- c) The Members among themselves, shall elect a Chair of Trustees at the beginning of each calendar year.

6.3 Responsibilities of BOT:

- a) The BOT shall work closely with EC and Advisory Council.
- b) BOT is an ultimate decision-making authority of the organization with respect to the policy making and when required BOT involves AC Team for guidance and advisory purpose.
- c) The BOT shall assure the transfer of records and assets to the new EC in a timely manner, including but not limited to, membership lists in all categories, financial records, assets, accounting reports, minutes of meetings, and any historical commitments.
- d) Shall be responsible for approving memberships on quarterly basis. BOT chair shall get the pending membership approval list from membership committee before their quarterly meeting to discuss and approve.
- e) The BOT's main responsibility is fiduciary in nature. BOT Chair will periodically review the financial status, budget, assets, membership lists etc. along with President, Admin and Finance Directors of APCO and share the information with rest of BOT members.
- f) The BOT shall oversee the function of the organization, ensuring that the core values and purposes of the organization are reflected in the operational process. Every quarter BOT shall have a meeting with Advisory Council to go over the current state of organization and on-going activities.
- g) The BOT shall perform the task of developing public policy that adequately promotes the values of the organization and ensures that all interaction with the wider community is conducted in a manner that is in keeping with Articles of Organization & Bylaws.
- h) The BOT develops a long-range vision and strategy after discussing with Advisory board for APCO that fills the needs of the community in the context of an ever-changing dynamic environment. This will be presented to the organization as part of "State-of-the-Association" report.
- i) The BOT in consultation with Advisory Council will oversee the mission; provide a vision; a long-range planning; new events, financial viability including fundraising, and conflict resolution of APCO affairs, but not daily and routine operations of APCO.
- j) The BOT is responsible for ensuring smooth transition when a new EC takes office, sale of APCO capital assets when needed, and guiding the EC as mentors to ensure that APCO is governed as per the APCO Articles of Organization and Bylaws.
- k) At the beginning of the current term, the EC will present a schedule of planned events to the BOT. The EC and BOT will work in harmony to review issues and any activities that are not on the original schedule, and which has not been presented to the BOT. The interests of APCO as an organization will be held high by both EC and BOT in performing their respective roles.
- l) BOT members may also represent APCO to enhance the image of APCO in other organizations when such requests are made.



- m) BOT ensures that APCO as an organization does not involve, engage, or actively participate in any local, national, or international political activities, such as support, fund raising, canvassing, etc., on behalf of APCO.
- n) BOT envisages maintaining a liaison with local, state, and national government agencies to facilitate such activities that will be beneficial to the APCO community in general.
- o) No special interest in promoting his/her own business activities or political affiliations at APCO.

6.4 Voting Privileges

BOT shall have voting privileges along with the EC members on matters relating to:

- a) Articles of Organization, Bylaws and Amendments
- b) Election policies and procedures
- c) Long term purpose, mission, and objectives of APCO as outlined in the Articles of Organization and Bylaws.
- d) Removal and suspension of any member on recommendation from EC.

6.5 Vacancies:

If a vacancy occurs in BOT with the remaining term below 15 months, remaining trustees in consultation with advisory council shall nominate the candidate for the position from Core Volunteer Group or member from general body, meeting the eligibility criteria mentioned in section 6.1. If the remaining term is over 15 months a fresh election must be called to elect the candidate for the vacancy.

ARTICLE VII – ADVISORY COUNCIL (AC)

7.1 Eligibility:

- a) A life member of APCO with dues paid in full, who is a distinguished official, scholar, entrepreneur, artist, businessman, ex-officio of APCO or any non-profit organization, professional or community activist and is well-known in the APCO community.
- b) Local resident of Central Ohio
- c) No special interest in promoting his/her own business activities or political affiliations at APCO.
- d) Committed to support noble cause of APCO and must be a member of general body.
- e) Honorable appointees through invitation as recommended by BOT.

7.2 Membership and Term:

- a) The Advisory Council (AC) shall consist of a maximum of 5 members to get the majority vote when required. Out of five, three are nominated, one outgoing BOT member and one outgoing EC President.
- b) The nominated members shall serve for a period of 2 years. Ex-officio members are the outgoing president and the outgoing BOT member. The BOT decision in appointment of AC is final if the positions are not filled.
- c) The Members shall serve two-year staggered terms. To start with one advisor for one year, one for two years and the other for three-year terms.

7.3 Responsibilities of AC:

- a) Work with BOT in the development of long-term vision and strategy for APCO and provide guidance & advise.
- b) Support APCO events, social and service activities.



- c) Advise APCO Executive Committee and Board of Trustees and resolve any conflicts that might arise.
- d) The AC members act as a single vote and decision (in case of a BOT vote resulting in a tie) to advise BOT on policy matters as and when the AC team is called by BOT for suggestions and advises.
- e) Review new event requests and approve if it is aligned with mission and objectives of the organization.
- f) Shall elect a chair in the beginning of every colander year.

ARTICLE VIII - COMMITTEES

8.1 Eligibility:

The eligibility requirements for members serving in working, ad hoc/sub committees are the following:

- Must be either Life or Annual Member of the APCO.
- Must be firm believer in APCO organization and its goals.
- Must have the ability to feel the pulse of community and do the right thing to the community.
- Must have high moral integrity, character and should not be biased to any group or party in the community.
- Removal of any working committee and Ad Hoc/Sub-committee members shall follow the process mentioned in section 5.2 Executive Committee Member Removal.

8.2 Ad hoc/Sub-Committees:

- President with the consent of EC shall appoint the Ad hoc committees based on need and scope of the events and projects. These committees considered to be part of EC with no voting rights.
- The EC shall also have the power to dissolve or reconstitute committees that were created by the EC, partially or entirely with a majority approval of the EC for the said year.
- Total number of members in each committee will be determined by President based on need and scope.
- Each ad-hoc committee shall have no fewer than three members excluding chair and vice-chairpersons.
- Each committee member will be picked from the General Body.
- Ad hoc committees related to cultural activities will be picked by Cultural Director and Joint Cultural Director with the approval from president.
- No individual should serve on more than two ad-hoc committees without prior approval from BOT.
- All Ad hoc/Sub Committees will be dissolved by end of the current presidential term and new teams will be nominated by incoming president.
- Any tasks and expenses will have to be approved by president.

A. Community Services Committee:

The primary purpose of this committee is to handle the community service projects organized by APCO. The chairperson for this committee is the Admin Director and Vice chairperson is Deputy Admin Director. Chairperson and Vice-Chair will act as bridge between EC and this committee. All activities initiated by the committee must be approved by President and EC. The primary roles and responsibilities of the committee are listed below.



- Shall respond to the needs identified by community. Evaluate, assess and scrutinize the need and discuss with other team members to get the approval from EC.
- Shall initiate, plan, scrutinize and implement community projects/activities focused on organization goals.
- Whenever possible, shall partner with other service organizations to carry out community plans.
- Shall work with Chairperson(s) for yearly budget required on community services and get approval from President on expenditure before executing the projects.

B. Events Committee:

Both Executive Director and Event Director act as chair and vicechair persons respectively for this committee. The purpose of this committee to plan and carryout the tasks required for an event initiated by EC. The event can be cultural, recreational like picnic & sports, literary, townhall meetings etc. Community service activities are not going to be handled by this team unless requested by EC. Any planned task involving money spending before execution shall have to get the approval from EC.

C. Youth Committee:

Youth committee composed with member children from local schools and colleges. Chair and Vicechair for this committee are going to be Executive Director and Cultural Director, respectively. The role of this committee is to involve and reach out to youth community to develop a youth strategy to promote youth's engagement in the community. The members of the Youth committee will be responsible in acting as a voice for their community to plan a series of specialized and customized skills and leadership training to support their members through ongoing activity plans to promote more active engagement of youth in the community. Youth members shall be encouraged to actively lead and participate in organizing events, cultural programs etc.

D. Fundraising Committee:

The purpose of this committee is to plan on raising funds for the calendar year to support the expenses forecasted for organizing events. Both President and Executive Directors act as the chair and vice-chairpersons for this committee. Both chairpersons should get yearly budgets in each category from different committees and plan with fundraising committee on raising funds required for execution. The members of this committee should come with previous fundraising experience or interest in raising funds for the organization. The responsibilities are listed below.

- Shall review all previous year fundraising activity and make recommendations for improvements for new fiscal year.
- Shall work with President, Executive and Event Directors to determine annual budget for organizing events.
- Shall revise and update current fund development plan.
- Shall develop an annual calendar for the committee's activities, including critical dates, milestones and required actions.
- Engage in advocacy and networking.
- Shall participate in all events and other fundraising activities.
- Shall track and report progress toward fundraising goals to the BOT.



- Shall analyze relationships with current and prospective major donors and funders and develop individualized strategies to cultivate or strengthen those relationships and devise sponsorship packages, and work with organization to develop relationships.
- Along with President and Executive Director, shall meet with current and prospective major donors and funders (foundations and corporations).
- Shall tap respective networks for potential donors of money, time, and in-kind support.
- Shall monitor & support fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.
- Shall provide report out during full Board meetings.

E. Communications and Public Relations Committee:

The purpose of the Communications and Public Relations Committee is to gather and provide information to members and the public. The communication director and literary director will act as chair and vice-chairpersons for this committee, respectively. The responsibilities of the committee are listed below.

- Shall keep members and public informed and up to date on events and changes.
- To increase and improve public awareness on APCO by finding innovative ways to attract.
- Shall oversee and manage organizations website and communication systems.
- Shall publish any reports directed from EC on the website.

F. Membership Drive Committee:

The purpose of this committee is to execute any membership drive upon getting the approval from Admin and Deputy Admin Directors. The member shall be present on all events to enroll or renew memberships.

G. Registration Committee:

The purpose of this committee is to execute registrations during events. They should work closely with Finance and Deputy Finance Directors for guidance and consultation during events. This committee primarily helps the Finance team for money collection during events.

H. Women's Committee:

Women's committee composed with female members of the organization. Chair and Vicechair for this committee are going to be nominated by President with a women member from EC. The role of this committee is to involve and reach out to women community to develop a strategy to promote their engagement in the community and encourage their talent. The members of this committee shall be responsible in acting as a voice for their community and work with EC to plan events involving women and encourage their participation in cultural events. This committee shall be encouraged to actively participate and lead in organizing events, cultural programs etc.

I. Cultural Committee:

Both Cultural Director and Deputy Cultural Director appoint members of this committee with the approval from the president. The Cultural Director shall be the Chairperson and Deputy Cultural Director will be the Vice-Chairperson of this committee. The purpose of this committee is to assist the Cultural directors in executing the cultural performances. Also find opportunities for cultural performances or artifact displays from APCO in outside events. They shall help cultural committee on stage and event decorations.



8.3 Working Committees:

The association shall include Literary and Education, Membership, Finance & Audit and Constitution & Election working committees to provide the support required for functioning of organization. The members in each committee shall be nominated by BOT. Each committee shall have a minimum of 3 members. Except for Constitution & Election and Ethics and Grievance working committees rest of the working committees report to BOT. The Members shall serve for period of 3 years. The respective team members will elect the chairperson of the committee on yearly-basis.

A. Literary and Education Committee:

This committee is responsible for promoting language and cultural education across the community. The members of the committee shall be nominated by BOT. Preference will be given to the people with experience in serving literary, language education and cultural areas. This committee shall be working with the literary and event directors, respectively. The responsibilities include,

- Promotion of language and plan and execute the literary events and meetings by involving Literary and Event Directors. Any such events will have to be approved by executive committee.
- Shall work closely with local organizations providing education on Telugu language for support.
- Shall plan cultural shows promoting literary works in events organized by APCO with the prior approval from EC. APCO Cultural team should give priority to such shows as it aligns with the mission of the organization.
- Members of this committee should represent APCO during the execution of events.
- Shall organize quarterly meetings with teachers from local schools to get a feel for curriculum and get their feedback on events being planned by the committee.
- Shall be responsible for gathering on materials required for any publications from APCO.
- Shall work with local schools and colleges for an opportunity to promote the Telegu language.
- While organizing any literary event of competitive nature create a process ensuring the honesty and integrity.
- Shall prepare approximate yearly budget for the literary events and work with President and Fundraising committee to include in their budget for raising funds.
- Shall work with Communications Director for sending out any formal communication to members.
- Shall recognize the members in the community providing excellent voluntary service for promoting literary and education.

B. Membership Committee:

This committee is responsible for validating membership information and send it to BOT for formal approval. They are the custodians of membership process document and responsible for updating the SOP aligning with changes in the overall membership process before implementation. Responsibilities of the committee are mentioned below:



- Shall review the new membership enrollments in all categories and cross-check with validation requirements and send the report to BOT for final decision of approval by the end of each quarter.
- Shall have exclusive access to member personal information and transactional data for verification and validation purposes.
- Shall review life membership dues and work with Communication Directors to send official reminder communication to life members for paying the membership due balances before deadline.
- Shall publish the approved members list on the website at the end of each quarter by working with Executive Committee.
- Shall prepare updated life and general membership email groups for communication purposes.
- Shall help the EC in any planned membership drives and work with EC on publishing membership list and communicating with members.
- Shall maintain a roaster of all committee members for record keeping purposes ordered by year for validating candidature for office elections.
- Shall be responsible for maintaining historical membership data of each member for validating the candidature of nominees during office elections.
- Shall be responsible to answer membership status related inquiries from members of the organization.
- Shall be responsible to maintain the membership forms in electronic format and maintain the history for a minimum of three years.

C. Finance and Audit Committee:

The purpose of the finance committee acts as the auditors under the guidance of BOT to help the EC with accuracy in financial reporting and making sure organization is following best practices in the reporting process. To protect the organization from legal challenges and liability. Ensure transparency in financial management to general body. Preference shall be given to members with prior experience in dealing with best financial practices. This committee shall be working with Finance and Deputy Finance directors for reviewing the finance data and share it with BOT for final review. The responsibilities include the following:

- Shall review the organization's financial statements and other official financial information provided to the public on a quarterly basis to ensure improved financial practices and reporting.
- Shall ensure that reports are received, monitored, and distributed correctly.
- Shall assume the custodial responsibility of life membership fund.
- Shall ensure reporting in compliance with all applicable laws and regulations and the organization's code of conduct. If any financial risk is identified report to BOT for review.
- Shall oversee the annual independent audit process, including engaging the independent auditor nominated by president and receiving all reports and management letters from the auditor. Participate, if necessary, in formulating a plan to correct any problems the audit finds and monitor the implementation of plans to correct problems identified by the audit.



- Shall validate and audit all expenses on monthly basis incurred by EC for organizing events and validate the money handling by periodically reviewing the process and report any issues to BOT.
- Shall oversee cash flow and other money management issues and monitor any illegal and unethical activities and report to BOT for taking an action.
- Shall track the transactions used by organization credit card to make sure the charges are for legitimate use for APCO operations.
- Shall develop and implement an effective Cost Allocation Plan to make sure all expenditures of the organization are charged to the various funding sources appropriately.
- Finance committee in association with Finance Director(s) shall work on the donation receipt template and make sure the receipts are emailed to the donors in a timely manner not exceeding 24 hours after receiving the payment.
- Shall make sure the finance transition to be smooth, clear, and transparent between present and next year EC.
- Shall audit access of member personal information to make sure no member other than membership committee have authority. Any breaches shall be reported to BOT for taking further action.

D. Constitution & Election (C&E) Committee:

This committee shall be responsible for the creation and maintenance of the organization's bylaws, which is the set of rules that guide its operations and activities. This committee can be treated as the judicial branch of the organization to make sure no legal issues can arise due to unconstitutional practices. This committee shall manage the constitution and oversee that organization, officers, executive, working, and Ad hoc/sub committees are adhering to the constitution and non-profit by-laws outlined by the State and Federal governments. The Committee shall have plenary authority to amend the constitution as per Article–X Constitutional Amendments. Any recommendation on amendments proposed by Board of Trustees, the committee should review and include the ones aligning with organization mission and Federal & State of Ohio non-profit bylaws.

This committee shall also be responsible for conducting efficient, fair, and transparent elections for officer positions. All members of this committee shall be residents of the Central Ohio Area and part of General Body of the organization. Preference should be given to senior members of the community with experience in serving officio roles in non-profit organizations. The role of the C & E Committee is to provide necessary support in conducting annual election for officer positions in a non-partisan, fair, equitable and economic way. This Committee's decision is final. The Committee will elect one of them as the Chairperson of the Committee for the term. The individual shall coordinate the workings of the Committee and will provide a unified voice of the Committee to the BOT and General Body of APCO. Any formal communication from the committee to the general body shall be sent from EC. Any actions caused by ambiguity or gap in the constitution requiring an exception can be approved by BOT and AC to address the current need with immediate amendment process for fixing the issue long-term.

Responsibilities:

The responsibilities for office election include the following:



- Shall develop the Election schedule and keeping track of it and updating the BOT about potential vacancies in advance. Election process for office shall be completed by end of November. Election schedule shall be published four weeks prior to the date of election.
- Shall prepare the nomination material and share it with EC president and make sure the communication is sent out to the members of the general body on the notification date. Life-Term trustee nomination email shall be sent to life-term members in the general body.
- Shall accept the nominations for open position when the elections are called and verify the candidate nomination and their eligibilities by working with membership committee. Inform the candidates about the validity of their candidature within a week of closing the nomination deadline.
- Shall finalize the candidate list after the drop-out date and send formal communication to the general body with the list of candidates who are running for election to the office.
- Shall not be either a serving member or a contestant for any elected position during that year.
- Shall maintain confidentiality during the election process.
- Shall conduct annual elections either in person or mail or electronic voting as decided by BOT.
- Shall declare the winners and finally ensuring that they are duly installed in office.
- Shall keep the election records safe and available up to six months after the election date for any dispute resolution.
- If no candidate or candidates apply or run for elections to fill any vacant positions for which elections are scheduled, then the Election Committee shall review the necessity for such positions with the existing Governing Board. Based on the majority approving the consensus, the positions are filled by qualified Members, or left vacant.

Managing Constitution Responsibilities include the following:

- Shall be responsible for reviewing, evaluating, formulating, and recommending changes in the Constitution, Bylaws and Association Policies & Procedures.
- Shall oversee that the current constitution, bylaws, policies, and procedures of the organization are collected and published.
- Shall evaluate the proposed changes for clarity, proper wording, and consistency with existing articles and sections.
- Shall on an annual basis review the constitution, bylaws, and association Policies & Procedures for consistency and relevance. The committee formulates its findings as proposed changes for consideration by the organization.
- Shall review actions that appear in conflict with the constitution, bylaws, and Association Policies & Procedures. Unless otherwise resolved, a recommendation for resolution shall be brought to the attention of the BOT for an immediate action.
- Shall be responsible for working committee nomination process and preliminary screening of applicants before sending the finalized list to BOT for selection.
- Shall be responsible for keeping track of signed NDA (Non-Disclosure Agreement) documents in electronic format of all committee members and provide the required training on their respective role and responsibilities.



Gruhavanam Committee:

Primary responsibility of members of this team is to plan and execute Gruhavanam events approved by BOT with the support from Executive Committee. The team can nominate any ad-hoc committees with volunteers as required for execution of tasks. The team should maintain close communication with BOT and EC President on planned activities and events.

Ethics and Grievance Committee:

Purpose of the committee for helping the organization to maintain ethical and operational standards aligning with the by-laws outlined in the constitution document. Their primary responsibility to act as a disciplinary committee for providing guidance and adherence to code of conduct, constitutional compliance and policies and procedures.

Composition of the committee comprises of an advisor nominated from advisory council and a constitution team member and one of the outgoing BOT members nominated by current BOT. Advisor shall act as the chairperson of the committee. BOT in consultation with respective representing committees shall nominate the members of the committee.

Any complaint or inquiry shall be sent in the form of an email to this team for evaluation and provide guidance to respective teams and individuals. The committee is responsible for enforcing the Code of Conduct as outlined in article XII. The members in the committee will define the procedures aligning with constitution by-laws for evaluating the complaint and make a final decision. In the process committee shall hear, investigate and resolve the complaint or conflict. In some cases, relating to removal of a general body member or committee member or President or members of BOT, shall make a final decision and disclose to BOT for execution of the decision. The complaint can be violation of Code of Conduct, dysfunction of a team or individual not performing as expected or violation of ethics or not responding to emails, emotional outbursts, aggressive behavior with fellow team members & APCO community, personal attacks on individuals without evidence, conflict of interest, violation of NDA etc. It is expected both Advisory and Constitution team members to act as a liaison to their respective teams.

ARTICLE IX – ELECTION TO THE OFFICE

9.1 Verification of Membership Rolls:

The Election Committee will review by 31st of August all the voting eligible membership rolls certified by membership committee and signed-off by EC-President.

9.2 Eligibility of Contestants:

For the best interest of the organization and to achieve its objectives without any disputes, the qualifications and criteria mentioned in sections 5.01 (Executive Director) and 6.01 will be carefully reviewed for each contestant to decide and declare their eligibility for running the election. In the event of non-availability of nominees to meet the eligibility criteria, BOT has authority to nominate if any candidates are not qualified to contest or positions are vacant.

9.3 Election Procedure:

- Shall plan the election logistics and inform members of the entire list of candidates, the election method (in-person or by mail), the election place (in case of in-person election), the date and time for casting ballots.



- The announcement of new elections, including a detailed schedule and the election process, shall be communicated to eligible voters by email to such member's electronic mail address on file, shall be deemed to be good and sufficient notice for all purposes under these bylaws.
- Due to process change in election for electing Executive Director (a President-Elect) instead of President in general election, a onetime election shall happen for both President and Executive Director positions for the same year, there after election of Executive Director takes place in subsequent years along with Trustee positions. Qualifications of the President shall follow the one listed in Executive Director Role. The schedule and process for onetime election described above will be worked by election officers. Once this requirement is met, in subsequent amendments this bullet point can be removed.
- All other election information may be sent to members email address on file, and such notice is also deemed to be good and enough notice for all purposes under these Bylaws.
- Shall conduct the election as planned, count the ballots, and announce the results after the counting process is completed and verified by the representatives of all the contesting candidates. This election process may be subject to a verification process, should the existing BOT decide such is necessary.
- To ensure balanced and fair elections, the Election Committee shall conduct elections using printed and numbered ballots for all positions declared for elections.
- Upon the calling of new elections, the current Election Committee shall promptly set the standards for soliciting votes from APCO members. Any candidates, or their agents, and those that refuse to abide by such shall be subject to disciplinary action, up to and including, without limitation, disqualification, and debarment. Basic rule all committee members shall display nonpartisans.
- Each nomination shall be proposed and seconded by a Member of APCO. A life member trustee nomination shall be proposed and seconded by life-term members only.
- For the best interests of the organization, the Election Committee may accept withdrawals of any nomination after the deadline, but before printing the ballots.
- The Election Committee shall announce all the names of the winners for EC and BOT positions. The top candidates that receive most of the votes casted for the positions sought shall be deemed to have been elected to such positions.
- Results of the election shall be posted on the APCO website after the election results are announced.
- The decision of the Election Committee is final in all matters relating to the elections including the results of the election.
- If the election results are ever challenged, the BOT shall appoint a third-party verification committee consisting of three people who each have not run for election in question.
- The Election Committee shall cooperate with the third-party verification committee and such verification committee's decision is final and binding upon all the parties.
- Nominations and withdrawals shall only be valid if received on or before the deadline set for each by the Election Committee, regardless of when such nomination or withdrawal is postmarked.

9.4 Vacancies Due to Unforeseen Situations:

Any vacancy due to termination, resignation, death, incapacitation, or any other reason resulting in the non-availability of a Governing Board member, shall be filled by following the office vacancy process mentioned in BOT and EC sections by following formal nomination process.



9.5 Transferring the Duties to New Office Bearers:

Possession of any physical properties that APCO owns shall be handed over to the new officers within seven business days after the new term starts, and the newly elected officers shall work together with the outgoing committee to achieve a smooth transition.

All outgoing or transitioning members of the prior term's Governing Board must turn over to the new office holders all documents and items proper to the position within two weeks of the new term.

The outgoing President, Finance and Admin Directors shall transfer all the bank accounts to the incoming President, Finance and Admin directors within two weeks of the new term.

ARTICLE X – FINANCE MANAGEMENT

10.1 Donation and Dues Receipt Record:

The Finance and Deputy Finance Directors of the Organization shall maintain a receipt record for all cash, check, credit card, and in-kind donations to the Organization. A photocopy of a donation made by check constitutes a receipt. Funding for the Organization will be generated by seeking generous support from individuals, businesses, and corporations. Such donations are non-conditional and have no interference with APCO Charter, By-Laws, or Operations. The donors shall receive the receipt of their donations from APCO Finance Department. Any payments received in any form from members/non-members should be recorded properly and send receipt confirmation to the payers.

Dual control over incoming donations is important – paper checks are almost as liquid as currency. Two individuals preferably Finance, and Deputy Finance Directors should open the mail together every day and note the incoming checks in a cash receipts log. The log should be signed or initialed by both individuals. Periodically, finance and audit committee should compare the amounts noted in the cash receipts log to the amounts deposited into the bank account. All checks should be endorsed by the organization almost immediately after receipt. Each donation must be tracked carefully under different categories like Events, Literary, Community Service, Sports etc. The memo option should clearly state the category of the donation.

Most challenging process is to track cash transactions. Following process shall be adopted to handle cash receipts. Deposits should be made frequently daily if possible. Dual control over cash receipts at special events is also important. During special events, at least two individuals preferably Finance, and Deputy Finance Directors should always have custody and oversight of the cash. At the end of the event the cash proceeds should be counted by two individuals. The total should be noted and both individuals should sign a log verifying the total count. This total should later be compared with the amount deposited into the bank account. Finance and Audit committee should work on a process to send receipts for donors. Any amount irrespective of denomination must be deposited in the bank account before withdrawing as cash for expenses. While paying expenses in cash the withdrawal should be in the form of check mentioning “cash” in Payables and memo should have the reason for withdrawal for tracking purposes. Due to better tracking recommend donors to use “Electronic Transfer” option instead of other means.

10.2 Bank Account:

The Organization shall maintain its account and deposit its funds in a federally insured financial institution. The Electronic Payments or checks written on behalf of the Organization shall be signed and endorsed by President or the Finance Directors except that, any check written on behalf of the Organization more than \$500 shall require the official signature of two office bearers from EC of the Organization, for over \$1,000



in addition to two office bearers BOT chairperson official approval shall be required. Same rules shall apply in the form off approvals for any single transaction of withdrawal against the account with above-mentioned denomination amounts. BOT Chairperson shall have authority to access the Financials including but not limited to check issuance/ Electronic Payments as well as all accounting information.

10.3 Fund Management

Organization's reserve fund management should follow best practice procedures for avoiding any operational risks. An operating reserve is an unrestricted fund balance set aside to stabilize a nonprofit's finances by providing a cushion against unexpected events, losses of income, and large unbudgeted expenses. Restricted reserves can be a donation given towards a category or cause. It must be utilized for the given purpose. BOT and Finance team shall define tracking processes covering all aspects of incoming funds. Incoming money can be of any type like Event fees, memberships, donations etc. Donation given specific to a category must be utilized for the same. Remaining balance is kept in reserve for utilizing for the same purpose in future events. To track the fund distribution, efficient processes shall be implemented with twice in a calendar year auditing from finance team. 10% of Life membership amount dues paid in each year shall be kept for operating expenses and rest will go into life term reserve fund. Yearly membership money shall be utilized for event operations during the year.

10.4 Expenditures and Approvals:

EC president shall have the authority to approve up to \$1,000 for any expenditure on behalf of the Organization. Any expense above \$1,000 shall be approved by BOT. To get the approval EC President must submit the expense details to BOT. If it is an event approximate budget must be presented for approval from BOT before initiating the execution. In the event of emergency, the expense can be approved with verbal consent from BOT Chairperson. Finance Director is required to get President's approval for any unbudgeted expenses exceeding \$500. Any expenditure shall have supported documentation.

Any funds drawn against the reserve fund as seeded money to cover the expenses for the events should be returned to the reserve fund by end of that year. Use of additional reserve funds more than seeded money needs 2/3 approval from EC and BOTs combined.

In any fundraising event the total budget for that event should not exceed 30% of funds to be raised (target amount). Minimum 90% of net funds (after expenses) raised for any specific purpose shall be used for that purpose only. The other 10% funds can be used for APCO operational expenses. 25% of operating funds must be released once the approximate yearly budget is submitted by EC during the beginning of the calendar year.

10.5 Financial Authority:

The President of the Organization, upon the verbal consent of BOT's Chairman and the Finance Director, may expend up to and including one thousand dollars (\$1000.00). The President may use up to \$1,000 for an emergency occurrence. Such expenditure shall be ratified by a majority of 2/3 vote of the EC at its next scheduled meeting and formally approved by BOT.

10.6 Financial Statement:

The Organization shall publish annually, on a calendar year (January 1 to December 31) basis, a statement of receipts and disbursements. The Finance Director shall report monthly financial statements such as balance sheet and other accounting information to BOT.

10.7 Audit:

There shall be an annual audit of the accounts of the Organization by a certified public accountant.



10.8 Tax Returns:

The Financial Director in collaboration with Finance Committee and EC-President is responsible for filing the Organization's tax returns in timely fashion and complies with the IRS requirement of mailing donation acknowledgement receipts at the end of the calendar year to donors.

ARTICLE XI – CONSTITUTION AMENDMENTS

11.1 Amendments to By-Laws:

- a) Any amendment proposals to constitution shall be screened and approved by constitution committee.
- b) With prior approval from Constitution Committee, BOT shall have the authority to make, adopt, alter, amend, and repeal from time to time, By-laws of the Corporation by 75% super majority vote of the Board of Trustees, Advisory Council and President in a duly convened meeting of the Board with duly executed proxy voting permitted except By-laws dealing with number, composition, and elections to the office which will need a 75% supermajority vote of all APCO member categories in a General body meeting. The quorum for such a meeting would require a minimum of one-third the number of members from general body.
- c) Any proposed amendment to the APCO Constitution shall be in writing and email to the members at least fifteen (15) days prior to the electronic voting or meeting at which the proposed amendments are to be voted on.
- d) Proposed amendments from any regular member of the General Body shall be submitted in writing to the Board of Trustees at least two (2) months before the General Body meeting in which they are to be presented. Proposed amendments shall not be taken from the floor.

ARTICLE XII – CODE OF CONDUCT

12.1 Non-Discrimination Policy

The organization and its members shall not discriminate against any individuals for reasons of race, color, creed, religion, national origin, gender, education, occupation, sexual orientation, and age.

12.2 Conflict of Interest

Directors, Officers, and members of APCO are abide by the conflict-of-interest policy which is defined as an actual or perceived interest by a staff or Board member in an action that results in, or has the appearance of resulting in personal, organizational, or professional gain. All Directors, Officers and members are obligated to always act in the best interest of the organization. This obligation requires that any Director, Trustee, Advisor, or committee member, in the performance of organization duties, seek only the furtherance of the organization mission. At all times, Directors, Trustees, Advisors, and committee members are prohibited from using their job title or the organization's name or property, for private profit or benefit.

- a) The officers and members of the committees should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors. This is not intended to preclude bona-fide organization fund raising-activities.
- b) No officer, or committee member of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract:



- The Director, Trustee, Advisor, or committee member.
 - Any member of their immediate family.
 - Their partner
 - An organization in which any of the above is an Officer, Director or Employee.
 - A person or organization with whom any of the above individuals is negotiating or has an arrangement concerning prospective employment.
- c) Disclosure--Any possible conflict of interest shall be disclosed by the person or persons concerned.
- d) Board Action--When a conflict of interest is relevant to a matter requiring action by the Board, the interested person(s) shall call it to the attention of the Board and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final decision or related deliberation regarding the matter under consideration. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of Trustees, excluding the person(s) concerning whose situation the doubt has arisen.

12.3 Election Campaign

Member of any committees cannot endorse, campaign, contribute money, rate, publicize or openly support any contestant running for the APCO office position in election. Campaigning by the contestants and supporters strictly prohibited during the election inside the polling area and its facility premises. If any such practices are proven it shall put the contestant validity in question to stay in the election with immediate effect and shall lead into disqualification of member promoting such activities by calling an emergency meeting with BOT to discuss the disqualification. Once the election schedule is announced disqualification decision shall have to be made by election committee.

12.4 Committee Member Removal:

- a) BOT or EC may choose to remove any member from their respective committees up on failure to attend three consecutive meetings without reasonable explanation and prior notification to the BOT Chairperson or EC President.
- b) BOT in consultation with Advisory Council under the following set of special circumstances:
- i. Being found consistently working against APCO interests and objectives.
 - ii. Consistent display of disorderly conduct or behavior against interest of APCO.
 - iii. Personal allegations on other Members or Trustees without any official valid evidence to support such allegations.
 - iv. Any committee member can request the initiation process by official communication to BOT on removal if the member in question is suspected of any of the above violations. Such a request must be sent in writing to BOT. However, the motion to recommend removal must have supporting documentation. The following process shall be followed for member removal depending on the committee.
 - If the said member is a Trustee, the motion shall be passed by 75% majority of the voting with remaining members of the BOT. The above rule shall be applicable for EC president since individual is also part of BOT.
 - If nominated member from any Committees motion shall be passed by 75% majority of the voting by BOT. The EC approved recommendation for removal will be submitted by the President to BOT along with necessary supporting documentation. The Board of Trustees will investigate the matter and make appropriate decision with a simple majority of votes.



12.5 Disqualification of Membership Rights

Documented activities against the purposes of this constitution shall constitute disqualification of membership. These allegations shall be communicated to member in any officially accepted form from Board of Trustees (BOT). Alleged member shall be entitled to hearing before BOT to be heard for such charges and shall be given full opportunity to be heard. To be eligible for hearing member should respond in an official form to BOT on the allegations mentioned within 30 days of receiving email from BOT. Any member may be disqualified on the grounds of anti-organizational activities, corruption, favoritism, extortion, oppression, or gross misconduct in a board meeting called for such purpose. Approval 2/3rd majority required in BOT for such disqualification of membership after due process.

ARTICLE XIII - IRS 501(C) (3) TAX-EXEMPT REQUIREMENTS

13.1 Limitations on Activities:

- a) No activity of this corporation shall include carrying on of propaganda, or otherwise attempting to influence the legislation; and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- b) Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of Internal Revenue Code.

13.2 Prohibition against Private Inurement:

No part of the net earnings of this corporation, shall inure to the benefit of, or be distributable to, its members, Trustees or officers, or other private persons, except that the corporation shall be authorized and empowered, with the approval of the Majority of the Bots, to reimburse any reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

13.3 Indemnification:

The Corporation will indemnify any current or former officer of the Corporation to the fullest extent permitted by Article 1396-2.22A of the revised Civil Statutes of the State of Ohio.

ARTICLE XIV – DISSOLUTION

14.1 Dissolution:

A special meeting of the Organization shall be called by the BOT in which General Body, EC, BOT, and AC including the current office holders shall be invited.

A simple majority of the members present shall constitute a quorum for the purposes of the discussion of the dissolution of the organization. If the proposal for dissolution is approved, in writing, by at least two-thirds (2/3) of the members that are present, the organization shall be dissolved.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code,

or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.



Revision History

| Date | Revision | Description | Author(s) |
|------------|----------|---|--|
| 11-04-2021 | 1.0 | Baseline | Ganesh Vathyam, Nageswara Rao Manne & Murali Putti |
| 09-12-2024 | 1.1 | Amendments: Election for President Elect role, new Working Committees Gruhavanam and Ethics & Grievance | Ganesh Vathyam, Murali Putti & Sai Rachuri |
| 11-01-2024 | 1.2 | Amendments: Eligibility criteria changes for President, Executive Director, Trustees, Advisory and Update the page numbers in Table of Contents | Ganesh Vathyam, Murali Putti & Sai Rachuri |

The baseline version of constitution approved after review by Board of Trustees prior to being posted on APCO website as an official document.

Board of Trustees:

Nageswara Rao Manne, Ravi Kuruganti, Venu Talasila, Sridhar Vegesna, Rama Prathipati, Anil Anusuru & Vani Gadde

Constitution & Election Committee:

Ganesh Vathyam, Murali Putti & Sai Rachuri