

The Carnatic Music Association of North America, Inc.

Constitution

PREAMBLE

Having established in 1976 the "Carnatic Music Association of North America, Inc.," abbreviated as CMANA, to promote and propagate the intricate and highly satisfying art of Carnatic music, we, a group devoted to Carnatic music, give unto ourselves this revised constitution that became effective **the xxx day of xxx, 2016**. The revision to the Constitution and By-laws were made in 2016 following federal regulations and guiding principles of Robert's Rules of Order that helps facilitate discussions and group decision-making.

Accompanying this Constitution is a set of By-laws, which, together with this Constitution, shall determine the principles and practice by which the Association shall be governed and operated. When adopted by the General Body, this revised Constitution and the By-laws shall supersede and render null the original Constitution adopted in 1976 and all amendments to it. However, all decisions made and contracts and agreements entered into by the Association previously shall remain valid unless they are repugnant to the Constitution prevailing at the time those were made. Furthermore, all persons who are members of CMANA at the time of adoption of this revised Constitution shall continue to remain as members in their respective categories, and both the Board of Trustees and the Financial Oversight Committee in office shall continue in their respective capacities to the end of their respective terms.

CHAPTER I: THE ORGANIZATION

ARTICLE 1: NAME

The name of the association shall be "The Carnatic Music Association of North America, Inc.," abbreviated as CMANA. The association has been incorporated in the State of New York. It has been determined by the Internal Revenue Service that the Association is exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c) (3). Subject to applicable Federal and State laws, the Association may seek additional incorporations in other states.

ARTICLE 2: OBJECTIVES

The Association shall dedicate itself exclusively to the promotion and propagation of Carnatic music and closely related performing arts within the meaning of a 501(c) (3) organization in the IRS Code. In pursuit of this objective, it may, among others, do the following:

- i) Sponsor concert tours of the North American continent by artists from abroad.
- ii) Organize, and/or co-ordinate with other cultural societies, concerts and other events such as panel discussions, music appreciation groups and lecture demonstrations.
- iii) Encourage talented performers in the North American continent providing a forum for them to perform within the North American continent or elsewhere.
- iv) Promote and encourage education and research in Carnatic music and closely related performing arts.
- v) Establish a central library of books, tapes, CD's, and other material on Carnatic music and closely related performing arts.
- vi) Honor in a fitting manner composers, artists, scholars and personalities in the field of music and performing arts.
- vii) Receive donations, and hold and maintain funds as well as real or personal property for carrying out its objectives.

ARTICLE 3: OFFICE

Until there is a permanent address of its own, the office of the association shall be at a location as decided by the Board of Trustees after each election.

CHAPTER II: MEMBERSHIP & THE GENERAL BODY

ARTICLE 4: MEMBERSHIP

4.1 All membership in CMANA is individual membership and for life. Membership is open to anyone who is at least 18 years of age. The categories of members are: Life Member, Patron, and Honorary Patron. The generic term Member shall refer to a Life Member, Patron, or Honorary Patron. Membership is not transferable.

4.2 Life Member: This category of membership is open to all persons of age eighteen or above who subscribe to the aims and objectives of the association, apply in writing on the prescribed form agreeing to uphold and abide by the association's constitution and by-laws, and pay the applicable membership fee.

4.3 Patron: A Life Member who has donated a sum at least equal to a threshold stipulated in the bylaws shall be called a Patron. Patrons shall have their names listed separately in the membership rolls of CMANA.

4.4 Honorary Patron: (a) The Board of Trustees is empowered to confer, after careful scrutiny and deliberations among themselves, honorary membership in the category of Honorary Patron to individuals who have contributed significantly towards the objectives of the Association or served the Association in an exemplary manner. (b) By accepting the invitation to become an Honorary Patron, the recipient agrees to uphold and abide by the association's constitution and by-laws. (c) An Honorary Patron shall enjoy all rights and privileges of a member. (d) Procedures for nomination and selection of

Honorary Patrons are outlined in the by-laws. (e) No additional Honorary Patrons may be added to the rolls of CMANA if the total number of Honorary Patrons exceeds 3 % of the total number of Members.

4.5 Each Accessible Member, irrespective of category, shall have one and only one vote. CMANA will make a good faith effort to maintain the contact information of each member current. It is incumbent upon each member to notify CMANA their contact information and any changes, so that the member can remain Accessible.

4.6 Junior Member: Children of members, who are under the age of EIGHTEEN, may be admitted as Junior Members. Junior Members shall not enjoy any voting rights and are not part of the General Body. The generic term Member does not include Junior Members. Other details about Junior Membership are given in the by-laws.

4.7 All membership fees and donations towards membership paid to CMANA shall be non-refundable after 30 days.

4.8 The Board shall make all reasonable effort to maintain an accurate and up-to-date list of the membership in various categories, to hold such information secure, and to limit its use for CMANA purposes only. When it leaves office, each Board shall ensure the proper and timely hand over of the membership list to the successor Board.

4.9 The Treasurer, or a specific trustee specifically designated by the Board to be the keeper of the membership database, shall become the holder of the official database of membership, and such trustee shall bear the responsibility for maintaining its integrity.

ARTICLE 5: GENERAL BODY

5.1 The General Body shall be comprised of Honorary Patrons, Patrons and Life Members of CMANA.

5.2 For voting as a member of the General Body on any matter and for the purposes of being nominator, nominee, or holder of a position as Trustee or Financial Oversight Committee Member, and all other matters such as arbitration, one should be either an Honorary Patron or be a fully paid Member for at least 60 days.

5.3 The General Body shall have the power to enact, revoke, repeal, or amend any resolution or rule within the framework of the Constitution and By-laws, and to pass amendments to the Constitution and By-laws. Such actions of the General Body shall be taken following procedures outlined in the By-laws. Among others, the General Body shall: (i) Discuss and approve the audited financial reports of each fiscal year; (ii) Discuss and decide any proposed amendments to the constitution and the bylaws; (iii) Elect office-bearers to serve on the Board of Trustees; (v) Use a review by Financial

Oversight Committee to verify extraordinary expenses as needed. (vi) Examine any expense above \$1000; (vii) Pass other resolutions as necessary

5.4 The decisions of the General Body shall be final and binding in all matters of the Association except those pertaining to selection of candidates for awards, a matter in which it shall cede all powers to the Board of Trustees.

5.5 The General Body shall meet within 90 days of one of the following:

(a) A formal request by at least 60 or 5% of the members of the General Body, whichever is smaller, accompanied by a draft proposal of a resolution for adoption by the General Body.

(b) A formal request by at least 2/3 of the Board of Trustees accompanied by a draft proposal of a resolution for adoption by the General Body.

In each such meeting, (a) the President shall provide a report on the state of the Association; (b) the Secretary shall address the General Body and review the activities of the Association during the review period, (c) the Treasurer shall submit the audited Balance Sheet and Income Statement to the General Body; (d) the Financial Oversight Committee may present its observations and comments. The procedures governing the conduct of the General Body meetings are described in the By-laws.

5.6 Voting by the General Body shall be conducted as specified in the By-laws.

CHAPTER III: GOVERNANCE

ARTICLE 6: CONSTITUTION & BY-LAWS

6.1 This Constitution and the accompanying By-laws shall be deemed to have been adopted once a proposal to adopt them has been voted on by at least 100 members or 10% of the of the General Body whichever is smaller, and a majority of those voting approve adoption. The basic Constitution and the By-laws became effective on May 1, 2006 for the Association be governed by the principles and rules embodied in these documents. The revision to the Constitution and By-laws were made in 2016 following federal regulations and guiding principles of Robert's Rules of Order that helps facilitate discussions and group decision-making.

6.2 Members of all category of the association shall abide by the Constitution and the By-laws, and no resolution shall be made nor an action performed by any of the association's constituents contravening their provisions.

6.3 The General Body may amend the Constitution and the By-laws as needed.

6.4 Only the General Body may amend the Constitution or the By-laws. Amendments to the Constitution or to the By-laws must be proposed and voted on as described in the By-laws.

ARTICLE 7: GOVERNING BODIES

The governance of the Association shall rest with the General Body, and the Board of Trustees.

ARTICLE 8: BOARD OF TRUSTEES (THE BOARD or 'BOT')

8.1 The Board of Trustees is responsible for the day-to-day operation of the Association and for ensuring its long-term viability and health.

8.2 The General Body shall elect the Board comprising of four office-bearer trustees who will serve as the President, the Vice President, the Secretary, and the Treasurer. The Board may appoint additional trustees from other members of the General Body. To be nominated, elected or appointed to the Board, one must be a fully paid member for at least 60 days. In addition, to be an office-bearer, a person must be a U. S. citizen or a U. S. Permanent resident. The number of consecutive terms, partial or full, in which one may serve continuously in the same capacity as President, Vice President, Secretary or Treasurer shall be limited to THREE.

8.3 The President shall notify the General Body of all elections/appointments to the Board of Trustees within 30 days of the event.

8.4 The term of office for the BOT shall be TWO years after which the BOT shall call for an election within 90 days of one of the following:

- (a) A formal request by at least 60 or 5% of the members of the General Body, whichever is smaller
- (b) A formal request by at least 2/3 of the Board of Trustees

8.5 The term of a trustee shall end (a) upon the expiry of the term for the Board of Trustees, (b) upon death of the trustee; (c) upon voluntary resignation by submitting a letter to the Board of Trustees, with the resignation becoming effective with the appointment of a replacement; or (d) by being removed by the General Body or the Board of Trustees pursuant to procedures outlined in the Bylaws.

8.6 Interim vacancies to the Board shall be filled by a majority vote of the Board of Trustees within 45 days of the day the vacancy occurs.

8.7 In the event the proportion of elected trustees in the Board falls below 33% of the total size of the Board, an interim election shall be held within 90 days and following the procedures set forth in the By-laws. During the interim period, the sitting Board shall function only in a caretaker capacity.

8.8 Trustees should be free of any conflict of interest. Members of the Board shall not hold positions in other organizations whose primary activities are related to Carnatic music and other related performing arts.

8.9 Without obtaining an explicit no-objection from the Board, no trustee shall organize, individually or severally, by themselves or through surrogates, Carnatic music and related performing arts events other than those of CMANA.

8.10 Trustees shall not enact any resolution that may result in a monetary or other personal gain to them, individually or severally. Notwithstanding this, however, the Board may recognize a fellow trustee by inducting the person as an Honorary Patron; such recognition shall, however, be only for exceptional service far and above the call of duty and shall follow the procedures set forth in the By-laws for inducting one as an Honorary Patron.

8.11 Members shall indemnify and hold the Trustees individually and severally harmless for actions performed in the normal course of their duty within the framework of this Constitution and the By-laws.

8.12 Additional procedures related to the functioning and election/appointment of the Board of Trustees are given in the By-laws.

ARTICLE 9: FINANCIAL OVERSIGHT COMMITTEE ('FOC')

9.1 The FOC shall be comprised of three Members of the association and shall be appointed by the BOT.

9.2 The term of office for the FOC shall be same as the BOT. However, the term will start 90 days after the BOT appoints the FOC. This staggering is intended to result in the benefit of having an experienced FOC to facilitate and oversee a smooth transition of the BOT.

9.3 The primary functions of the FOC are to oversee the financial health of the Association and

to serve in an advisory capacity to the Board of Trustees and to the General Body. Among others, the FOC shall: 1. Review accounts and investments of CMANA at mutually agreed times, 2. Review and comment on extraordinary capital expenses and 3. Present a summary of their own observations and recommendations to the BOT.

9.4 To be appointed to the FOC, one must be an Honorary Patron or be a fully paid member for at least 60 days. With obvious modifications, the conflict of interest provisions for trustees described in Paragraphs 8.10 and 8.11 shall hold for members of the FOC as well.

9.5 The term of a FOC member shall end (a) upon the end of the term of the FOC; (b) upon death of the FOC member; (c) upon resignation by the FOC member which will become effective immediately upon the appointment of a substitute.

9.6 No one shall serve concurrently as a trustee and as a FOC member.

9.7 The Board shall take steps to fill interim vacancies in the FOC expeditiously.

CHAPTER IV: FINANCE & OPERATIONS

ARTICLE 10: FISCAL YEAR

The fiscal year of the Association shall be from January 1 to December 31.

ARTICLE 11: FUNDS

11.1 All monies received by the Association shall form the funds of the Association. These funds shall be kept and managed through accounts in the name of the Association in reputed financial institutions selected by the Board of Trustees.

11.2 Certain funds of the Association may have restrictions imposed on their use, and such restrictions shall be imposed through appropriate provisions in the By-laws.

11.3 The Association may incur liabilities for extra-ordinary expenses and capital projects after obtaining an approval of the General Body. Capital projects are acquired assets that depreciate over a period of FIVE years or, in case of buildings or any fixed assets, as fixed by the IRS or regulatory bodies.

ARTICLE 13: ASSETS

The Board of Trustees shall take adequate steps to maintain, secure and grow the

assets of the Association. They shall maintain an up to date inventory of the assets.

ARTICLE 14: REVIEW OF ACCOUNTS

The FOC shall audit, review, and verify the financial accounts, examining any expense above \$1000. The accounts shall be presented to the General Body for discussion and approval.

CHAPTER V: MISCELLANEOUS

ARTICLE 15: ARBITRATION

15.1 "CMANA" related disputes between or among any set of constituents of CMANA, i.e., Members, the BOT or the FOC, shall be settled by a court of arbitration as described below.

15.2 In the event of a dispute resulting in a deadlock despite earnest efforts by the parties, one or more of the parties to the dispute may petition the Board in writing to convene a court of arbitration. Upon receipt of such a request, the Board shall take the steps necessary to convene a court within 60 days as described in Paragraph 15.3.

15.3 Each party to the dispute shall nominate one Member as a judge, and the General Body shall nominate three Members as judges. These judges shall elect a chairman from among the judges nominated by the General Body by a majority vote, and at random if a majority vote does not obtain.

15.4 The arbitration court shall decide on the dispute by a majority vote, with the chairman voting only in case of a tie.

15.5 Any dispute coming before an arbitration court shall be documented, and a summary of the dispute and its resolution shall be made available to the General Body within 45 days of its final resolution.

15.6 The decision of the arbitration court shall be final and binding on all parties. The parties shall take no further action unless some State or Federal laws have been clearly breached.

ARTICLE 17: DISSOLUTION

17.1 The Association may be dissolved at any time by a 2/3 favorable vote of the General Body for a proposal to dissolve or for reasons of not being able to elect a BOT.

17.2 The situations leading to dissolution for not being able to elect a BOT shall be described in the By-laws as they depend on election processes.

17.3 A written proposal to dissolve must be communicated to the General Body at least 30 days prior to voting on such a proposal.

17.4 In the event the General Body agrees to dissolve the Association, the Trustees shall hold a General Body meeting and present a final set of financial statements for adoption by the General Body.

17.5 In the unfortunate event the Association is dissolved, the assets of the Association, if any, which remain after discharging all its liabilities, shall be disposed of in a manner decided by the General Body through a majority vote and in conformity with State and Federal laws that apply to a 501 (c) (3) organization.

The Carnatic Music Association of North America, Inc.

BY-LAWS

INTRODUCTION

Having established in 1976 the "Carnatic Music Association of North America, Inc.," abbreviated as CMANA, to promote and propagate the intricate and highly satisfying art of Carnatic music, we, a group devoted to Carnatic music, give unto ourselves this set of By-laws that became effective the **the xxx day of xxx, 2016** and to serve as an operational guide along with the revised Constitution. .

When adopted by the General Body, these By-laws and the revised Constitution shall supersede and render null the original Constitution adopted in 1976 and all amendments to it. However, all decisions made and contracts and agreements entered into by the Association previously shall remain valid unless they are repugnant to the Constitution prevailing at the time those were made. Furthermore, all persons who are members of CMANA at the time of adoption of these By-laws shall continue to remain as members in their respective categories, and both the BOT and the FOC in office shall continue in their respective capacities to the end of their respective terms.

CHAPTER I: MEMBERSHIP

1. Membership

To become a Member one should pay the applicable fee, if any, and submit an application form, which, among others, shall include a statement that the applicant subscribes to the goals and objectives of CMANA and shall abide by its Constitution and By-laws.

2. Life Member

2.1 (a) The Association shall charge a non-recurring fee for membership. (b) The membership fee is \$250.

2.2 (a) A member may add his/her spouse at any time as a member by having the spouse submit an application for membership along with an applicable, non-recurring fee. (b) The fee for adding a spouse as a member is \$100.

2.3 The fee for membership and the fee for adding a spouse as a member may be changed at most once in three years.

2.4 The membership of an individual shall not be affected by subsequent changes to the marital status of the Member or to the fee structures governing membership.

3. Patron

3.1 A person applying for membership and donating an amount which equals or exceeds a prescribed threshold called the "Patron Fee" shall be designated a Patron and listed as such in the rolls of CMANA.

3.2 The Patron Fee is set at \$1000 at the time of adoption of these By-laws and may be changed at most once in three years.

3.3 A Life Member may become a Patron at any time by donating to CMANA a sum at least in the amount of the difference between the applicable donation to become a Patron and the currently applicable life membership fee.

4. Junior Member

4.1 Junior membership is open to children under 18 of CMANA members only.

4.2 A recurring fee may be charged of Junior Members. That fee is set at \$20 per year and may be changed at most once in three years.

4.3 (a) If a Junior Member opts to become a member of CMANA in his/her 18th year, the total fee paid as a Junior Member, up to the amount of the applicable membership fee, shall be credited towards his/her membership fee. (b) The applicable credit in 4.3(a) shall be available to a Junior Member only for a period of one year from the date of attaining the age of 18.

5. Honorary Patron

5.1 Being elected as an Honorary Patron of CMANA is a major award of CMANA.

5.2 Only the BOT may elect an individual as an Honorary Patron.

5.3 To be elected an Honorary Patron, a person should have made exemplary contributions towards causes relevant to CMANA's objectives, and/or served CMANA in an exemplary manner.

5.4 Honorary Patrons shall enjoy all powers and privileges vested in a Life Member and shall be listed separately as Honorary Patrons in the membership list of the Association.

5.5 The procedures for the nomination and election of an Honorary Patron shall be as outlined in a separate chapter in these By-laws.

CHAPTER 2: THE BOARD OF TRUSTEES (THE BOARD or 'BOT')

6. Role of the Board: The Board of Trustees (the Board) shall manage the assets of the Association and conduct all its activities. In doing so, they shall abide by the Constitution and

the By-laws, both in their letter and spirit, and demonstrate a high level of efficiency, integrity, and fiscal responsibility.

7. Board Meetings

7.1 The Board shall meet at least once in three months at the request of a Board member.

7.3 The quorum for a meeting of the Board shall be the presence of at least 50% of the Board.

7.4 The President shall chair the meetings of the Board of Trustees. In the absence of the President, the Vice President shall chair the meeting. In the absence of both President and Vice President, the Trustees participating in the meeting shall elect one among them to serve as the chairperson.

7.5 A Trustee absent from three consecutive Board meetings shall cease to be a Trustee.

7.6 The Secretary or a Secretary's delegate shall issue a call for the meeting with a proposed agenda prior to the meeting.

7.7 Trustee meetings may be attended only by Trustees and by persons who are invited (as observers only and without any voting privileges) by the Chairperson of the meeting with a majority approval of the Trustees

7.8 A copy of the adopted minutes of each meeting shall be filed with the Secretary's signature within 30 days of the meeting and will become part of the permanent records of the Association.

7.9 All decisions of the Board, except those specifically required in the Constitution or the Bylaws to satisfy other criteria, shall be made by a majority vote. The Chairperson of the meeting, or the pollster in the case of an electronic polling, shall cast a vote on an issue only in case of a tie.

7.10 No Trustee may vote or participate in deliberations on any issue in which he/she may have a conflict of interest. Trustees are obligated to voluntarily reveal any potential conflicts of interest related to issues that come up for discussion and vote, and to recuse themselves from discussions and voting on such issues.

8. First Meeting of the Board

8.1 In its first meeting after assuming office, the Board shall make a resolution setting the maximum amount that may be spent by a Trustee for emergencies without pre-approval of the Board.

8.2 The maximum amount may be different for general Trustees and for the 'Office Bearers', namely, the President, Vice President, Secretary, and Treasurer.

8.3 The maximum amount(s) in Paragraph 8.2 shall not exceed \$1000 for office bearer and per instance, and \$ 250 for other trustees per instance. These thresholds may be modified at most once in three years.

9. Sub-committee

9.1 The Board may form subcommittees for dealing with special projects or matters, and such committees may include Members of CMANA who are not Trustees. The term of such committees shall be determined by the Board but cannot exceed the term of the Board itself.

10. Financial Oversight

10.1 The Board and the FOC shall carry their interactions in a spirit of mutual cooperation and support, and respond promptly to requests for information.

10.2 The Board of Trustees shall document its interactions with the FOC, and such documents shall form the permanent records of CMANA.

10.3 Upon receiving a reasonable request from the FOC for specific items such as budget, balance sheet, income statement, contracts, receipts, minutes of meetings, and other documents for review, the Board shall make them available expeditiously within 30 days.

10.4 Trustees bear the responsibility to voluntarily bring to the attention of the FOC any significant losses of CMANA's assets, unusual expenses, or occurrences of events that may adversely impact CMANA in a significant manner.

11. Capital Expenses & Long Term Projects

11.1 Capital expenses in excess of a threshold shall be incurred only with the authorization of the General Body.

11.2 The threshold in Paragraph 11.1 shall be \$25,000 and may be modified at most once in three years.

11.3 While seeking General Body approval for capital expenses, the Board of Trustees shall specify the period during which the project shall be completed, and, were this period to run the risk of spilling beyond its term, they shall also recommend the steps that shall be put in place to tackle the resulting complications.

12. BOT Transition

12.1 Each outgoing BOT shall hand over all assets, inventories, documents and records of the Association in good order to the new BOT at the time the latter commences office or within 15 days thereof.

12.2 Each outgoing Trustee shall hand over all assets and original documents of the Association in his/her possession to an authorized representative of the new Board and should obtain a receipt for the same.

12.3 The outgoing BOT shall also take the necessary steps to notify the banks of a change of guard and to make changes to the required authorizations for withdrawals.

12.4 Except in extenuating circumstances, a newly elected Board is bound by the decisions made by the outgoing Board.

12.5 Without special authorization from the General Body, the BOT shall not make any commitments for concert tours or concerts beyond THREE year of its term.

13. Removal of a Trustee

13.1 Trustees, elected or co-opted, serve on the Board at the pleasure of the General Body and of other Trustees.

13.2 A Trustee may be removed from the Board for sustained lack of contributions, conflict of interest, or for actions deemed detrimental to the Association.

13.3 Removal of a trustee may be effected by at least a 2/3 vote in favor of removal by the remaining members of the Board of Trustees.

13.4 A Trustee removed by fellow Trustees may seek restitution through the dispute resolution/arbitration methods outlined in the Constitution, but shall not seek the intervention of any other bodies within or outside CMANA.

CHAPTER 3: DUTIES & RESPONSIBILITIES OF TRUSTEES

14. PRESIDENT

14.1 The President is the head of the Association and bears the overall responsibility for the functioning and actions of the BOT.

14.2 The President is responsible for ensuring the convening of the meetings of the Board of Trustees and of the General Body, and for their orderly conduct.

14.3 The President shall maintain due oversight on all activities of the Association.

14.4 In each General Body Meeting, the President shall present an address discussing the state of the Association.

14.5 When present, the President shall chair the meetings of the Board of Trustees and shall vote only for casting a tie-breaking vote.

15. VICE PRESIDENT

15.1 If the President is unable to perform his/her duties, the Vice President shall assume all powers of the President and bear all responsibilities of the President.

15.2 If the Presidency falls vacant for any reason, the Vice President shall immediately assume the office of President and fill the Vice Presidency by appointment of a Trustee from the current Board or through an interim election.

15.3 The Vice President shall be responsible for the CMANA Operations Guide and for acting as the CMANA historian.

16. SECRETARY

16.1 The Secretary is responsible for all meetings, correspondence, records, and contracts, and for the overall information base of the Association.

16.2 The Secretary's responsibilities shall, directly or through delegation, include presenting a report on the Association's activities to the General Body, ensuring that signed contracts are executed with artists and others with whom the Association has dealings, and expeditiously transmitting copies of all contracts to the Treasurer.

17. TREASURER

17.1 The Treasurer is responsible for the finances and assets of the Association.

17.2 The Treasurer's responsibilities shall, directly or through delegation, include:

(a) providing overall management and oversight of the Association's finances including bank accounts, assets, and inventory

(b) maintaining the accounts of the Association in a manner ensuring compliance with accepted accounting standards and continuity of processes

(c) being responsible for the integrity of the official database on membership

(d) obtaining timely audits of the accounts

(e) ensuring that requisite tax forms are filed in a timely fashion

(f) ensuring that appropriate documents related to incorporation and tax-exempt status are filed in a timely fashion

(g) providing the FOC, the financial statements of the Association and providing clarifications to the FOC as they become necessary

(h) collecting all membership dues and other accounts receivable

(i) ensuring that all expenses are properly authorized and/or covered by appropriate contracts and documented with receipts

(j) managing periodic audits of assets and inventory

(k) providing a Treasurer report on finances to the General Body along with an audited balance sheet and audited income statement

18. TRUSTEES

18.1 Trustees are collectively responsible to ensure the soundness of the decisions made by the BOT and for the proper conduct of the Association's activities with unimpeachable integrity.

18.2 Trustees shall attend the meetings of the BOT, respond promptly to requests/polls from the office-bearers or their delegates, and discharge the duties assigned to them.

18.3 Trustees shall have the responsibility for planning, arrangement and execution of CMANA events aligned with the goals of the organization.

CHAPTER 4: FINANCIAL OVERSIGHT COMMITTEE ('FOC')

19. An FOC shall begin its term 90 days from the day of appointment and shall remain in office until the successor has been elected and 90 days have elapsed.

20. The FOC in office at the time of electing a new Board shall oversee the transfer between the Boards and verify that the outgoing Board has handed over the assets, inventory and records satisfactorily to the new team and has complied with all transition requirements.

21. Immediately upon assuming office, the members of the FOC shall appoint one among them to serve as the Chairperson of the FOC and to route all their inquiries and comments to the Board. Within 30 days of this appointment, the President shall notify members of the name and address of the Chairperson of the FOC.

22. The FOC shall meet as needed and share the minutes of these meetings with the Board within 30 days.

23. The FOC shall review financial statements including the budget and work with the Board to resolve any comments.

24. The FOC shall serve as the auditor of the financial accounts of CMANA and shall review the financial report and highlight salient exceptions noted during the audit, if any, to the General Body.

25. In each GBM, the FOC shall provide an oral and a written report to the General Body of its significant findings both of a positive and negative nature and also make recommendations on process changes that it deems fit and worthwhile. The FOC shall provide a draft of their report to the Board and attempt to reconcile differences at least 10 days before the GBM.

26. The FOC shall document all deliberations and interactions with the Board, and such documents, along with the minutes of FOC meetings, shall become part of the permanent records of the Association.

CHAPTER 5: AWARDS

27. The major awards of CMANA are: (i) the Life Time Achievement Award titled 'Sangeethasaagara', and (ii) being elected as an Honorary Patron. The rules governing their administration are described elsewhere in these By-laws. Nominations with appropriate support for a given award can be sent by any member directly to the Board, or to an Awards sub-committee, if one was appointed by the Board for a confidential review and decision.

CHAPTER 6: FINANCE & OPERATIONS

28. EXPENSES

28.1 All items of expenditure except those for emergencies and not exceeding thresholds stipulated by the Board of Trustees, shall require documented pre-approval of the Board of Trustees.

28.2 Receipts must be submitted to the Treasurer for all items of expenditure exceeding a preset threshold. That threshold is set at \$25 at present and may be changed at most once in three years.

29. ASSETS & INVENTORY

29.1 A list of all assets of the Association including concert recordings and copies thereof, contractual agreements of copyright transfers, and audio and other equipment shall be maintained along with information on their current location and the Trustee responsible for the same.

29.2 An inventory audit of all tangible assets of the Association including concert recordings and copies thereof, contractual agreements of copyright transfers and audio and other equipment shall be made at least once every eighteen months.

29.3 The Treasurer is responsible for the inventory audit and for alerting the FOC of any discrepancies, non-compliances, or losses within 30 days of conducting the inventory audit.

29.4 Prior to leaving office, each Board shall satisfy the FOC with respect to the presence, maintenance and secure storage of the Association's assets.

29.5 Within 15 days of leaving office, the Board shall transfer all assets of the Association and all records pertaining to them to its successor. The Treasurer bears the responsibility for this transfer and to report to the FOC any breaches.

30. INSPECTION OF BOOKS

30.1 Persons in good standing as Members for at least 180 days may request to examine specific items in the books of the Association with due request in writing to the Chairperson of the FOC showing the reasons necessitating an examination. The FOC may grant such a request only if its own examination discovers anomalies, and if an examination by the Member is considered to be in the best interest of the Association.

(a) In the event a request for inspection is denied by the FOC, the FOC shall convey its decision to the requestor in writing within 60 days of receiving the request.

(b) In the event the FOC approves an inspection by the Member, the Treasurer shall make arrangements for an inspection within 30 days of receiving a formal FOC notification.

(c) Members inspecting the records shall treat all information obtained as proprietary and confidential.

CHAPTER 7: RECORDS, CONFIDENTIALITY & SECURITY

31. Records of the Association such as meeting minutes, financial records, and address lists of Members and of concert attendees are all proprietary information of the Association. The Board and FOC shall use them only for the official business of the Association and shall share them only on a need-to-know basis. The Board and FOC shall transfer them to the new Treasurer within 15 days of relinquishing office.

CHAPTER 8: GENERAL BODY MEETING (GBM)

32 Meeting requirements

32.1 The General Body shall meet as needed, as defined in Section 5.5 of the Constitution.

32.2 Each meeting shall have an agenda communicated by the Secretary at least 30 days prior to the meeting.

32.3 The President shall chair the GBM. In the absence of the President, the Vice President shall chair the GBM. The Secretary shall compile the minutes of the GBM.

33 Participant requirements

33.1 To participate in the GBM, one must be an Honorary Patron or be a Member who has paid all membership dues fully at least 60 days prior to the GBM.

33.2 Participants at the GBM shall sign an attendance register, which shall be made available by the Secretary.

33.3 The quorum for the GBM shall be the presence of at least 30 Members comprising of Honorary Patrons, and Members who have fully paid their membership dues at least 60 days prior to the date of the GBM. Alternatively, the quorum requirement is deemed satisfied if the due process for communication as stipulated in section 50 of the by-laws is followed:

33.4 The Secretary shall formally confirm the presence of quorum before other transactions are conducted.

34. Reporting requirements

(a) The General Body report shall comprise of the minutes of the GBM, the adopted versions of all reports presented at the General Body including the audited balance sheet and income statement with the auditor's remarks, the set of resolutions and amendments passed by the General Body, and election results, if any, presented to the General Body.

(b) The General Body Report shall be made available to all members within 45 days of the GBM as stipulated in section 49.

35. Agenda requirements are described in the CMANA Operations Guide.

CHAPTER 9: RESOLUTIONS OF THE GENERAL BODY INCLUDING AMENDMENTS TO

CONSTITUTION AND BY LAWS

36. Members meeting in a General Body meeting may only bring the following types of floor resolutions: (a) electing a Board when the same could not be elected through mail balloting; (b) censure of constituents of CMANA for specific actions when the same could not be resolved through direct communication with the Board; (c) specific corrections of factual errors in presented reports, (d) by-law amendments that went thru processes stipulated in sections 37 and 50, but the General Body response did not meet minimum voting requirements in 37(h).

37. Resolutions, other than floor resolutions in a GBM, are passed by the General Body through adopting the following steps.

(a) Only Honorary Patrons and Members who have fully paid their membership dues at least 60 days earlier may propose resolutions for being placed before the General Body.

(b) All proposals shall be seconded by at least one other person who is an Honorary Patron or a Member who has paid all dues at least 60 days earlier. They should be mailed to a Returning Officer with a copy to the Secretary. It is necessary that proposals contain the names, contact addresses and telephone numbers of the proposer and the seconder.

(c) Resolutions that do not meet the conditions in (a)-(b) shall be declined.

(d) The Secretary shall acknowledge receipt of a proposal of a resolution within 10 days of receipt.

(e) Upon receipt of the proposal and within 21 days thereof, the Secretary shall present the proposal to the Board of Trustees who shall (i) review the proposal, (ii) ascertain the validity of the proposal; and for valid proposals (iii) determine if a vote of the General Body needs to be called immediately or if the matter could be postponed so as to be handled along with the next GBM and (iv) prepare its own recommendation on the proposal to the General Body. These findings and comments of the Board of Trustees will be made in consultation with the Returning Officers who will also conduct an independent review of the proposal.

(f) Within 60 days of receiving a proposal by the Secretary, the Board of Trustees shall notify the proposer of its disposition, namely, to reject outright, to request some modifications, or to submit as is to the General Body for a vote. Rejection notices shall contain the reasons for rejection.

(g) A proposal considered ready to be presented for a vote by the General Body, along with brief comments and a recommendation from the Board of Trustees to vote for or against the proposal, shall be communicated to all those eligible to vote as stipulated in Chapter 14 of the by-laws.

(h) For the adoption of a resolution by the General Body, at least 60 or 5% of the General Body, whichever is smaller, should participate in the voting process and a majority of those voting should be in favor of the proposal.

(i) Upon the expiry of the last date for voting and within 10 days thereof, the Returning Officers shall validate the votes, tabulate the valid votes, and declare whether the resolution got successfully adopted by the General Body or not.

(j) The Polling Officers shall report the results of the polling to the General Body at the earliest available opportunity. For proposals on which votes are taken asynchronously with the GBM

process, the result of the ballot may be posted on the Association's web site or may be communicated by the President as part of normal communications with the Members.

CHAPTER 11: ELECTIONS

The procedures for holding elections are as follows.

38 Returning Officers and Polling Officers

(a) At least 60 days prior to a GBM, the BOT shall appoint at least 1 Returning Officer and at least 1 Polling Officer. A Returning Officer may also serve as a Polling Officer. These Officers are Members who are not Trustees but are eligible to vote. The duties of the Returning Officer and the Polling Officer are described in the CMANA Operations Guide.

39. Nominations

(i) Prior to 90 days of an impending election, the Secretary shall notify the General Body of the impending elections and issue a call for nominations for the positions of President, Vice President, Secretary, and Treasurer. The notification shall contain information on the Returning Officer's address to which nominations should be sent as well as the last date until which nominations shall be accepted. This last date shall be at least 30 days from the date of mailing of the call for nominations, and nominations received after that last date shall be invalid.

(ii) The Secretary shall communicate to the members a nomination form and the rules governing nominations as per Chapter 14 of the by-laws.

(iii) A nomination of a slate of four persons for the four office-bearer positions are permitted.

(iv) To be complete and valid, a nomination should satisfy all the following conditions:

- It is received by the Returning Officer within the designated last date for nominations.
- It should have a nominator and a seconder, both of whom should be members in good standing and provide their contact addresses and telephone numbers.
- The nominee(s) should be meeting the criteria to be elected to the positions sought as of the date of the nomination.
- The nominees should express consent to be on the ballot before close of nominations.
- If the nomination is for a slate, the candidates forming the slate should indicate their desire to run as a slate before close of nominations.

(v) If a nomination form with individual nominations contains both valid and invalid nominations, then valid nominations therein shall be placed on the ballot. However, if the nomination is for a slate, then the entire slate shall be deemed invalid if any one of the nominees is ineligible to run for the position sought.

(vi) Nominations shall be mailed only to the designated Returning Officer.

(vii) After the elapse of the deadline for nominations and within 15 days thereof, the Returning Officers shall identify those nominations that are to be rejected and those that are valid, notify nominators of their rejected entries with reasons thereof, compile a list of all valid nominations, and turn over a copy of the list of valid nominations to the Secretary for preparing and issuing the ballots.

40. Balloting

- (i) Within 30 days of receiving the valid set of nominations from the Returning Officers, the Secretary shall mail the ballots to all Accessible Members eligible to vote. The Polling Officers shall ensure that ballots contain all valid nominees and only valid nominees and reflect slates if they are applicable. The Polling Officers shall also oversee the mailing to ensure that ballots are mailed to all eligible voters.
- (ii) Resolutions to be placed for a vote of the General Body may be mailed as a combined mailing with election ballots. The Returning Officer will ensure that all valid proposals from Members are placed for a vote.
- (iii) The deadline for receiving the votes shall be 30 days from the date of the mailing of ballots by the Secretary.
- (iv) All ballots should be returned only to the designated Polling Officer.
- (v) After the closing of the voting period and within 10 days thereof, the Polling Officers shall validate the ballots received, tally the votes, determine if there has been a valid election, and compile the list of winners.
- (vi) If the number of members voting is less than 60 or 5% of the membership, whichever is smaller, then the Polling Officers shall declare the elections as invalid. In such an event, the Polling Officers shall notify the General Body.
- (vii) In the event of a valid election, the Polling Officers shall notify the General Body of the results of the election at the GBM with a detailed report listing the candidates, the votes received by each, and the winners.
- (viii) A signed, written report of the results of the elections shall be filed by the Polling Officers with the (outgoing) Board for posting on the CMANA website.
- (ix) The Returning and Polling Officers shall remain in charge of ensuring that the entire process related to elections and balloting are carried out with total integrity. With regard to election to the BOT, these officers shall be the final arbiters in all matters with respect to the resolution of ambiguities, if any, in the rules embodied in the Constitution and in these Bylaws

41 Floor Nominations and Elections

41.1 Floor nominations or floor elections are not permitted at the GBM, unless an election process conducted as specified in these By-laws in Chapter 11 fails to result in an adequate number of elected persons to fill positions that need to be filled through elections.

41.2 In the event that an election process through balloting and floor nominations fail to result in an adequate number of elected persons to form a Board, then the following procedures shall be adopted and if a Board can thus be formed, then it shall be deemed to have been elected by the General Body:

(a) the Board in office shall be requested to stay in office and to attempt a change of guard at next GBM. During that period the said Board shall enjoy all powers as the Board of Trustees.

(b) If the steps in the preceding paragraphs all fail and the sitting BOT refuse to continue, then the BOT in office shall continue up to the earliest time at which fresh elections through ballots can be held again and its results can be presented to the next GBM.

(c) Such an 'extra-ordinary' GBM will repeat the election process which shall be valid irrespective of the total number of Members voting. This 'extra-ordinary' GBM shall conclude either with the election of a BOT or with an irrevocable resolution to dissolve the Association.

(d) Given the serious nature of the failure to elect a BOT even by this process, it is imperative that the call for that meeting contain an explicit and highly visible warning about the gravity of the situation.

CHAPTER 12: ELECTION OF HONORARY PATRONS

42.1 The BOT, or a set of at least 50 Members who are not related to the nominee, shall submit a written nomination to the Board of Trustees nominating a person to be elected as Honorary Patron and provide supporting facts and a proposed citation. In the event that the nominee is a Trustee, the said Trustee shall recuse himself/herself from all proceedings related to the disposition of the nomination.

42.2 Within 60 days of receiving a nomination, the BOT shall review the nomination and vote. The BOT shall communicate the outcome to the General Body.

42.3 To be elected an Honorary Patron, a nominee shall require 2/3 favorable majority vote of the Board. A person declined twice by the Trustees may not be nominated again for a period of at least five years.

42.4 All deliberations of the BOT shall be confidential, and all records pertaining to the nomination, except for the resolution of the BOT providing a final disposition of the nomination, shall be destroyed within 60 days of the decision of the BOT.

42.5 The decision of the BOT on the nomination shall not be subject to review by any other constituents of CMANA including the General Body.

CHAPTER 13: THE SANGEETHASAAGARA AWARD

43 The Sangeethasaagara award is a Lifetime Achievement Award of CMANA and is a major award of the Association. Awardees are recognized through the presentation of plaque and a gold medal in a ceremony fitting the stature of the award.

44 To be the recipient of the award, a person should satisfy the following criteria:

(a) be a performer, composer, or scholar in Carnatic music or a closely related performing art who is deemed to have made lasting and archival contributions.

- (b) in addition to being and talented and accomplished, should have rendered significant service to the larger community and demonstrated exemplary professionalism.
- (c) should be deemed by the larger community as a Role Model.
- (d) if a performing artist, has performed under the CMANA banner at least once.
- (e) receives a favorable vote of at least 2/3 of the entire Board of Trustees.

45 .A performing artist who has never performed under the banner of CMANA may be considered for the award only if the BOT unanimously waives the requirement of 44(d).

46 All nominations for the Sangeethasaagara Award shall contain a statement of nomination and supporting data. It is the responsibility of the nominator(s) to gather a comprehensive package of information supporting the credentials of the nominee.

47 Due to its stature, the Award should be limited to ONE within any 12 calendar month period. Any exceptions should be clearly explained and communicated to the General Body.

48 In the matter of the Sangeethasaagara Award, all decisions of the Board are final and not subject to review by any other constituent of CMANA including the General Body.

CHAPTER 14: MISCELLANEOUS

49. Notification to the General Body:

All communications and notifications to and from the General Body on any matter shall be accomplished through an electronic medium. In case an electronic medium is used, members who cannot access the electronic medium may be given the opportunity to receive and send paper copies at the discretion of the Board.

50. Due Process for communications that require member responses:

- a) communications are posted online and individual email sent to Accessible members, and
- b) at least 2 follow-up reminders are sent after the initial communication.