

TDF CONSTITUTION

As Adapted on August 29, 2020

ARTICLE – I: NAME

The name and Title of this organization shall be the **TELANGANA DEVELOPMENT FORUM, USA INC.**, hereinafter called **TDF**. It shall be a not-for-profit organization registered under the laws of the State of NEW YORK and shall exist in perpetuity.

ARTICLE - II: OBJECTIVES AND PURPOSES

Section 1:

To promote Health, Education and Economic Development programs for the people of Indian origin in the United States of America, and in other countries including Telangana region of India.

Section 2:

To promote Literary, cultural, religious, sports and social activities to benefit the people of Indian origin in the United States of America, and in other countries including Telangana State of India.

Section 3:

To invite distinguished Indian scholars and Statesmen from Telangana to North America as well as from other countries for delivering lectures and conducting seminars.

Section 4:

To address the problems faced by the Telangana communities in the USA, and in other countries including India.

Section 5:

To solicit, raise and disburse funds for the afore-mentioned activities directly or in cooperation with other not-for-profit organizations of North America, and other countries including India.

Section 6:

The TDF shall also have such powers as are now or may hereafter be granted by the General not-for-profit corporation Act of the State of New York.

Section 7: Conduct periodic seminars in Telangana with the experts in the areas of Education, Healthcare, Irrigation, Power, Good governance, and any other topic that will educate and benefit the people of Telangana and also assist the Government.

ARTICLE – III: MEMBERSHIP

Section 1: Membership Committee.

The Membership Committee (MC) consists of:

- MC Chairperson (not from the Executive Committee).
- The Web Committee Chair to assist in database matters.
- The Treasurer to assist in the membership dues processing.
- Additional members may be added as needed.

Section 2: Eligibility

The applicant shall:

- a) Agree to abide by the Objectives and Purposes of TDF,
- b) Provide all the information requested on the ONLINE Membership Application Form (MAF) available at www.telangana.org.

- c) Pay the Membership dues only from his/her own accounts and not from any matching funds or city chapter funds or project funds.
- d) Be at least 18 years of age.
- e) If the applicant is married, the applicant's spouse automatically becomes a member in the same category.

Section 3: Application Processing

The MC shall verify the ONLINE MAFs for completeness and eligibility while requesting any missing information from the applicant.

The MC shall ensure that appropriate membership dues are credited to the TDF account.

The MC shall confirm the membership of the applicant within 15 days of receiving the completed application and membership fee.

Section 4: Updating the membership profiles

Individual members will send a request to MC if there are any changes to his/her profile. MC will make sure that the member profile database is up-to-date.

MC will send an email request periodically to all the members to update their profiles so that the member database is up-to-date.

Membership Profile database access is limited to Chairman, President, Secretary and Treasurer only; and this information is not shared with the public. The membership data will be protected by the TDF policy on data security and privacy guidelines and also comply with all legal and regulatory requirements of data storage and privacy.

Section 5: Categories & Dues.

TDF membership is divided into 3 categories: Grand Patron, Patron and Life Member.

The one-time dues to become a Grand Patron, Patron and a Life member are \$5,000, \$1000 and \$100 respectively.

Once the Membership is accepted, the Dues are not refundable under any circumstances.

These dues could be reviewed and changed any time by the Board.

Only the Grand Patrons and Patrons are eligible to serve as Trustees of the Board.

Life Members can serve as Committee Chairpersons or as City Chapter chairs.

ARTICLE – IV: BOARD OF TRUSTEES

Section 1: General.

The affairs of the TDF shall be managed by its Board of Trustees as well as the EC under the board's direction. The Board of Trustees shall invest and manage the TDF funds in a safe and secure manner.

The functioning of TDF shall be on a calendar year basis for the tax purposes.

Section 2: Number and Tenure.

The total number of Trustees on the Board shall not exceed 25 including the immediate past President.

The Trustee positions shall be 24 from Patrons and Grand Patrons and 1 past President. At least 3 Trustees are from the Grand Patron category.

The tenure of a trustee is 4 years, and half of the trustees shall retire every two years.

The Board of Trustees shall elect from among them a Chairperson and President-elect in an open meeting facilitated by Nominations Committee for a 2-year term. 'President-elect' will become President for next EC term. If a 'President-elect' completes his/her Trustee term before he/she takes over as President, his/her Trustee term will be automatically extended. In this case only 11 trustees will be filled (12th trustee is President-elect).

The Executive Committee (EC) consists of the President, President-elect, Four Vice-Presidents, Secretary, Joint Secretary, Treasurer, and Joint Treasurer. The President will nominate suitable Trustees as EC members (except President-elect) for the Board to approve for a 2-year term.

The Chairman and EC term of 2 years shall commence from January 1st of an year and end on December 31st of the following year. Term of half of the trustees will coincide with the term of EC and Chairman.

The Trustees of the Board shall MAINTAIN POLITICAL NEUTRALITY across all political parties.

Section 3: Chairperson of the Board.

The Chairperson of the Board along with the EC shall have the general responsibility for the policies and objectives of TDF.

The Chairperson along with the President shall ensure mutual cooperation among all the Trustees.

The Chairperson shall set up the agenda for the Board Meetings in collaboration with the President / EC.

The Chairperson shall preside and moderate all the meetings of the Board.

The Chairperson can designate the President to fill his/her absence, who can discharge all the duties of a Chairperson.

The Chairperson position is limited to one term for life. He or she is ineligible to seek the position of President or President-elect in the immediate term, and this restriction will lapse after a gap of two years.

Section 4: Meetings.

The Board of Trustees shall meet every month through a teleconference to review various activities and accounts and shall meet at least once a year in person. The Chairperson of the Board may also call for Special Board Meetings as desired. A majority of the board or EC can request the Chairman for a special board meeting. The Board of Trustees shall maintain orderliness by following the Robert's Rules of Order in conducting the Board Meetings.

An agenda for the Regular Board meetings should be distributed minimum 3 days ahead of time.

The duration of the meeting should be limited to 2 hours.

The Secretary shall take a roll call after 10 minutes of the scheduled start time and reflect the attendance in the Minutes.

The agenda items should be discussed and disposed off before any new topics are considered.

A majority of the total Board of Trustees shall constitute a quorum to start the Board meetings. A simple majority of the attending trustees is sufficient for all business transactions including Financial transactions and appointments unless specified otherwise.

The Chairperson shall ensure that proper Minutes of the Board Meetings, including any resolutions and important decisions, are prepared, circulated and maintained by the Secretary.

A Trustee can give a proxy to a TDF member (who is not a Trustee) by notifying the Chairman preferably one day in advance through email for a special meeting in which an agenda item needs TWO-THIRDS Majority vote, or for IN-PERSON board meetings.

Section 5: Vacancies.

The Board of Trustees shall fill any vacancy of a Trustee on the recommendation of the President and/or Chairperson. Suitable candidates may be proposed by other Trustees.

The Board of Trustees shall fill the vacancy of Chairperson or President or President-elect in a meeting facilitated by the Nominations Committee.

The President can fill EC members (except President-elect) as needed with board approval.

The vacancies shall be filled as soon as possible within 3 months.

A Trustee or Executive Committee member nominated to fill a vacancy shall serve the unexpired term.

Section 6: Communications.

All TDF Board communications must go through a designated email group consisting of Board of trustees and advisory committee members. This will also serve as an archive for the future Board members to understand the reasons behind many of the decisions. Any communication outside of this designated email group is considered as invalid.

Section 7: Administration Expenses.

Trustees will pay \$500 every year during their tenure towards TDF Administration Expenses in the first quarter of the year.

ARTICLE – V: EXECUTIVE COMMITTEE (EC)

Section - 1: Members. The EC shall consist of President, President-elect, four Vice-Presidents, Secretary, Joint Secretary, Treasurer and Joint Treasurer. Current EC term will continue until the new EC is formed and transition is completed.

Section - 2: President.

The President shall be the Chief Executive Officer of the organization.

The President will nominate suitable Trustees as EC members (except President-elect) for the Board to approve. The President can add/remove EC members (except President-elect) as needed with board approval.

The President shall have the general responsibility for the implementation of various activities of the organization under the direction of the Board of Trustees.

The President shall have the overall responsibility for the smooth functioning of EC, various Standing Committees including the City Chapters and TDF India Committee, while following the Board directions.

The President shall make appropriate decisions for the maintenance and day-to-day administration of the organization in consultation with the other members of EC. The President shall preside and moderate all the meetings of the EC. The EC may meet as often as necessary either in person or through teleconference.

The President shall ensure that proper EC meeting minutes, including any resolutions and important decisions, are prepared, circulated and maintained by the Secretary.

The President position is limited to one term for life. He or she is ineligible to seek the position of Chairperson in the immediate term, and this restriction will lapse after a gap of two years.

Section - 3: President-Elect.

In absence of the President, the President-elect shall perform all the duties and shall exercise all the powers of the President as specified above. The President-elect shall assist the President in the day to day operations.

Section - 4: Vice-Presidents.

The Vice-Presidents shall assist the President in the day-to-day operations of their designated regions, and work closely with their city chapter chairs.

Section - 5: Secretary.

The Secretary shall be the custodian of the TDF official records and shall keep accurate minutes of all the Board and EC meetings. The Secretary shall communicate with the members and chapters to keep them informed of all the activities of the organization. The Secretary shall provide relevant meeting minutes within 15 days after a meeting. The Secretary shall perform such additional duties as may be required from time to time by the EC or the Board of Trustees.

Section – 6: Joint Secretary.

In absence of the Secretary, the Joint Secretary shall perform all the duties and shall exercise all the powers of the Secretary specified above. In addition, the Joint Secretary shall assist the Secretary in the day-to-day operations.

Section – 7: Treasurer.

The Treasurer shall accept contributions for general or special purposes of the organization. The Treasurer shall accept Membership Dues submitted along with the Membership Applications. The Treasurer shall also accept funds from the TDF Foundation or Projects committee and Chapter committees.

The Treasurer shall hold the funds of TDF in various account(s) as approved by the Board of Trustees, disburse the funds according to the decisions made by the EC or the Board of Trustees.

The Treasurer shall maintain a list of donors and shall keep accurate accounts of all the receipts and expenses.

The Treasurer shall provide the financial status of the TDF to the Board and EC.

The Treasurer shall prepare an annual budget with inputs from the EC, Board, and from the various Committees including TDF India Committee. The Treasurer shall complete the compilation of data and get the Board approval of the annual budget in the first quarter of each year.

The Treasurer shall prepare an annual financial statement for an audit by an independent Certified Public Accountant. The Treasurer shall take the responsibility of filing Tax Returns of TDF.

Only the Treasurer is authorized to use TDF checks and debit card. For amounts below \$1,000 only one signature of the Treasurer is sufficient. For checks of \$1,000 and above, a second signature or an electronic authorization via email of either the President or the Secretary is required to issue the check. The checks issued from TDF funds (outside of Projects and the City Chapter accounts) without the Board approval is considered as a dereliction of duty and the Treasurer is liable to reimburse the TDF fund.

The Treasurer may disburse the TDF funds using checks, electronic transfer or by using the debit card as needed. However, any funds so disbursed shall have a prior record of authorization from the Board or EC or Foundation Committee Chairperson or City Chapter Coordinator based on the purpose for which the funds are raised. The Board or EC meeting minutes or an email from the responsible person requesting the disbursement of funds shall be treated as an acceptable record of authorization.

Treasurer must send a financial statement along with the 1st page of TDF Bank statement showing the balances in pdf format to all board members two days before the Board of Trustees meeting once every quarter (April, July, October and January board meetings).

The Treasurer shall perform all other duties incidental to the office of the Treasurer. It is the responsibility of the President and Treasurer together to file the annual IRS taxes every year.

Section – 8: Joint Treasurer.

In absence of the Treasurer, the Joint Treasurer shall perform all the duties and shall exercise all of the powers of the Treasurer specified above. In addition, the Joint Treasurer shall assist the Treasurer in the day-to-day operations. The Joint-Treasurer will have authority to use TDF checks at the request of the Treasurer.

ARTICLE – VI: ADVISORY COMMITTEE

The Board shall appoint a 5-member Advisory Committee for a term of 4 years.

The purpose of this Committee is to advise the Board on Constitutional and other policy matters in order to make TDF an effective organization.

The Board may seek the assistance of the Advisory Committee to resolve major conflicts.

The Advisory Committee is the arbitrator in resolving all disputes among the Board members. If the board fails to reach a consensus with the assistance of the Advisory Committee, the Advisory Committee's decision will be final.

The past Chairpersons of the Board and the past members of the Executive Committee and senior board members of TDF may serve on this committee. The Advisory Committee can participate in the Board Meetings, as an observer without a vote.

ARTICLE – VII: COMMITTEES and CHAPTERS

Section 1: Standing Committees.

The following shall be the Standing Committees: Each Committee shall have a brief written procedure to guide its operation.

Advisory Committee - to advise the Board of Trustees on various policy matters.

Archives Committee - The National Headquarters of TDF shall be the principal office of TDF, which shall be located in the State of New Jersey for IRS purpose and other general communication. The President and Treasurer change every two years, and the operational location of TDF such as banking activities could be changed to their home address.

Constitution & Bylaws Committee - To facilitate the amendments to the TDF Constitution and bylaws.

Chapters Committee - to facilitate activities of the City Chapters.

Entrepreneur Committee - To facilitate the TDF Entrepreneurs to come together and promote Industry and Business in Telangana.

Finance Committee - to raise funds for the organization.

Foundation Committee - to review and approve developmental projects.

Membership Committee - to admit members and revoke memberships.

Nominations Committee (NC) - to help fill the positions on the Board as necessary. NC also facilitates the election of Chairman and EC. This committee continues until the next NC is appointed. NC is appointed 4 months before the end of the board term.

TDF India Committee - to facilitate TDF activities in India as per TDF India Constitution.

Web Committee - to collect & organize data and keep the **www.telangana.org website** up to date.

The term of the above Standing Committees is 2 years corresponding with the term of the EC. The EC selects Chairpersons and Members for the Standing Committees soon after the new EC takes charge. For continuity, about half the members serving on a Standing Committee may be retained. The Chairperson of each committee shall report to the President. One to two Trustees of the Board may be appointed to serve on these Standing Committees, even as Chairpersons, to ensure active participation by all the Trustees.

Section 2: Additional Committees.

The EC, with the approval of the Board, may form additional committees to facilitate better functioning of TDF. All the members of such committees shall subscribe to the objectives and purposes of TDF. The term of the additional committees is also 2 years.

Section 3: Chapters.

The EC with the recommendation of the Chapters Committee and the approval of the Board can create a Chapter for a City or a Region and appoint a Coordinator for each Chapter. The term of the Chapter Coordinator is two years. The Chapter Coordinator shall be a Member of TDF. The Chapter Coordinator shall report to the Chairperson of the Chapters Committee or assigned VP. The Chapter Coordinator has the responsibility to organize the local activities, seminars and disseminate information with the consent of the Chairperson of the Chapters Committee and the EC. The Chapter Coordinator can form his or her own additional committees and raise funds on behalf of TDF. The TDF Treasurer shall maintain a sub-account for each Chapter.

TDF encourages the City Chapters to conduct the programs like Bathukamma, Vanabojanalau and Telangana Formation Day in their towns. TDF also encourages the local Chapters to work with like-minded local Telangana organizations to promote the events that are of interest to Telangana and TDF. TDF must organize these programs in major cities where our population is in sufficient number.

The City Chapters Committee Chairperson with the help of local City Chapter Coordinator can form a local WhatsApp group to meet the communication needs of the local chapter exclusively. All WhatsApp groups must prefix TDF in front of their name. The local WhatsApp group can add the TDF Board members to their group if requested. WhatsApp group members will be disbarred from the group if any unparliamentary language is used in the communications. The ownership of the WhatsApp group must be transferred every time the new TDF Board is selected and a new Committee Chairperson and a new City Chapter Coordinator is selected.

The President, City Chapter Committee chairperson and the Vice President of the region shall intervene in the local City chapter disputes and resolve them with the help of the TDF Board of Trustees.

ARTICLE – VIII: NOMINATIONS COMMITTEE (NC)

The Board of Trustees shall appoint a Nominations Committee (NC) consisting of 3 members in good standing four months prior to the end of the Board term. The NC members must be past Board members with good knowledge and history of TDF. The NC must complete the selection process and announce the results TWO weeks before the new Board takes office.

The NC shall follow the Nominations Committee Bylaws, prepared by the Constitution and Bylaws committee, and approved by the Board to nominate or select half the Trustees every two years. A Trustee shall serve 2 EC terms or 4 contiguous years.

The NC shall have the following responsibilities: a) Solicit nominations for the available Trustee positions, b) Screen the Nominations, c) declare the selection results TWO weeks before the new term begins. The NC shall facilitate the election of the Chairperson of the Board and the President-elect from among the Trustees who have served on the Board of TDF for at least 2 years. President is elected for the first board term after this constitution is enacted. The timeline details of the s/election process will be in the Nominations Committee Bylaws.

ARTICLE – IX: CODE OF CONDUCT

TDF Objectives: If any Member, or a Trustee of TDF acts against the interests of TDF or violates the objectives, the Board of Trustees shall review and revoke his or her membership by following a fair and transparent process. The Membership may also be revoked if the information provided on the application is found to be false later on.

Absenteeism: If a Trustee is absent for 3 consecutive board meetings without informing the Chairperson, the Chairperson shall issue a notice of absence to the trustee. If no response is received within 30 days, or if the explanation is unsatisfactory to the Board or if this behavior is repeated, the Chairperson may initiate the process in the Board to revoke the Trustee position.

Resignation: A Trustee can resign from the board by sending a resignation to the Chairman in writing through email. The Chairman will notify the board for its acceptance.

An EC member can resign from the EC by sending a resignation to the President in writing through email. The President will accept the resignation and notify the board.

Meetings: The Participants shall make a serious effort to join the Meeting on time but no later than 10 minutes after the scheduled time. If a Trustee is chronically late, the Chairperson may request an explanation from the Trustee. The participants shall follow the directions of the Chairperson and shall not speak without permission. The late comers should catch up with the proceedings at a later time without interrupting the meeting. The participants shall be courteous to each other. A speaker shall not be interrupted by the participants, but the Moderator can interrupt if a speaker takes too long to make a point. The Chairperson may request an explanation from those Trustees who do not conduct themselves in a proper manner. Repeated violations shall be the basis to initiate revocation of Trustee position by following a fair and transparent process.

Fiduciary Responsibility: Any Trustee of the Board or any Committee Chairperson is not eligible to seek any financial benefit for their personal gain. It is the responsibility of the President and the Treasurer to seek the Board approval for any expenditure above \$1000 for a TDF event. Failure to get the approval is considered as dereliction of duty and liable.

General Behavior of Trustees: The President, the Chairperson and the Trustees must maintain the identity, independence and dignity of the Organization in dealing with the elected officials and Bureaucrats. Any inappropriate behavior including the

unparliamentary language that diminishes the goals of TDF or used it for a personal gain will be subject to censure, and the repeated offenses will lead to removal from the position by the Board on the recommendation of the Advisory Committee.

ARTICLE –X: AMENDMENTS TO THE CONSTITUTION

The Constitution may be amended or repealed by TWO-THIRDS majority of the total Board of Trustees pursuant to the procedures stated below: Any three members of the Board of Trustees can propose an amendment to the Constitution which will be submitted to the Constitution & Bylaws Committee. The Constitution & Bylaws Committee shall review the proposed amendments and word them properly and submit them to the Board through email. Then the Board may discuss this proposal and put it to vote at the next Board of Trustees meeting. The amendment is deemed approved with TWO-THIRDS majority of the total board. All the amendments shall be notified to the members as promptly as possible.

ARTICLE – XI: INDEMNIFICATION

The organization shall indemnify its present or former members, trustees or officers, or any person who may have served at its request, against the expenses (including attorney’s fees) incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they are made parties or a party, and shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty, and to such matter as shall be settled by an agreement.

ARTICLE – XII: ROBERT’S RULES OF ORDER

All matters of procedure shall be governed by Robert’s Rules of order unless they are stated otherwise herein. Functioning of this organization shall be in accordance with the articles of this Constitution. The Board of Trustees shall resolve any matter or issue not explicitly stated herein. If there is any conflict that is not resolved by the Board, it shall be resolved only through the Arbitration Process. Further, the board can pass resolutions with TWO-THIRDS majority of the total board on major issues not covered in the constitution.

ARTICLE –XIII: DISSOLUTION

Upon dissolution of the corporation, the Board of Trustees shall after paying or making provisions for the payment of all the liabilities of the corporation, dispose off all the assets of the corporation to such an organization or organizations operated exclusively for charitable, educational, religious or scientific purposes qualified as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). And such assets not so disposed off shall be disposed of by the court of common pleas of the Country in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

***** The End of TDF Constitution *****