# Constitution & By Laws

## *Brindavana Kannada Koota*

## *of Central Ohio*

| Version History | | | | |
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| Initial Version | Oct 24 2023 | Ramachandra Kotagal | Treasurer | Author |
| | | Prema Shankar | Ex President | Reviewer |
| | | Deepa Ujwal | Ex President | Reviewer |
| | | Prashanth Shivaprasad | President | Reviewer |
| | | Padma Prasad | Vice President | Reviewer |
| | | Shilpa Nidhi | Secretary | Reviewer |
| | | Seeta Ankalakoti | Cultural Committee | Reviewer |
| | | Supreetha Veeresh | Volunteer Committee | Reviewer |
| | | Prabha | Cultural Committee | Reviewer |
| | | Nagaraj Bastwadi | Cultural Committee | Reviewer |
| | | Girish Koujalagi | Technology And Event Management Committee | Reviewer |
| | | Raghavendra Matti | Technology And Event Management Committee | Reviewer |
| | | Praveen Munikoty | Vendor And Event Management Committee | Reviewer |
| | | Megha Ramachandra | Communications Committee | Reviewer |

# Contents

## Vision

To be a respected non-profit organization that promotes Kannada language, its heritage and culture

## Mission

- To promote and provide a collaborative environment that allows Kannada people to band together promote Kannada heritage and its culture
- Encourage and develop future community leaders
- Be a Community of Kannada people that works with our local communities where we operate in and instill a culture of selfless activities and charities

| ARTICLE 1 | **NAME AND OFFICES** |
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| SECTION 1 | ***Brindavana Kannada Koota of Central Ohio*** would be the name of the organization. BKK of CoH would be the shortened name and would be used in the rest of this document |
| SECTION 2 | The organization's principal place would be in the State of Ohio. Executive Council (described in Article 6 below) approval would be needed to change the physical address of the organization |

| ARTICLE 2 | **OBJECTIVES** |
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| SECTION 1 | To organize meetings for the Kannada population of Central Ohio. Frequency would be set yearly based on Community feedback |
| SECTION 2 | To promote cultural activities related to the Kannada language and cultural heritage |
| SECTION 3 | To provide an educational forum for children to participate in cultural and social activities representative of Karnataka's regional traditions |
| SECTION 4 | To support humanitarian causes in Central Ohio |
| SECTION 5 | To help fellow Kannadigas in need in whatever way possible allowed under current legal framework |
| SECTION 6 | To foster understanding and friendship between Kannada speaking people (Kannadigas) and other members of the community |

| ARTICLE 3 | **DURATION** |
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| SECTION 1 | The Association will be of perpetual duration and will not be for profit or for business |

| ARTICLE 4 | **MEMBERSHIP** |
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| SECTION 1 | **Eligibility and Maintenance Requirements**<br><br>• The membership of the Association shall be open to all those who support and subscribe to the objectives listed in Article 2.<br>• Members should be able to prove some connection to Karnataka or Kannada language as needed.<br>• Member shall be current with membership dues to maintain their membership<br>• Each member family shall have Two (2) votes and adult individual member shall get one (1) vote in association elections.<br>• Member must abide by the Association's Code of Conduct (including those pertaining to digital media). |

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| | • The Executive Council (described in Article 6 below) shall develop a membership form or collect relevant information from all members at the time of registration and store the information securely. The Executive Council shall be responsible for safety of the data and the same data shall not be used for any other purposes without consent from the members.<br>• At the time of registration, a member shall acknowledge that he/she/family is/are eligible to be a member and that they have fulfilled all the requirements.<br>• The Executive Council must approve all new members. |
| SECTION 2 | **Member Categories, Rights and Privileges**<br><br><u>Family Life Membership:</u><br>• Any family meeting the Eligibility and Maintenance Requirements will be eligible to be a Life member of the Association.<br>• One person from each Life member family is eligible to hold a leadership position on the Executive Council (described in Article 6 below) or special committees subject to being a member consistently for prior two (2) years<br>• Each Life member family is entitled to Two (2) votes in elections for officers for the Executive Committee or Board of Directors as well as other decisions that are put to the members to vote upon.<br><br><u>Family Yearly Membership:</u><br>• Any family meeting the Eligibility and Maintenance Requirements will be eligible to be a yearly member of the Association. The duration would be January through December of Calendar year<br>• One person from each Active member family is eligible to hold a leadership on the Executive Council (described in Article 6 below) or special committees subject to being a member consistently for prior two (2) consecutive years<br>• Each Active member family is entitled to Two (2) votes in elections for officers for the Executive Committee or Board of Directors as well as other decisions that are put to the members to vote upon<br><br><u>Individual Yearly Membership:</u><br>• Any individual meeting the Eligibility and Maintenance Requirements will be eligible to be a yearly member of the Association. The duration would be January through December of Calendar year<br>• Member is eligible to hold a leadership on the Executive Council (described in Article 6 below) or special committees subject to being a member consistently for prior two (2) consecutive years<br>• Member is entitled to One (1) vote in elections for officers for the Executive Committee or Board of Directors as well as other decisions that are put to the members to vote upon |
| SECTION 3 | **Membership Dues**<br><br>• Membership fees for all categories would be set by the Executive Council on a yearly basis |

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| | • The fees would be communicated to the Kannada Community via BKK of CoH official website and authorized Social media accounts |
| SECTION 4 | **Loss of Membership Privileges**<br><br>• Non payment of fees by the prescribed due date would automatically result in membership cancellation. Membership can be reinstated after dues are made current<br>• Violation of any of the rules prescribed in the Constitution and By laws could result in membership cancellation. Final action would be recommended by the Executive Council |

| ARTICLE 5 | COMMUNICATIONS WITH MEMBERS AND KANNADA COMMUNITY |
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| SECTION 1 | • The official medium of communication to and between members of the organization shall be electronic.<br>• BKK of CoH official Website would be the default communication method<br>• Authorized Social media would also be used for communication<br>• Any changes to the official website would need to be approved by Executive Council |

| ARTICLE 6 | EXECUTIVE COUNCIL |
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| SECTION 1 | The Council would consist of two main leadership structures<br>Board of Directors and Executive Committee |
| SECTION 2 | ***Board of Directors***<br><br>**<u>Initial Board Set up</u>**<br><br>• The initial Board would have 7 members and would be nominated by the current Executive Committee<br>• Members would need to contribute seed funds to help establish the Council. The fees paid would automatically be applied to their annual individual membership dues for 5 years. Seed fund amount would be communicated to the appointed members directly<br>• The members would elect a Chairman<br>• Term would be set to 3 years<br>• Board members would be nominated by the Executive Committee<br>• Board members would choose a Chairman in consultation with the Executive Committee |

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| | **Board Membership Criteria**<br><br>• Member should have served in the Executive Committee for at least one term or hold life a membership<br>• Board will of consist of at least one man and one woman preferably<br>• The member should sign the confidentiality agreement and code of ethics before they take office<br>• The members of the Board will elect a Chairman for the term duration of by simple majority vote<br>• The Chairman would be responsible to ensure smooth functioning of the board in consultation with the Executive committee<br>• The Chairman would also be responsible to work with Executive Committee to dissolve the existing board upon term completion and hold elections to elect a new Boars<br>• Board cannot have more than one member from the same family<br><br>**Board Election**<br>• Board Election would be held once every 3 years<br>• BKK of CoH committee members along with membership holders would be eligible to vote. The election would be held as part of a General Body Meeting<br>• No limit would be placed on the number of applicants<br>• Preference would be given to past Committee members<br><br>**Board Responsibilities & Guidelines**<br>• Board would ensure that the Committee follows the Constitution and By Laws<br>• Board would oversee BKK of CoH's finances. Committee Treasurer would meet with the Board quarterly to review finances<br>• Board would not intervene with Committee event management except to provide guidance when sought by the Committee<br>• Board would provide guidance on future growth strategy<br>• BKK of CoH committee members along with membership holders would be eligible to vote<br>• Board members would receive no financial or any compensation for their services<br><br>**Resignation and termination of Board**<br>• Resignation from the Board must be in writing and received by the Chairman of the Board<br>• A Board member's membership may be terminated for various reasons including lack of participation, lack of attendance of less than 75% without prior approval of the full board by a majority vote of the remaining Directors, BKK Committee and active paid members<br><br>**Cooling off Period:** |

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| | • Members meeting the below criteria shall stay outside the Executive Committee and Board of Directors for at least Two (2) years before seeking re-election to the Executive Committee or the Board of Directors<br>• Any member who has served as a member of the Board of Directors for a cumulative of Six (6) years or<br>• A member of the Executive Committee for a cumulative of Four (4) years |
| SECTION 3 | ***Executive Committee***<br><br>**<u>Executive Committee Make Up</u>**<br><br>• Executive Committee (EC) would have 4 positions<br>• President, Vice-President, Treasurer and Secretary<br>• EC term would be set to 2 years<br><br>**<u>Executive Committee Responsibilities and Guidelines</u>**<br><br>• The EC would be the operating body to carry out all normal activities of BKK of CoH<br>• The EC would plan and propose all BKK of CoH events by working with the Committee members<br>• The EC would meet with Board members quarterly to provide updates and seek guidance on future events as needed<br>• The EC shall hold a quarterly meeting with all Committee members<br>• at least once in each quarter of the year.<br>• The EC shall arrange to call for the General Body meeting of paid members and Board at least once every year<br>• Any EC decision would need 50% or more votes from Committee members<br>• The EC along with Committee can plan multiple events in a year. All these events need to be monetarily self-sustaining with no more than $1000 coming out of the BKK of CoH treasury<br>• Any event needing more than $1000 from the treasury or any event who budget exceeds $15000 would need Board approval<br>• These amounts could be modified to adjust for inflation and other financial realities from time to time but only after seeking Board approval<br>• EC position holders would receive no financial or any compensation for their services<br>• EC members are expected to attend 75% of the meetings. Members may be required to give up their position if attendance, By Laws adherence or active participation is found wanting by the rest of the Committee<br>• An individual would not hold the same EC position for more than 2 terms |
| SECTION 4 | **<u>EC Members Responsibilities</u>**<br><br>***President*** |

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| | • Shall run and preside over the tactical and administrative matters for the BKK of CoH<br>• Actively seek Donors and help improve BKK's stature to meet its Vision and Mission of catering to Kannadiga people's cultural needs and meeting its Charitable obligations<br>• President would file the Annual Report for Not for Profit with the State of Ohio to maintain the organization's status as a non-profit organization, IRS Return for Organizations Exempt from Income Tax, and Ohio Charitable Organization Annual Financial Report and shall report updates on the status to the Board and at the Annual General Body meeting. President would work the Treasurer in performing these filings<br>• Shall ensure smooth transitioning of all documents and holdings to the newly elected President for the following year by Yugadhi of the following year<br>• The President, in consultation with the rest of the Executive Council, can expand the Executive Committee to include new/additional roles<br><br>***Vice President***<br><br>• Assist the President in all the duties and obligations<br>• Actively seek Donors along with the President<br>• If the President is unable to attend or execute tasks or events due to personal reasons, stand in as the acting President<br><br>***Treasurer***<br><br>• Treasurer would be responsible for the overall financial health of BKK of CoH<br>• Make payments for event or Organization related expenses in a timely and accurate manner<br>• Perform budget planning for all events and provide clear instructions on budget amounts for each event expense line item<br>• Every and all budget items need to be approved by EC<br>• Establish clear and documented pre-approved expense limits with the Board on a quarterly basis<br>• Treasurer would seek written Board approval for exceptions<br>• Shall receive dues and deposit in an account approved by the Executive Committee.<br>• Shall keep accurate accounts of receipts and expenses and maintain appropriate books<br>• Shall submit a financial status report of the organization every quarter to the Executive Committee and Board and annually to the General Body. The report to the Annual General Body meeting shall include a recommendation for Membership Dues that should be assessed to the members for the following calendar year. |

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| | • Treasurer would help President file returns with various Federal and State tax authorities<br><br>***Secretary***<br><br>• Shall be the custodian of the official records for meeting and decisions made by the Committee<br>• Shall keep accurate records of the minutes of the meetings and present the Minutes in writing for approval at the next meeting.<br>• Shall maintain the list of names, telephone numbers and addresses of active members and send notices for membership dues and meetings.<br>• Shall communicate with active members the activities of the organization<br>• Shall assist the President in filing any registration statements as required by the Secretary of State of Ohio<br>• Shall assist President and Treasurer in renewing & submitting documents related to IRS, and shall assist in reporting on the updates status at the Annual General Body meeting.<br>• In the absence of the Vice-President, the Secretary shall assume his/her duties.<br>• Shall assist the President in the smooth transition of all documents and holdings to the new Secretary of the following year within 30 days after the year is completed |
| SECTION 5 | **EC Election Process**<br><br>• Any active Committee member can seek the office of the 4 EC positions<br>• Be actively residing in the State of Ohio<br>• A simple majority vote would be needed to elect all 4 EC positions<br>• All active Committee members and membership holders are eligible to vote |
| SECTION 6 | **Post Executive Council Responsibilities**<br><br>• After stepping down from any Executive Council membership (Board of Directors or Executive Committee), a member is required to be an active paid member for at least one term ( 1 year)<br>• Help and cooperate with any internal or external audit |

| ARTICLE 7 | **BKK of CoH COMMITTEE** |
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| SECTION 1 | **Roles and Responsibilities**<br><br>• Committee members would total 13<br>• Committee term is set to 2 years<br>• Committee member should be active paid members (Life, Family or Individual) |

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| | • Entire Committee along with EC would hold office for 2 years<br>• Any active community member can seek to be part of the committee<br>• Members need to believe in the Mission and Vision of the Organization and further its goals<br>• Members are encouraged to bring new ideas that further the Organization's Vision and Mission<br>• Members can form sub committees and seek volunteers after discussing the proposal in a Committee meeting<br>• Committee members are expected to attend 75% of the meetings. Members may be required to give up their position if attendance, By Laws adherence or active participation is found wanting by the rest of the Committee<br>• No individual Committee member should enter into any contract on behalf of BKK of CoH without the written consent of the President. In case of monetary contracts or deals, written consent of the Treasurer is required<br>• Committee members would receive no financial or any compensation for their services |
| SECTION 2 | **New Members**<br><br>• New members should have volunteered in at least one major BKK of CoH event prior to being considered<br>• New members should be active paid members (Life, Family or Individual)<br>• Existing Committee would review new applications from time to time and accept new members if (a) New additional positions are needed, and (b) a simple 50% majority accepts the new applicant |

| ARTICLE 8 | **BKK of CoH Sub – Committee** |
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| SECTION 1 | • BKK of CoH would form sub committee from time to time to cater to specific organization needs<br>• Some of these sub-committees would be but not limited to Sports, Cultural, Vendor management, Fund Raising, Food and supplies management and Youth<br>• All of the sub-committees would have the President's oversight |

| ARTICLE 9 | **Meetings of Members** |
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| SECTION 1: General Meeting | • There will be at least one annual General Body Meeting per year of all the members, preferably as part of one of the annual events<br>• Executive Council will determine a suitable date, time, and venue. Online participation would be allowed<br>• A General Body meeting every quarter is recommended |
| SECTION 2: Special Meeting | Special Meetings may be called by a simple majority of the Executive Council. A special meeting of may be requested by 50% of all active members if there are any outstanding and urgent issues that need immediate attention. |
| SECTION 3: Notice of Meetings | Notice of each meeting would be published in BKK of CoH website. In addition, communication shall be given to each member, via emails, or by telephone or other electronic methods, not less than two (2) weeks prior to the meeting. |
| SECTION 4: Quorum | Fifty-one percent (51%) of the General Body shall constitute a quorum.<br>In case there is no quorum in a meeting to take a decision, a second meeting will have to be called giving adequate time and notice to all members |
| SECTION 4: Voting | • General matters shall be decided by a simple majority of those present at the meeting subject to quorum in which the vote takes place.<br>• Voting on constitutional matters will require two-thirds majority vote from members subject to quorum and shall follow the same guidelines for constitution and bylaw amendment.<br>• Voting for Board of Directors or Executive Committee shall be conducted by an independent Three member election committee headed by a Chief Election Officer. The Election officers are to report their findings, nominations, deadlines and procedures from time to time and shall communicate with the current Executive Council to ensure that the entire process is transparent, democratic and follows the association's constitution and bylaws.<br>• The Executive Council will be responsible for setting up an independent three (3) member election committee by 15th of November. The three (3) members will elect a Chairman of the election committee amongst themselves and this Chairman will be the Chief Election Officer. The Executive Council shall facilitate smooth and impartial elections in a democratic set up without interfering in any way. The entire election process shall be transparent and open to all members subject to the various articles & requirements of the constitution and bylaws of the association.<br>• The election committee may conduct elections in the form of electronic voting<br>• The election committee headed by the chief election officer will be fully responsible for the complete election process including developing a nomination form, taking nominations, verifying membership, making sure the constitution & bylaws are followed, conduct of elections as needed and declaration of results in a timely manner.<br>• To contest for any position in the Executive Committee or the Board of Directors, a member's name shall be proposed by another member in good standing and the same name shall be seconded by Two (2) other members |

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| | in good standing. All nominations shall have a total of Four (4) separate signatures of members in good standing.<br>• Any member in good standing shall not propose the name(s) or second the name(s) of more than Three (3) individual members for any election or nominating process.<br>• Any member seeking any position in the Executive Committee or the Board of Directors shall acknowledge that they fulfil all requirements for the position as stated in the constitution and bylaws<br>• All voting need to be electronically recorded |

| ARTICLE 10 | **By Laws of BKK of CoH** |
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| SECTION 1: Purpose | BKK of CoH's sole purpose is to adhere and further goals that are described in the Mission and Vision statements |
| SECTION 2: No Political activities | BKK of CoH would remain politically neutral. No member of the Board or the Committee representing BKK of CoH would conduct themselves to help or hurt any political party or ideology |
| SECTION 3: No Discrimination | BKK of CoH would not discriminate anyone from holding office on the Board or Committee. However, preference would be given to members who further causes of Kannada language and its heritage |
| SECTION 4: Non Profit | BKK of CoH would be a Not for Profit organization. Any and all funds collected would be used for the sole purpose of supporting activities for the Kannada people and its community |
| SECTION 4: Compensation | No member of the Board or the Committee would be paid any salaries or commission or any monetary renumerations for the services they offer to the Organization. BKK of CoH would be a volunteer run organization |
| SECTION 5: Conflict of Interest | No member of the Board or the Committee engaging in business activities would be allowed to vote on topics that may pertain to the businesses they own or operate or lobby on behalf of<br>No member of the Board or the Committee would be allowed to lobby on behalf of any business in any of the organization's events or activities |
| SECTION 5: IRS Limitations | Notwithstanding any other provisions of these articles, the organization shall not carry on any other activities not permitted to be carried on<br>a) by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or<br>b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding portion of any future United States Internal Revenue Law). |

| ARTICLE 11 | **Conflict of Interest** |
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| SECTION 1: Purpose | The Board of directors and Committee members of BKK of CoH need to be mindful of both real and apparent conflicts of interest while conducting the |

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| | affairs of BKK of CoH. The appearance of conflict of interest can be troublesome even in the events when there are no conflicts of interest<br><br>The purpose of this conflicts of interest policy is to protect BKK's tax-exempt organization's interest when it contemplates entering a transaction or arrangement that might benefit the private interest of an officer or Board Member of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations. In no event, however, shall the Association, the Board of Directors, or any disqualified person approve of, or engage in, any act of self-dealing as defined in subsection (d) of section 4941 of the Internal Revenue Code or the corresponding provision of any future federal tax Code. |
| SECTION 2: Definitions | **A. Interested Person.** Any Board of Director, Officer, or member of a committee who has a direct or indirect financial interest, as defined below, is an interested person.<br><br>**B. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:<br><br>(1) an ownership or investment interest in any entity with which the Association has a transaction or arrangement;<br>(2) a compensation arrangement with the Association or with any entity or individual with which the Association has a transaction or arrangement; or<br>(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Association is negotiating a transaction or arrangement.<br>Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.<br>Under section 3 of the BKK Conflict of Interest policy, a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists. |
| SECTION 3: Procedures | The following procedures shall apply to the BKK Conflict of Interest policy:<br>**A. Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to Executive Council considering the proposed transaction or arrangement.<br><br>**B. Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board of Directors and members of Executive Committee while the determination of a conflict of interest is |

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| | discussed and voted upon. The remaining Executive Council shall decide if a conflict of interest exists.<br><br>**C. Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the Executive Council meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chair of the Board & Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Executive Council shall determine whether the Association can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Council shall determine by a majority vote of the disinterested persons whether the transaction or arrangement is in the Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter the transaction or arrangement.<br><br>**D. Violations of the Conflicts of Interest Policy.** If the Executive Council has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Council determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. |
| SECTION 4: Records of Proceedings | The minutes of the Executive Council with delegated powers shall contain:<br>(1) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and,<br>(2) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings. |
| SECTION 5: Compensation | A voting member of the Executive Council who receives compensation, directly or indirectly, from a corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from a corporation for services is precluded from voting on matters pertaining to that member's compensation. No voting |

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| | member of the Board or Executive Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from a corporation, either individually or collectively, are prohibited from providing information to any committee regarding compensation. |
| SECTION 6: Annual Statements | Each Director, officer, and member of the Executive Committee and Board of Directors shall annually sign a statement which affirms such person:<br>(1) has received a copy of the conflicts of interest policy<br>(2) has read and understands the policy<br>(3) has agreed to comply with the policy, and<br>(4) understands the Association is charitable and to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax- exempt purposes. |
| SECTION 7: Periodic Review | To ensure the Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by independent outside experts. The periodic reviews shall, at a minimum, include the following subjects:<br>(1) whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and<br>(2) whether partnerships, joint ventures, and arrangements with other organizations conform to the Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction. |
| SECTION 8: Prohibition of Self-Dealing | Notwithstanding any other section of this conflicts of interest policy or these Bylaws or the Association's Articles of Incorporation, the Association, the Board of Directors, an officer, a substantial contributor, or other disqualified person, shall not approve of, or engage in, any act of self-dealing as defined in subsection (d) of section 4941 of the Internal Revenue Code or the corresponding provision of any future federal tax Code. |

| ARTICLE 12 | **Asset Management** |
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| SECTION 1 | All assets belonging to BKK of CoH including movable, immovable, consumable, and non-consumable or any other forms of assets and material shall remain the property of the association. The above-mentioned material and assets shall be used exclusively for the association and shall not be used for any personal or someone else's use. The Executive Council would be responsible for purchase, use, storage and safeguard of such property. The Executive Council may decide on the modalities for storage as need be from time to time and assign responsibility to office bearer(s) for each item, but all office bearers will be collectively responsible for all the property owned or operated by the organization. Dissolution clause mentioned in this constitution and bylaws will apply to all such material & property in case dissolution clause is applicable. |

| ARTICLE 13 | **Indemnification** |
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| SECTION 1 | To the fullest extent allowed by applicable Ohio laws, BKK of CoH shall indemnify every Director, Officer and Committee member against any and all expenses, including, without limitation, attorney's fees, imposed upon or reasonably incurred by any Director, Officer or Committee member in connection with any action, suit or other proceeding (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which such Director, Officer or Committee member may be a party by reason of being or having been a Director, Officer or Committee member. The Directors, Officers and Committee members shall not be liable for any mistake of judgment, negligence or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct or bad faith. The Directors, Officers and Committee members shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Association and the Association shall indemnify and forever hold each such Director, Officer and Committee member free and harmless against any and all liability to others on account of any such contract or commitment.<br>Any right to indemnification provided for herein shall not be exclusive of any other rights to which any Director, Officer or Committee member may be entitled. The Association shall maintain adequate general liability and Directors' and Officers' liability insurance to fund this obligation, if such coverage is reasonably available. |

| ARTICLE 14 | **Amendments** |
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| SECTION 1 | The Chairman of the Board in consultation with the Executive Committee & Board of Directors shall have all the powers and authority to call for a General Body meeting to amend the Constitution and Bylaws.<br>The Board of Directors and Executive Committee shall form an independent committee that includes members of the Executive Committee, members from the Board of Directors and members of general membership to amend the bylaws. The bylaw amendment committee shall not include the President of Executive Committee, nor the Chairman of the Board of Directors. It shall also not include immediate Past President of Executive Committee nor immediate Past Chairman of Board of Directors. The bylaw amendment committee shall consist of Seven (7) members: 2 members from Board of Directors, 2 members from Executive Committee and 3 members from paid membership.<br>These bylaws may be amended by a two-thirds vote of General Body members present at any meeting, provided a quorum is present and a copy of the proposed amendment(s) is provided to each General Body member at least one (1) week prior to the said meeting called by the Chairman of the Board, Board of Directors and the Executive Committee. |

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| SECTION 2 | EC need to follow the Bylaws: Executive Committee (EC) ONLY has full voting rights for event planning decision and Working committee or any sub-committee's does not have any voting rights, they can provide suggestions, ideas and other inputs to the Executive Committee (EC) (They will be not be a part in any decision making)<br><br>All major EC meetings need to include Board chair PR rep to be invited as a sitting member and Major Board meeting to have President of BKK or rep. Meeting Minutes need to be recorded and minutes to be sent to board and become part of document.<br><br>Grievance committee with 3 to 5 representatives from the community (Previous EC, Board and ones with BKK for longer periods). Any decision done by them with majority is binding on all the raised complaints and need to be followed by all concerned.<br><br>Board needs to know the Executive Committee (EC) decisions before they are approved.<br><br>Any matching donations or Specific donations to Corpus funds to be credited to corpus funds. and Interest from this Corpus funds to also used for Yearly Charitable initiatives which would be part of BKK being 501(3) C.<br><br>BKK WhatsApp group rules and regulations were discussed, finalize and Proceed with Implementations. Designated Media (publicity) person in Executive Committee (EC) to maintain various social media platforms. New BKK website<br><br>All funds except working capital of $5000 which is in current transactional account in Chase bank( to be handled by BKK treasurer) to be transferred to either Huntington bank or BMI credit union in a CD or Money market account, the interest income to be used for Tax prep(CPA), election expenses, Web creation and Maintenance as well as Availing Google space to store BKK documents, committee details( Present and Past) as well as all Photos from past and future BKK events. the Membership money, especially Life membership funds( Minus Annual membership fees to be added to this corpus funds) need for Oversight committee was discussed at length, control of account was discussed with mainly board and president as signatories for any emergency draws all other draws by EC to be considered Loan to be returned after the event is done and for which the budget has been approved by the BKK BOD in 3/4 majority.<br><br>Treasurer with shorter term and outlook and being busy with day today BKK accounting cannot with long term outlook for BKK, Financial Custodians approved by BKK BOD to manage accounting and preparation of Tax part for this fund and an annual basis.<br><br>Corpus fund to be established for BKK to obtain structure and stability as well as Sustainability, and was approved by all BOD members present in meeting, vote of remaining Members to be obtained online. Once VP nominations are obtained, BOD to vote on candidates |

| ARTICLE 15 | **Dissolutions** |
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| SECTION 1 | The Chairman of the Board in consultation with the Executive Committee & Board of Directors shall have all the powers and authority to call for a General Body meeting to amend the Constitution and Bylaws.<br>The Board of Directors and Executive Committee shall form an independent committee that includes members of the Executive Committee, members from the Board of Directors and members of general membership to amend the bylaws. The bylaw amendment committee shall not include the President of Executive Committee, nor the Chairman of the Board of Directors. It shall also not include immediate Past President of Executive Committee nor immediate Past Chairman of Board of Directors. The bylaw amendment committee shall consist of Seven (7) members: 2 members from Board of Directors, 2 members from Executive Committee and 3 members from paid membership.<br>These bylaws may be amended by a two-thirds vote of General Body members present at any meeting, provided a quorum is present and a copy of the proposed amendment(s) is provided to each General Body member at least one (1) week prior to the said meeting called by the Chairman of the Board, Board of Directors and the Executive Committee. |