

BYLAWS
OF
THE ASSOCIATION OF

Milwaukee-Milana Kannada Koota

Milwaukee, Wisconsin USA

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MILWAUKEE-MILANA KANNADA KOOKA BYLAWS

PREAMBLE AND MISSION

We, the Kannada loving community living in and around the Milwaukee and other regions of the state of Wisconsin, in order to promote literary, educational and cultural activities pertaining to Kannada language and heritage of Karnataka, and to further the intercultural understanding among the people of the United States of America and Kannadigas in other parts of the world, do hereby join together to form an association on 5th of May 2016. The association shall be a not-for-profit organization and shall be run by volunteers and voluntary efforts of the community.

Article I NAME

Section I: Name

The name of the association shall be Milwaukee - Milana Kannada Koota (MKK). All references to 'association', 'organization', MKK and/or Milana Kannada Koota in this document shall refer to Milwaukee - Milana Kannada Koota.

Section II: Organization Structure

All dues-paying members of the community together form the General Body of the association. The combined Advisory Board (AB) and Executive Committee (EC) members, hereinafter referred to as the Executive Board (EB), are the officers of the association.

Section III: Location of Office

For official purposes, the headquarters of the association shall be located in the state of Wisconsin where it is duly registered. The registered office for each fiscal year will be as designated by the Executive Board (EB) for that year.

Article II AIMS AND OBJECTIVES

Section I: Objectives

1. The objective of the association shall be to promote the overall mission of the organization as set forth in the Mission statement, and to execute the goals and activities set forth by the Executive Board in furtherance of this mission.
2. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the association shall not participate in, or intervene in (including the publishing or distribution of statements)

any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles this association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose and mission of this association.

3. No part of the net earnings of the association will inure to the benefit of any individual members of the association except when the executive committee decides to grant honorarium to distinguished scholars and artists.

Article III MEMBERSHIP

Section I: Eligibility

The following criteria must be met in order to become a member of the association:

1. The individual must subscribe to the mission and objectives of the association.
2. The individual must be a member of good standing in the society.
3. The individual must pay the membership dues in full for the fiscal year of membership, as stipulated by the Executive Board for that year.
4. The individual must be residing in the state of Wisconsin.

Section II: Types of Memberships

1. Individual Membership: Any person eighteen years or older, who meets the eligibility criteria as set forth in Sec. I (Art. III) may become an Individual Member of the association.
2. Family Membership: Any person eighteen years or older, who meets the eligibility criteria as set forth in Sec. I (Art. III) may obtain a Family Membership for self, spouse and dependent members of his/her family. Only the head of house and spouse shall be voting members.
3. Student Membership: Any person eighteen years or older, who meets the eligibility criteria as set forth in Sec. I (Art. III) may become an Individual Student Member of the association.
4. Life Membership: Any person eighteen years or older, who meets the eligibility criteria as set forth in Sec. I (Art. III) may obtain a Life Membership for Individual / Family. The cost of Life Membership shall be set by the Executive Committee in force for the year and may vary from year to year.

Section III: Duration of Membership

A membership year will be the same as the fiscal year of the association. Life Memberships will be effective for the duration of life of the association. New memberships and renewal of memberships for a fiscal year may be initiated in the last quarter of the previous fiscal year. Memberships for an ongoing fiscal year will not be prorated, and must be paid in full upon obtaining membership, regardless of when the request for membership is made.

Section IV: Revocation of Membership

Membership rights of a member and/or role of office of an Office Bearer may be revoked for a period of not more than twelve months if:

1. The member exhibits mal-intent and deliberate violation of the Constitution / Bylaws of MKK or
2. The member engages in behavior or conduct considered undesirable (such as activities that work against the aims and objectives of the organization, activities that hinder the functioning of the Executive Board members, making representation on behalf of the organization when not authorized to do so, etc.) and/or
3. The Executive Board receives complaints with sufficient evidence from other members regarding his/her conduct.

The Executive Committee will follow due procedure for investigation and hearing before revocation. The decision of the Executive Committee will be final and binding.

Article IV STRUCTURE OF THE ORGANIZATION

Section I: Components of the Organization

The chief component of the Organization is the General Body. The Advisory Board and the Executive Committee are sub-components of the Organization, and will together be referred to as the Executive Board.

Section II: GENERAL BODY

The General Body is the core of the organization. Subject to the Constitution and Bylaws, the General Body retains the ultimate authority over the association. All the voting members of the association for a membership year(s) together form the General Body of the association.

An association will make good progress when members of the General Body take an active role in the functioning of the association. The following are the roles and responsibilities of all members of the General Body.

Responsibilities of General Body

1. Members will conduct themselves in such fashion as is conducive for the spirit of volunteerism and good will among all members.
2. Members will provide an email address and phone number for communications from officers of the Executive Board. Electronic (email) communication will be the chief mode of communication between members and the Executive Board.
3. Member is responsible for duly communicating any changes/updates to the email address and phone number provided by him/her. Members of the Executive Board may not be

held responsible for missed communications due to non-existent or outdated email addresses and phone on file.

4. Member will make best effort to actively participate in the roles of the General Body whenever possible.
5. Member will not demand or receive any remuneration or compensation in cash or kind, for any services, skills and/or time and efforts that they volunteer for the activities of the association.
6. Members may, from time to time, have access to some personal information about other members or confidential information about the association, by virtue of their role in the association or membership in the association. Members shall not misuse or intentionally disclose / share such information with other members or third parties for distribution of spam or for personal gain, monetary or otherwise. Violation of this bylaw can lead to due disciplinary action by the Executive Committee, which may include but is not limited to, revocation of membership.
7. Members contact information may be shared on a very selective basis with other registered members of MKK and other organizations involved in promoting literary, educational and cultural activities pertaining to Kannada language and heritage of Karnataka.

Roles of the General Body

1. Attend and participate in various social, cultural and educational activities conducted by the association from time to time.
2. Volunteer in any possible capacity or skill, as may be required in the organizing of various activities of the association.
3. Actively participate in General Body meetings and other administrative procedures as required and communicated by the Executive Board.
4. Peruse the bylaws of the association periodically; suggest any amendments if required.

Section III: Voting Rights of Members

All individuals (including family members/dependents) who have obtained membership for a fiscal year as detailed in Art. III, Sec. II is considered members of the association, and is entitled to all the benefits of membership except voting rights. The voting rights of members will be as follows:

1. Voting Members: Head of the house and their spouse (on Family Memberships) are considered Voting Members for the fiscal year of Membership.
2. Non-Voting Members: All dependent members on a membership are considered nonvoting members. Non-voting members shall not vote in General Body meetings or elections and shall not nominate or be nominated / appointed for any position of office in the Executive Board.

Section IV: EXECUTIVE COMMITTEE

Role

The Executive Committee (EC) is the chief administrative arm of the association. The EC is responsible for setting annual goals and budgets, managing annual revenues and organizing events that further the mission and objectives of the association. The EC is also responsible for due administrative procedures, for communications with the General Body and for taking other necessary actions as may be required for the effective functioning of the association.

Positions of Office

The Executive Committee (EC) consists of six positions of office: President, General Secretary, Treasurer, Cultural Director, Communication /Technology Director, and Education Director. The roles and responsibilities of each position of office are detailed in Section V of this article.

Appointment

The executive committee shall be chosen by due procedure by the General Body. The procedure for selection is detailed in Article VII ['Nomination and Selection of the Executive Board'] of the Bylaws.

Term of Office

The default term of office for all positions on the Executive Committee shall be two years. Two years for this purpose is considered as January 1st of the fiscal year to December 31st of the fiscal year for which election has been conducted, regardless of when the office bearers assume office.

Limits of Term

When members are willing to take on the roles and responsibilities of the office and provided that no alternate candidates are available through election process for the corresponding positions, the term of office for a member on the Executive Committee can be extended to two years at a stretch, and a maximum of five years for life in a single role. If there are no alternate members available to take the responsibilities, the maximum limit does not apply

Term of Office – Special Scenarios

In the event of any special circumstances or mid-term vacancies filled, the term of office of a filled Office Bearer is the same as the Membership year.

Section V: ROLES AND RESPONSIBILITIES OF OFFICE BEARERS

Common Responsibilities

1. All committee members should be familiar with, understand, and able to speak Kannada.
2. The President, General Secretary, Treasurer and any other Office Bearers who may be designated as executors of legal and financial documents and instruments, must be willing to share personal information with government agencies and financial institutions as required.
3. All office bearers will fully read and ratify the Bylaws for the year of office, at the first Executive Committee meeting after assuming office.
4. All office bearers will make earnest attempt to attend all EC meetings and vote on proposals. The executive committee is empowered to remove any member of the committee who fails to attend the two consecutive meetings without sufficient reason or notice. The member must communicate the reason for absence to the President and General Secretary, either before or within a reasonable period after such absence. If the member continues to be absent after due notice from the EC, then action for expulsion of member from EC will be initiated.
5. No member of the Executive Board (advisory board and executive committee) shall carry salary or take remuneration of any kind for their services.
6. The President, General Secretary or one other member of EC as designated and approved by the Executive Committee, will co-sign with the Treasurer, all checks and payments by the association. It is mandatory for the President and Treasurer to have access to all bank accounts of MKK.

Any expense of \$500.00 or above must be approved by the President/Treasurer in writing before the President/Treasurer writes the check.

7. Only funds collected for a membership year, or previous balances allotted for that year by the Advisory Board, must be used for activities in that year. The Executive Board may not, in general, approve expenses that cause a debit balance to carry forward to the next membership year, unless fully approved by the advisory board, and with due notice to the General Body.
8. The Executive Committee will make best effort to organize and conduct a minimum of two cultural events and one or more social events during a membership year.
9. All EC members will make best effort to maintain member privacy including the email address, mailing address and telephone numbers. Members will not misuse personal information of other members for unauthorized mass communication or personal gain.
10. The Executive Committee may appoint members to represent MKK at special events and meetings, only under special circumstances and on a temporary basis. This empowerment has to be in writing with appropriate limitations and used very prudently.
11. All office bearers on an Executive Committee will fully transfer records, documents and duties to the respective office bearers of the next Executive Committee, during the period

of transition.

12. Perform any / all responsibilities identified herein or elsewhere within the Bylaws, or otherwise incident to the role of office.

President

1. The president shall be the spokesperson and Chief Executive Officer of the association, and shall perform all duties incident to the office of the President and such duties as may be designated by the members of the Executive Board.
2. He / she shall preside over all meetings of the Executive Committee.
3. He / she will co-sign with the Treasurer, General Secretary or any other proper agent authorized by the Executive Board, any legal or financial documents as required and authorized by the Executive Committee, except in the cases where the signing and execution thereof shall be expressly delegated by the Executive Committee to another agent of the Association.
4. He / she shall designate and authorize representatives and agents of the association for various purposes as may be required from time to time, with the due approval of the Executive Committee. He / she are also authorized to discontinue such previous authorizations when the purpose is served or no longer necessary.
5. He / she may designate / dissolve various ad-hoc committees for specific tasks as required and approved by the Executive Committee, from time to time.
6. In the case of disagreements or non-availability of quorum after repeated attempts on key decisions required for the functioning of the Association, the President shall make the final decision. The decision, however, must be validated by an approval of the simple majority (more than 50%) of the Executive Committee, failing which the majority decision of the Executive Committee shall prevail.
7. During president's absence, general secretary will perform his activities

General Secretary

The General Secretary shall:

1. Preside over any meetings of the Executive Committee in the absence of the President.
2. Maintain detailed minutes of all meetings of the EC and communicate the same to all members of the Executive Committee within 10 days of each meeting.
3. Convene all EC meetings as necessary, or upon request by the President or other officers of the Executive Committee.
4. Issue due notice of all meetings with the agenda and any proposals to be voted on, to all members of the Executive Committee as detailed in the section for 'Meeting Procedures' [Article VI, Sec. IV]. Such notice will be issued after consultation with President.
5. Maintain an updated list and email addresses of all members of the association.
6. Duly communicate any decisions, procedures or announcements of the Executive Committee that are to be communicated to the General Body, unless a responsibility is expressly delegated by the Executive Committee, to another member.
7. Respond to or take appropriate action on any general electronic (email) communications

from members to the association/EC.

8. Communicate with members of the Executive Committee as required.
9. Execute any other responsibilities as delegated by the Executive Committee.
10. Announcing quorum numbers for all meetings of the General Body, EC, and voting procedures as required, in advance of such meetings and procedures.
11. Communicate completion of transition efforts between office bearers of previous EC to next EC, to all members of the General Body.
12. Notify all members of the General Body, of any upcoming social/cultural events of the association, at least 10-days prior to the event, unless such responsibility is expressly delegated to another member of the Executive Committee.

Treasurer

The treasurer shall:

1. Be responsible for the receipt, disbursement, maintaining complete records, bookkeeping and safekeeping of all funds and financial transactions of the association, unless otherwise directed by the Executive Committee and/or Advisory Board.
2. Be responsible for maintaining, updating and reporting the member lists including membership fee collection details and financial status information to the Executive Committee.
3. Pay all bills owed by the association, which have been approved in the manner prescribed by the Executive Committee.
4. Be responsible for issuing notice and collection of all dues to the association, and deposit the same in such banks, trusts or financial institutions as designated by the Executive Committee.
5. Have custody of and operate all financial accounts of MKK, which shall be open at all reasonable times to inspection by the Executive Committee.
6. Maintain a soft-copy of all receipts issued.
7. Submit quarterly financial reports to the Executive Board, and an annual report to the General Body at the annual General Body meeting.
8. File all income tax returns and other financial documents as legally required, for the year(s) in which office was held.
9. Perform such other duties and exercise such other powers as incident to the office of the Treasurer, or as may be assigned by the President or Executive Committee or as may be required by law.

Cultural Director

The cultural director shall be responsible for:

1. The content, organization, and execution of the cultural and social activities sponsored and conducted by the association, in the manner prescribed by the Executive Committee.
2. Form ad-hoc sub-committees as necessary for each event, to organize and execute the event as required.

Communication/Technology Director

The Communication/Technology Director will be responsible for:

1. Creating and/or maintaining the association's website.
2. Group communications to members of the association, using web technologies such as electronic newsletters, blogs, message boards, etc. as may be necessary and appropriate.
3. Technical support to the Cultural Director and Executive Committee as required, during cultural and social events of the association.
4. Forming standing or ad-hoc sub-committees as required for the execution of above responsibilities, and communicating and coordinating activities of such sub-committees.

Education Director

The Education Director will:

1. Organize and conduct Kannada classes and other educational activities for kids of the community.
2. Organize creation / sharing of books and literature in Kannada and other languages of Karnataka (shared library); if there is sufficient interest and participation by members for the same.
3. Form and coordinate with standing or ad-hoc sub-committees to execute responsibilities effectively, and as necessary.

Additional membership in other organizations or associations may not be imposed on participants in order to participate in educational / literary activities of MKK.

Food and Event Venue Arrangement

1. The responsibility of food and event venue arrangement and management is the collective responsibility of all members of the Executive Committee. All Office Bearers of the EC will cooperate with the President and will volunteer their time and/or resources to execute such responsibility as assigned.
2. For each event, the cultural director may take on the responsibility of the food arrangement and supervision of the corresponding ad-hoc sub-committee if any. If the cultural director chooses not take on the responsibility for an event, then the President shall rotate the responsibility among other members on the EC, including his/her self, in such manner as to ensure a fair distribution of workload among Office Bearers during events.
3. The responsibility of overseeing the Event Venue arrangement is that of the President. He/she shall be authorized to designate members of the EC and/or volunteers from the association to accomplish such tasks as required.

Section VI: STANDING AND AD-HOC SUB-COMMITTEES

1. The Executive Committee or the Office Bearers therein are empowered to appoint subcommittees and ad-hoc committees from amongst volunteer members of the association, to accomplish such tasks as required for the effective operation of the association.
2. The Communication /Technology Director, Education Director and Cultural Director may each form their own standing or ad-hoc sub-committees for tasks to be undertaken by them to manage activities/functions organized by MKK.
3. Each sub-committee for a task may comprise of one-to-four voting or non-voting members of the association. The sub-committees so formed or its members will not have any additional voting rights pertaining to decisions of the Executive Committee, Advisory Board or General Body, except as already available to them as per their membership.
4. All standing and ad-hoc sub-committees formed by specific Office Bearers, for execution of common tasks, shall coordinate with and work under the direct supervision of the Office Bearer responsible for the task / sub-committee. All sub-committees shall be dissolved upon accomplishing the assigned task and/or automatically at the end of term of the Office Bearer.
5. Special ad-hoc committees such as Election Committee, Bylaws Committee and any other committee for complaints redressed or other special procedures to address specific problems or issues, may comprise of voting-members of the General Body only. The committees may be appointed by approval of two-thirds majority of the Executive Committee and/or Advisory Board as required. The duration of such committees will only be till completion of the task assigned, generally not to exceed three (3) months. Once formed, such committees will operate as independent entities of the association and will communicate / report findings to the General Body and/or the Executive Board as appropriate and agreed upon.

Section VII: ADVISORY BOARD (aka GOVERNING BODY)

Role

The primary role of the Advisory Board (AB) is to ensure the fiscal welfare and legal functioning of MKK. The AB shall be responsible for the maintenance of funds generated by Life Membership dues and account balances from non-membership revenues carried forward from prior years. The Board shall exercise fiscal responsibility for the appropriate allocation, investment and growth of long-term funds of the association. Board members will not interfere or get involved in routine activities, meetings and execution of tasks undertaken by the Executive Committee. In case of crisis, and only upon request by the Executive Committee, it shall act as a mediator to resolve the disputes between the various office bearers and the committee or sub-committees, or between the Executive Committee and the General Body. The Executive Committee will make best attempt to resolve issues within itself or within members of the General Body, before requesting any intervention of the Advisory Board.

Appointment

The Advisory Board shall comprise of three voting-members of the General Body for a three year term. All open positions for a membership year shall be filled by nomination and approval by the Executive Committee, as detailed in Article VII, Section III – ‘Nomination of Advisory Board’. If a Member decides not to serve full term, then the remaining governing body members will nominate a replacement. The replacement member will serve for the remainder of the term of the outgoing/replaced member. The AB’s nomination for replacement is subject to approval by the current year’s Executive Committee. The advisory board member should be a MKK member for a minimum of ten years.

Direct Induction of President

The immediate outgoing president will have the option of being inducted into the advisory board automatically for a period of one year. If the outgoing president contests for an additional term, or otherwise refuses the advisory position, the position for direct induction shall also be open for nomination.

Term of Office

The default term of office for a member on the Advisory Board shall be three years, extendable to a maximum of five consecutive years, upon satisfaction of all limits of term, eligibility requirements and due approval by subsequent Executive Committees.

Article V FISCAL YEAR AND FINANCE

Section I: Fiscal Calendar

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

Section II: Responsibility

The Executive Committee for each term of office shall be responsible for the maintenance and management of finances of the association for that term, and for proper transitioning of finances and records to the next Committee. The Advisory Board will be responsible for overseeing the financial budgets and allocations for each year, and for the safekeeping and due allocation of Life Membership funds and other long term revenues if any.

Section III: Bank Accounts

All funds of the association will be deposited into FDIC-insured accounts held in the name of the association. The association may have no more than two transaction accounts and no more than three investment accounts or instruments at a time. All accounts will be FDIC-insured at all times

and held in federally accredited banks, credit unions or financial institutions only. No portion of the funds of the association may be invested in accounts or instruments that undertake market risk at any time. All transaction accounts and short-term investment accounts will be operated by the Treasurer and one other member of the Executive Committee. Any long-term investment accounts will be operated by any two members of the Advisory Board, and the Treasurer. Among the operators of any account, at least one person should be a Permanent Resident or Citizen of the USA.

Section IV: Investment Decisions

Any investment decision of MKK funds must be jointly approved by both the Executive Committee and the Advisory Board. The association may only invest in FDIC insured accounts and may not make any investments that involve market risk.

Section V: Account Signatories

All checks and withdrawals from an account should be signed by at least two operators of the account.

Section VI: Financial Reports

1. The Treasurer shall provide quarterly financial reports to the Executive Committee and the Advisory Board, within 10 working days of the ending of the quarter as identified by the Committee.
2. The Treasurer shall provide the financial report on demand from the President of the executive committee or the advisory board within 5 working days.
3. The Treasurer shall provide a complete financial report of the ongoing fiscal year to the Executive Committee, which will in turn be communicated to the General Body at least two days prior to the Annual General Body Meeting. The Treasurer will also present the financial reports at the Annual Meeting of the General Body.
4. The incoming Treasurer will provide to the Executive Committee, a complete financial report of the previous fiscal year, as received by the outgoing Treasurer, within the first quarter of the new fiscal year. The outgoing treasurer will help incoming treasurer to understand the financial status of the organization, financial accounting and reporting procedures to be followed. Also, the outgoing treasurer will be available for any support/help as required by the new treasurer for reasonable time.

Section VII: Availability of Statements and Financial Report

The Executive Committee shall make available to all of its members, the financial statement and report of the preceding fiscal year, within the first quarter of assuming office. The financial report will be provided to the Executive Committee by the Treasurer.

Section VIII: Auditing

The Advisory Board shall be internal auditors of the association, and will perform an annual audit of all transactions for the preceding fiscal year, during the first quarter of each fiscal year. In addition if and as required by the local and federal laws, an independent auditor approved by the Executive Committee shall review the accounts of the association and certify, with his/her comments.

Section IX: Revenues from Membership

1. The cost of Membership for an upcoming membership year is set by the Executive Committee and Advisory Board.
2. Any change to the membership dues must be approved by both the Executive Committee and the Advisory Board.
3. Life Memberships should be amortized over the span of 10 years. Each fiscal year, the Advisory Board will allocate one-tenth of the amount received from active Life Memberships for that fiscal year towards the budget for that year. The amount so determined will be handed over to the Executive Committee, who may then include it in their annual budget.
4. Any account balances from non-membership revenue (such as Event Fees and Sponsorships, investment earnings, etc.) accrued in the previous fiscal year(s) will be the responsibility of the Advisory Board. The Advisory Board shall allocate a portion of such revenues towards the budget and activities of the association for the next fiscal year(s).

Section X: Expenses

1. Only the members of the Executive Committee are empowered to make expenditures on behalf of the association.
2. All expenditures made by any individual or individuals on behalf of the association shall require prior approval of the Executive Committee.
3. The amount that can be spent for any single event must not exceed twenty five percent of all revenues allocated to the Executive Committee for that membership year. The total expenses of the association for the entire year must not exceed the total revenue

allocated for that membership year. Any exception to this should be approved by the Advisory Board.

4. Any expenses for professional services obtained must be approved by the Executive Committee prior to incurring such expense. The Executive Committee will exercise due diligence in approving expenses for professional services. Services may be obtained from third parties or external providers only when the services are absolutely necessary (such as accounting, tax services or legal counsel). The expenses approved for such services must be at par or at a discount to existing fair market rates for similar services.

Section XI: Transitioning of Accounts

1. All efforts should be made by the outgoing executive committee to pay all outstanding bills for the current year before handing over the office to the new committee.
2. In the event any bills cannot be paid by the outgoing executive committee due to conditions beyond their control, the new executive committee shall pay these bills provided the bills are individually identified, with sufficient funds earmarked for the same, by the outgoing executive committee.
3. Any reasonable and legitimate late bills that could not be accounted for or identified, as bills to be paid by the outgoing Executive Committee shall be paid by the new Executive Committee provided the amount is less than or equal to \$200.00. For bills of amount larger than \$200.00, the Advisory Board and General Body should approve the payment. However, a provisional decision can be made to pay bills larger than \$200.00 at the discretion of the Executive Committee and approval of Advisory Board, pending approval by the General Body.

Section XII: Transitioning of Office

1. The outgoing Executive Committee shall be responsible for filing the amendment of office bearers with WI Secretary of State and for filing the taxes with IRS for the year of office.
2. All financial and tax records and legal documents will be maintained and duly transitioned by the Executive Committee, for a minimum of three years and more if required.

Article VI MEETING PROCEDURES

Section I: Common Procedures for Meetings

1. Due advance notice of all meetings will be communicated electronically to all members who are required to attend and/or vote at the meeting.
2. The agenda for the meeting and all proposals to be voted upon at the meeting will be communicated to members at least a week in advance of the meeting.
3. Any new proposals that surface at the meeting may not be passed at the same meeting without notifying all members about the proposal and providing them an opportunity to exercise their vote on the proposal.
4. Voting at any meeting may be exercised electronically and/or by presence at the meeting, as communicated prior to the meeting. Voting by Proxy shall be allowed in all meetings, when due procedure is followed (see 'Voting by Proxy').
5. An earnest attempt to use Kannada must be made at all meetings, speeches and verbal communications with members.

Section II: Voting by Proxy

Voting by proxy shall be allowed in all voting procedures, including voting at General Body Meetings, Executive Committee Meetings and/or meetings of the Advisory Board, after due written communication by the member who is unable to vote due to certain circumstances. The name, contact information and email address of the proxy, should be mentioned by the member wishing to grant proxy rights to another member. The time duration for which the proxy is being requested must also be specified. The proxy details must be communicated to the President and General Secretary of the Executive Committee in office and/or the Election Committee as appropriate. The Executive Committee is responsible for communicating any proxy requests received by them, to the Election Committee if required. Proxies for Advisory Board meetings must be communicated to and approved by the other Advisors on the Board and by the Executive Committee.

Section III: GENERAL BODY MEETING

Annual General Body Meeting

The Executive Committee (or a caretaker committee, if any) will be responsible for organizing General Body Meetings. The Executive Committee shall organize at least one Annual General Body Meeting in the last quarter of the Membership Year, preferably on the same day as the last

cultural event of the year (usually the Rajyotsava Day event). The appropriate date and time for the Meeting will be set by the Executive Committee. The notice of the Annual Meeting shall be given communicated electronically to all voting members of the General Body at least six weeks prior to the meeting date. The agenda for the meeting and all proposals, amendments and nominations requiring voting shall be communicated clearly and in entirety to all members of the General Body at least two weeks prior to the date of the meeting.

Special General Body Meeting

Special General Body Meetings may be held at the call of the Executive Committee or upon the written request or email requests from at least twenty voting members. Notice of Special General Body Meetings shall be communicated to all members at least four weeks prior to the date of the meeting. The agenda for the meeting and any proposals to be voted on shall also be communicated at least two weeks prior to the meeting.

Voting at General Body Meetings

Any resolutions or proposals for amendments at General Body Meetings may be passed only if at least fifty one percent of all voting members present during the meeting approve the resolution or amendment. The voting procedure will generally be electronic, unless a different procedure (such as voting in person) is clearly communicated prior to the Meeting. The Executive Committee and/or the Election Committee in-charge of the voting process must exercise due care and procedure to ensure validity and non-duplicity of all votes received.

Section IV: MEETINGS OF THE EXECUTIVE COMMITTEE

Meeting frequency

1. The executive committee shall meet at least four times during a Membership year before the Annual General Body Meeting.
2. In addition to regularly scheduled meetings, the Committee may call special meetings if required.
3. Special Meetings may be telephonic (conference call) or other acceptable procedures.

Meeting protocol

1. The president shall preside over all meetings. The General Secretary, in the absence of the president, shall preside over such meetings. The treasurer, in the absence of both the president and the General Secretary, shall preside over such meetings.
2. All members of the Executive Committee will be notified of the meeting preferably four weeks in advance, and a minimum of two weeks in advance.
3. The agenda for the meeting and all proposals requiring voting and/or approval of EC members will be communicated electronically to the members at least 10 days in advance of the meeting.

4. Only proposals that have been duly communicated electronically prior to the meeting may be passed at the meeting, after approval by voting of members.
5. Any resolution requiring the approval of the Executive Committee may be passed only upon receiving the approval vote of at least two-thirds of the members eligible to vote at the meeting.
6. Special Meetings: A notice of 10-days or fewer for meetings that need to be rescheduled or meetings that are in addition to the regularly scheduled meetings may be acceptable, if and only if such a meeting is agreed to by all members of the Executive Committee.
7. The advisory board may attend meetings of the Executive Committee only upon invitation by the Executive Committee. If a vote of the advisory board is requested / required on any proposal at the meeting, the board will have one combined vote.
8. The internal communications of the Executive Committee, including the minutes of the meetings shall not be made public, without express consent of the Executive Committee.

Meeting Minutes

1. The General Secretary shall prepare the proceedings of the meetings of the executive committee and keep minutes of the meeting.
2. The General Secretary shall also make note of the vote of each member on proposals at the meeting.
3. In the event decisions are made based on telephone, email, or personal discussions with members of the executive committee, such decisions and opinions should be properly documented. The documentation should be saved along with the minutes of the meetings.

Voting at Meetings

1. Each person on the Executive Committee, except the President, shall have one vote.
2. The president shall vote only if there is a tie in the voting.

Copy of Minutes

An electronic copy of the minutes including all resolutions passed and any other documents or reports discussed at the meeting must be made available to all members of Executive Committee within 10 working days of the meeting, and must be maintained for future reference for at least a period of two years.

Section IV: MEETINGS OF THE ADVISORY BOARD

Meeting Frequency

1. The advisory board shall meet at least two times during a Membership year before the Annual General Body Meeting.
2. The board may also meet on demand if required by special procedures.

3. Any resolution of the advisory board may be passed only upon the approval vote of at least two of the three advisors. The resolution must be communicated electronically for voting by any absent members before it is passed.

Meeting Protocol

1. The members of advisory board shall identify the member to preside each meeting.
2. Each advisor on the board will have one vote on any resolutions of the board.
3. The internal communications of advisory board, including the minutes of the meetings shall not be made public, without express consent of the Advisory Board.

Meeting Minutes

The minutes of the meeting, including the vote of advisors on resolutions, shall be maintained by the advisory committee. A record of all minutes of meetings will be maintained for future reference for a minimum of three years.

Copy of Meeting Minutes

An electronic copy of the meeting minutes, including details of any resolutions passed shall be provided to all members of the Advisory Board and the Executive Committee within 10 working days of the meeting.

Article VII NOMINATION AND SELECTION OF EXECUTIVE BOARD

Section I: Executive Committee

Procedure and Timeline for Nomination and Election

The members of the Executive Committee shall be selected by a procedure of nominations and election by the General Body, as detailed in this section.

1. The nomination-cum-election procedure shall be conducted every year, in the last quarter of the Membership year. All communications in this process, between the Election Committee, General Body and Executive Committee, including all notifications, acceptance or withdrawal of nominations, etc. shall be electronic and well documented. Verbal communications and telephonic conversations are not valid, unless supported by

- an equivalent email or other documented communication.
2. The Executive Committee shall appoint three voting-members of the Association as the Election Committee at least 10 weeks prior to the Annual General Body Meeting. Members on the Election Committee shall not be members of the current Executive Board, and they shall not be nominees to any position on the new Executive Committee. The Executive Committee shall inform all members of the General Body about the appointment.
 3. The Election Committee shall detail the election rules and procedures and request nominations from the General Body for all open positions a minimum of two months prior to the Annual General Body Meeting.
 4. The deadline shall provide three (3) weeks for receiving nominations.
 5. Every voting-member of the General Body shall be eligible to send in nominations for all open positions. They may nominate one person (eighteen years or older) to each open position on the EC. They may also nominate themselves. While nominating the same person to multiple positions is not recommended, it will be allowed, subject to withdrawals later in the process.
 6. The Election Committee shall scrutinize all nominations received, for eligibility (see 'Eligibility of Nominees' in Art.VII, Sec. I). All nominees shall be notified of their nominations and eligibility for the same, within 7 days of the deadline for receiving nominations.
 7. Eligible nominees must accept or decline their nominations within 7 days of receipt of the notification. Nominees who have been nominated to multiple positions may accept nominations to any one position only, and must decline nominations to other positions.
 8. The Election Committee must prepare a final list of all eligible and accepted nominations, within 3 days of the deadline for receiving acceptances. Nominees who do not accept or respond to the notification of their nomination shall not be considered for the final list of nominees. Nominees are encouraged to read the bylaws, specifically the sections detailing the responsibilities of the nominated position, before accepting their nomination.
 9. The final list of nominees shall be communicated to all voting-members of the General Body at least two weeks prior to the voting deadline.
 10. All nominees may send a brief profile of themselves (recommend no more than a half page) along with the acceptance of their nomination, or within a week of the same, to the Election Committee. All profiles received in a timely fashion will be compiled together and emailed to the General Body no later than 10 days before the voting deadline.
 11. The nominees may not engage in campaigning or canvassing strategies such as sending mass emails to member lists of the Association.
 12. The voting process shall be completely electronic. The Voting Deadline will be a minimum of five (5) days prior to the date of the Annual Meeting and no later than twenty (20) days prior to the start of the new Membership Year. Proxy votes will be accepted, provided due procedure is followed. (See 'Voting by Proxy' - Article VI, Sec. II).
 13. The Election Committee shall validate and compile all votes received. An earnest effort must be made to complete the compilation before the Annual Meeting. If compilation is complete before the Annual Meeting, results may be announced and the new Committee

members introduced to the General Body at the Annual Meeting. If compilation is not complete before the Annual Meeting, the results of voting will be communicated to the General Body electronically, no later than two weeks from the Voting Deadline.

14. The compilation process shall ensure validity of all votes received, in such that all votes are from eligible voting members only, and there is no duplicity of votes received.
15. In the event of tied results, the tie shall be resolved by a random lottery procedure, in the presence of all members of the Election Committee and the tied candidates (or their representatives). The tie shall be resolved no later than the day of the Annual Meeting.
16. The Election Committee shall make every effort to ensure confidentiality of all votes received.
17. All members of the Election Committee must approve the compilation of the voting process and the results of voting, before announcing it to the General Body.
18. The Election Committee will be dissolved within 20 days of completing the process.

Eligibility of Nominees

1. A nominee is eligible to be considered for the final list of nominees only if he/she has received a minimum of three nominations for the role under consideration. In the event that, for any given position, no nominee receives the minimum three number of nominations, election committee shall consider the nominees with less than three nominations as valid candidates for election. Should such an event happen, Election Committee shall communicate to General Body of their decision and supporting justification.
2. The nominees shall not be an Office Bearer of any other tax exempt organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), during their term of office with the association, if elected.
3. The nominees for the role of President, General Secretary and Treasurer shall have been a member of the association for a minimum of one year prior to the end of the year of voting.
4. The nominees for the role of President should have served at least one year as a member of the MKK Executive Board in the past. This includes members who have served on the Executive Board prior to the adoption of these bylaws.
5. The nominees must not exceed any limits of term of office (as set forth in Article IV, Sec. IV) if elected to the new Executive Committee.
6. A member may not serve on the Executive Committee and the Advisory Board at the same time.
7. Both spouses in a family may not serve on the Executive Board at the same time. If so elected, one spouse must resign. The open position will then be offered to the nominee with the second highest number of votes.
8. Any open positions on the Executive Committee that are not filled by the nomination-cum-election process shall be filled by nomination by members of the new Executive Committee, no later than one month of assuming office. In the case of multiple nominations, an internal vote within the Executive Committee will select the nominee.

9. All members of the Executive Committee holding positions of President or Treasurer should be US Citizens or Permanent Residents. In the event no nominations are received from citizens or permanent residents, the election committee can accept nominations from non-citizens and non-permanent residents.
10. All elected Office Bearers are assumed by default to fulfill responsibilities pertaining to their role as detailed in the Bylaws.
11. All members of the Executive Board shall obtain the necessary membership and remain eligible voting-members of the General Body during their term in office.
12. Members of the Executive Board must be generally residing in the Wisconsin region. He/she must be able to attend meetings and perform duties in the proximity of the Wisconsin region as required.

Section II: Advisory Board

Per Article IV, Section VII, the Advisory Board consists of three members. The outgoing President will be directly inducted into the Advisory Board if eligible and willing. The remaining two positions, new Executive Committee shall fill them via internal nomination and approval within one month of assuming office. In case of multiple nominations, the Executive Committee will select the members by internal vote. All eligibility requirements and limits of term of office must be satisfied while nominating members to the Advisory Board.

Qualifications for the Advisory Board nominations:

1. Should have served in the Executive Committee and/or Advisory Board in the past. If no members with such experience are willing to serve in the Advisory Board, MKK General Body members can be part of the Advisory Board.
2. All eligibility requirements and limits of term of office (as set forth in Article IV, Sec. VII) must be satisfied.

Section III: Vacancies

The Executive Committee for the Membership year shall fill any mid-term vacancies within the Committee, by direct nomination and approval of Executive Committee Members. All vacancies must be filled no later than one month of such occurrence.

Article VIII AMENDMENTS TO THE BYLAWS

The 'Preamble and Mission' Statement and Articles I and II of the Bylaws shall not generally be amended unless deemed necessary and approved by a minimum of two-thirds of all voting members of the General Body. The remainder Articles of the Bylaws may be amended, altered or repealed by an affirmative approval vote from General Body. The procedure for amendment

of the bylaws is described in subsequent paragraphs below.

Proposal(s) to amendments will be received from eligible entities as described below. Executive Committee (or subcommittee commissioned by Executive Committee thereof) shall work upon the proposals and follow the process described below to execute them. Amendments that are approved are considered to be ratified, and will become effective starting the next Membership year, unless specifically stated otherwise with the proposal for amendment.

Proposal(s) to amendments can be received all through the year. Amendments are allowed to happen any time of the year. Even though they can happen anytime of the year, it is advisable and preferable to schedule them in such a way that, the process of voting, if needed, matches with the annual General Body meeting. For purposes of Bylaws amendments above, in any year, if annual General Body meeting is not conducted or Executive Committee does not intend to conduct it, annual Rajyotsava event shall be treated as a substitute for Annual General Body meeting.

The Executive Committee (or subcommittee commissioned by Executive Committee thereof) shall make the best call on selecting and scheduling a suitable voting process, based on their practical situation at that time.

Proposals to Amend Bylaws:

1. Each year, members of the Executive Committee will review the bylaws and propose any amendments that they feel are necessary for the improved functioning and wellbeing of the organization.
2. Each year, members of the Advisory Board will also review the bylaws and propose any amendments that they feel are necessary for the improved functioning and wellbeing of the organization.
3. A minimum of three voting-members of the General Body may also propose an amendment, with clear justification for the need for such an amendment. Such a proposal will be communicated in writing (or email) to the General Secretary or President, who will forward the proposal to the Executive Committee. Executive committee reserves the right whether or not to act upon the proposals received from General Body depending upon the quality and justification of proposal received. Executive committee shall give due weightage and consideration for proposals that are deemed necessary for the organization.

Process to Amend Bylaws:

1. The Executive Committee shall discuss all proposals for the year periodically, prioritize and shortlist the proposals that are deemed beneficial, necessary and practical in their judgment. Executive Committee shall engage Advisory Board during this process.
2. The Executive Committee may appoint an ad-hoc Bylaws Amendment committee to review the merits and receive recommendations on any / all proposals for amendment,

- depending on the complexity of the proposal(s).
3. Finalized proposals to amendments to the bylaws should be approved by Advisory Board before presenting to General Body.
 4. Proposals shall be presented by Executive Committee to the General Body preferably by electronic means.
 5. All amendments that alter the provisions of the bylaws will have to be presented to the General Body for voting.
 6. Any cosmetic or typographical amendments that do not alter the provisions of the bylaws, may be communicated to the General Body electronically and implemented without General Body consent. Any voting member of the General Body may object to an amendment that is to be passed without vote, if he/she feels that it will alter the provisions of the bylaws. If such objection is received, the amendment will have to be voted on by the General Body.
 7. Electronic channels for voting shall be preferred over traditional means. However the Executive Committee (or a duly designated sub-committee thereof) shall decide the means for voting depending on convenience and practicality.
 8. Voting members may vote on the amendments either electronically, by proxy or by presence on the day of voting, as applicable and as communicated prior to the voting. The Executive Committee (or a duly designated sub-committee thereof) must ensure that the voting procedures and deadlines are clearly communicated to all members. The committee must also ensure that all votes are validated to be from voting-members only, and there is no duplication in voting by multiple means.
 9. If a physical presence based voting process has been chosen, the winning vote shall be considered as more than fifty percent of votes from the voting members **that are present at the meeting/voting scene**. If more than fifty percent of the votes are for the change, the change is approved. An absentee shall not be counted towards for or against. Only explicit for and against votes shall be considered for the result.
 10. If a non-physical presence based voting process has been chosen (such as electronic voting), the winning vote shall be considered as more than fifty percent of the votes from voting members **that have responded**. A non-response is disregarded. A 'No' response is valid and is counted against the change. If more than fifty percent of the vote-responses are for the change, change is approved.
 11. As explained earlier in this article VIII, the Preamble and Mission Statement and Articles I and II of the Bylaws shall not generally be amended unless deemed necessary and approved by a minimum of two-thirds of all voting members of the General Body. This means that the total number of votes-for-change should be at least two thirds of the **entire General Body strength** regardless of the total number of respondents.
 12. The remainder Articles of the Bylaws can be amended by the voting process described thus far from paragraph 1 through paragraph 10.
 13. Amendments that pass the voting process are considered to be ratified, and will become effective starting the next Membership year, unless specifically stated otherwise with the proposal for amendment.

Article IX ACTIVITIES

General Activities

Apart from the activities listed under responsibilities of the Office Bearers (Article IV, Sec. V), the association may also engage in the following activities:

1. Sponsor movies, plays, songs and dances pertaining to the culture and heritage of Kannada and Karnataka.
2. Invite and honor artists and scholars of Karnataka origin or heritage.
3. Organize various contests such as, poetry recitation, story writing, essay writing, debates, rangoli, etc., related to the cultural and linguistic heritage of Kannada / Karnataka.
4. Organize trips, camps, sports activities or other social events involving members and their children.
5. Recognize academic and special achievements among children and members of the association.
6. Organize Kannada literature and Bhavageethe clubs.
7. Organize and maintain a Kannada book library for member's utilization.
8. Organize community and charitable work.
9. Organize fundraisers to help further the cause of the association and/or the Kannada community.

Invitation of Artists and Scholars of Karnataka

The Executive Committee of MKK shall make an earnest attempt to invite and arrange programs of artists and scholars whose work furthers the cultural and linguistic heritage of Kannada and Karnataka and are held in high esteem by Kannadigas.

Charity Fundraisers

1. Any member of the General Body may propose a fund raising project by MKK to help Kannadiga communities affected by natural disaster or for helping Kannadiga families in need. Such proposals must be presented to the Executive Committee, with proper justification. The project may be taken up only after due review and approval of the Executive Board.
2. A member from the Executive Board must be willing to take financial responsibility of the project including keeping record of funds raised, amount disbursed, and the method of disbursement. All MKK members should be updated with the status of the project and funds raised and disbursed.
3. All and only that portion of funds raised for a particular cause must be promptly disbursed to the cause for which it was collected. No portion of MKK revenues or funds collected from memberships, sponsorships or for any other purpose may be used towards contributions for other charitable purposes.

Article X COMPLAINTS REDRESSAL

Any voting member with at least 5 other voting-member signatories can register issues or lodge complaints about the association, with the Executive Committee and/or Advisory Board as appropriate. The EC and/or AB shall investigate the matter further and take appropriate action, communicating the same to the General Body.

Article XI DISSOLUTION

Section I: Agreement for Dissolution

For dissolving the association everyone on both the executive committee and the advisory board should be in complete agreement. A general body meeting should be held, with at least six weeks' notice to the present members as well as the previous year's members. The quorum for this meeting shall be fifty-one percent of all voting members. The association can be dissolved only with an approval of at least two-thirds of all members present at the meeting.

Section II: Disposal of assets upon dissolution

Upon dissolution of this association, the executive committee shall, after paying or making provision for the payment of all the liabilities of the association, dispose of all the assets of the association to Kannada Sahitya Parishat, Bangalore, Karnataka State, INDIA. In case the assets cannot be disposed of to Kannada Sahitya Parishat, Bangalore, Karnataka State, INDIA, all the assets of the association should be disposed of in such a manner, or to such organization or organizations organized or operated exclusively for educational or scientific purposes as shall at the time qualifying as a tax exempt organization under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Appendix – MKK Bylaws’ History

Date	Details	Done By	Comments
07/17/2016	The bylaws were ratified for the first time.	Dr. Sadananda Manoli, Dr. Thimmananda, Dr. Mysore Shivaram, Vinayak Dixit, Suresh Krishnaiah and Konda Reddy	Initial Draft
11/01/2016	The bylaws were finalized and approved.	Dr. Sadananda Manoli, Dr. Thimmananda, Dr. Mysore Shivaram, Vinayak Dixit, Suresh Krishnaiah and Konda Reddy	Final Version 1.0