

# American Institute of Tamil Language, Inc.

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## **ARTICLE I - OFFICE AND REGISTERED AGENT**

### Section 1: Principal Office

The principal office of the American Institute of Tamil Language, Inc., herein after called as the "Institute", shall be located in a place chosen by the Board of Directors.

### Section 2: Registered Office and Agent.

The Institute shall have and continuously maintain a registered office and a registered agent in Ohio, as required by the Ohio Nonprofit Corporation Act. The registered agent shall be either an individual resident of Ohio or a Institute authorized to transact business in Ohio.

## **ARTICLE II - PURPOSES**

The purposes for which the Institute is formed are as set forth in the Articles of Incorporation. The mission of the Institute is to - "To provide the best collaborative and progressive educational platform for learning Tamil as a second language".

## **ARTICLE III – MEMBERSHIP**

The Institute shall have no members.

## **ARTICLE IV - MANAGEMENT**

### Section 1: Board of Directors

There shall be a Board of Directors of the Institute, which shall supervise and control the business, property, and affairs of the Institute, except as otherwise expressly provided by law, the Articles of Incorporation of the Institute, or these Bylaws. In the event of an emergency, the Board may assume emergency powers such as, but not limited to, modifying lines of succession, and relocating offices.

The affairs of the Institute shall be managed by a "Board of Directors". The number of members in the Board of Directors shall always be an odd number but shall not exceed fifteen. The Board of Directors shall consist of (a) the Officers, (b) the immediate Past President, and (c) Directors. The members of the initial Board of Directors of the Institute shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected. Thereafter, the Board of Directors of the Institute shall be composed of no less than three (3) and no more than Fifteen (15) individuals. The number of members in the Board of Directors shall always be an

odd number. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

## Section 2: Officers

The Officers of the Institute shall be:

1. The President
2. The Secretary
3. The Treasurer

Any of the directors can assume the Officer role provided they have served the board for a minimum of two years.

## Section 3: Powers

There shall be a Board of Directors of the Institute, which shall supervise and control the business, property, and affairs of the Institute, except as otherwise expressly provided by law, the Articles of Incorporation of the Institute, or these Bylaws. In the event of an emergency, the Board may assume emergency powers such as, but not limited to, modifying lines of succession, and relocating offices.

## Section 4: Number and Qualifications

The members of the initial Board of Directors of the Institute shall be those individuals named in the Articles of Incorporation and shall serve until their successors are elected and qualified. Thereafter, the Board of Directors of the Institute shall be composed of no less than three (3) and no more than Fifteen (15) individuals. The number of directors may be decreased, but no decrease shall have the effect of shortening the term of any incumbent director.

## Section 4: Nomination, Election and Term of Office

Individuals will be recommended for positions on the Board of Directors of the Institute. Upon recommendation, the President will seek a vote at the regular monthly meeting. A unanimous decision is required to induct the individual into the Board.

Directors will take office on the first day of the month following their election or upon the regular expiration of the term for that position, whichever is earlier.

Each director shall hold office for a term of three (3) years.

No director shall serve more than five (5) consecutive terms nor more than ten (10) terms total.

## Section 5: Resignation

Any director may resign at any time by giving written notice to the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board.

## Section 6. Removal

Any director may be removed from such office, with or without cause, by a two thirds vote of all of the directors then in office at any regular or special meeting of the Board called expressly for that purpose.

## Section 7: Vacancies

The President American Institute of Tamil Language (herein after called AITL) shall nominate a candidate to fill any vacancy. A nomination will be reviewed by the AITL Board in their next scheduled meeting or via email if the next meeting is more than four weeks away. A new director will take office immediately upon approval and shall serve until the regular expiration of the term for that position.

## Section 8: Regular Meetings

A regular annual meeting of the Board of Directors of the Institute shall be held once in two (2) months. At such time, day and place as shall be designated by the Board of Directors.

## Section 9: Special Meetings

Special meetings of the Board of Directors may be called at the direction of the President or by a majority of the voting directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

## Section 10: Notice

Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least 1 day previous to the meeting and in the manner set forth in Section 2 of Article VII. The purpose for which a special meeting is called shall be stated in the notice. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance and participation at a meeting without objection to notice shall also constitute a waiver of notice.

## Section 11: Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

### Section 12: Manner of Acting

Except as otherwise expressly required by law, the Articles of Incorporation of the Institute, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote. Voting by proxy shall not be permitted.

### Section 13: Unanimous Written Consent In Lieu of a Meeting

The Board may take action without a meeting if written consent via email to the action by all of the directors.

### Section 14: Virtual Meeting

Any one or more directors may participate in a meeting of the Board of Directors by means of a conference call or similar telecommunications services, which allows all persons participating in the meeting to hear each other. Participation by virtual meeting shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

## **ARTICLE V – DUTIES OF OFFICERS**

### SECTION 1: President

The President shall:

- Preside at the meetings of the Institute and of the Board of Directors.
- Enforce the provisions of the Articles of Incorporation, the Bylaws, and the rules and regulations of the Institute.
- Call for special meetings of the Board of Directors.
- Appoint special committees to assist him/her in the execution of his/her duties.
- Exercise all other functions as the Chief Executive of the Institute.

### SECTION 2: Treasurer

The Treasurer, in collaboration with the Secretary, shall:

- Collect all monies that are due to the Institute.
- Deposit all monies received in a bank or a trust company approved by the Board of Directors;
- Pay all taxes, interest, and amortization on debt owed by the Institute in the order mentioned.
- Pay all bills contracted by the Institute or its authorized representative.  
Disbursements in excess of the limit for contingent expenses require ratification by the Board of Directors.

- Make other disbursements as directed and approved by the Board of Directors.
- Keep accurate record of all receipts and disbursements.

### SECTION 3: Secretary

The Secretary shall:

- Keep minutes of each meeting of the Institute and of the Board of Directors.
- Maintain the records of the Institute.
- Provide for the safekeeping of the corporate seal, if any.
- Notify each member of the meeting of the Institute as required by the Constitution and the Bylaws.
- Notify each member of the Board of Directors of regular and special meetings as required by the Constitution and Bylaws
- Carry on the general correspondence and activities of the Institute.

## **ARTICLE VI - COMMITTEES**

Section 1. Standing Committees. The Board of Directors, by resolution adopted by a majority of the directors then in office may designate and appoint one or more standing committees, each consisting of two or more individuals. The committees shall have and exercise the authority of the Board of Directors in the governance of the Institute. However, no committee shall have any voting power or the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Institute.

## **ARTICLE VII - MISCELLANEOUS PROVISIONS**

### Section 1: Fiscal Year

The fiscal year of the Institute shall be January 1 through December 31.

### Section 2: Notice

Whenever under the provisions of these Bylaws notice is required to be given to a director, officer, or committee member, such notice shall be given in writing by first-class mail or overnight delivery service with postage prepaid to such person at his or her address or email address as it appears on the records of the Institute. Such notice shall be deemed to have been given when deposited in the mail or the delivery service. Notice may also be given by electronic mail, or hand delivery, and will be deemed given when received.

### Section 3: Non-Discriminatory Policy

AITL is an equal opportunity organization and will not allow discrimination based upon age, ethnicity, ancestry, gender, national origin, disability, race, size, religion, sexual orientation, socioeconomic background, or any other status prohibited by applicable law.

### Section 4: Conflict of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Institute to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

## **ARTICLE VIII - INDEMNIFICATION**

Unless otherwise prohibited by law, the Institute shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee.

However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Institute for damages arising out of his or her own gross negligence in the performance of a duty to the Institute.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. The Institute may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee.

However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors shall authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by her/her which arises out of



such person's status as a director, officer, employee, or agent, whether or not the Institute would have the power to indemnify the person against that liability under law.

## **ARTICLE IX - AMENDMENTS TO BYLAWS**

These Bylaws may be amended or new Bylaws adopted upon the affirmative vote of two-thirds of all the directors then in office at any regular or special meeting of the Board. The notice of the meeting shall set forth a summary of the proposed amendments.

## **ARTICLE X - PARLIAMENTARY AUTHORITY**

The rules contained in Roberts' Rules of Order Newly Revised shall govern all meetings in all cases in which they are not inconsistent or in conflict with these Bylaws.

## **ARTICLE XI – DISSOLUTION**

Upon the dissolution of the Institute, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Institute, shall dispose of all of the remaining assets of the Institute exclusively to the service of Tamil Language to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue statute, as the board shall determine.