



The Constitution

Preamble

Sangeetha is a not-for-profit society with a mission to promote classical music of India in the county of St Louis, State of Missouri, particularly through presentation of high quality classical music concerts by India's recognized and internationally acclaimed artistes and emerging artistes of exceptional talent. "Sangeetha" give unto ourselves this revised constitution that became effective the 22nd Day of May 2018. The revision to the Constitution and By-laws are made in May 22nd, 2018 following federal and state regulations.

Accompanying this Constitution is a set of By-Laws, which, together with this Constitution, shall determine the principles and practice by which the society shall be governed and operated. When adopted by the General Body, this revised Constitution and the By-Laws shall supersede and render null the original Constitution adopted as of September 24, 1984 and all amendments to it. However, all decisions made and contracts and agreements entered into by the Association previously shall remain valid unless they are repugnant to the Constitution prevailing at the time those were made. Furthermore, all persons who are members of Sangeetha at the time of adoption of this revised Constitution shall continue to remain as members in their respective categories, and both the Board of Trustees and the Executive committee in office shall continue in their respective capacities to the end of their respective terms.



Charter of Sangeetha

Article I - Name and Place of Business:

The name of this nonprofit organization shall be SANGEETHA. The principal place of transacting its business shall be in the county of St. Louis, State of Missouri. It has been determined by the Internal Revenue Service that the organization is exempt from Federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c) (3).

Article II - Purpose

1. The purpose of the nonprofit organization shall be to foster in the residents of St. Louis metropolitan area, an understanding and appreciation of the classical music of India.
2. This nonprofit organization shall sponsor concerts, lectures, demonstrations and workshops by musicians well-versed in classical music of India. The nonprofit organization shall also provide any other services required to further the above stated purpose of the organization.
3. To carry out the foregoing purpose, this organization shall have the right to enter into contracts, including leases, to receive, hold, use, disburse and dispose of all money and property of every name and nature, donated, bequeathed, devised, conveyed or transferred to it, and to do and perform any and all acts necessary or incidental to the achievement of the stated purpose of the organization.
4. The nonprofit organization shall not be operated for profit nor shall any of its funds be distributed in the form of a dividend or other distribution to any member, office-holder or Director, nor be donated to an organization or an organization organized for pecuniary profits.
5. The nonprofit organization shall not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office. The nonprofit organization shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the organization.
6. The organization's purposes are limited to charitable and educational activities within the meaning of Section 501 (c) (3) of the Internal Revenue Code.
7. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, members of the board of trustees, members of the Executive committee or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered.



8. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501 (c) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law or (b) by an organization contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article III - Dissolution

1. The nonprofit organization may be dissolved by a majority vote of the membership. The Board of Trustees shall pass a resolution recommending such dissolution and shall convene a special meeting of the membership for voting upon the recommendation.
2. Upon the dissolution of the organization, the Board of Trustees shall after paying or making provisions for the payment of all of the liabilities of the organization, dispose of all the assets of the organization exclusively for the purpose of the organization in such a manner, or to such organization or organizations organize and operate exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United states Internal Revenue Law, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.



In witness whereof, we have subscribed our names this 22nd day of May, 2018.

State of Missouri

County of St. Louis

Ravi Natarajan – Chair Person, Board of Trustees

M. K. Sateesha - Member Board of Trustees

David J Griesedieck - Member, Board of Trustees

Balachandran Anantharama - Member, Board of Trustees



By-Laws of Sangeetha

Article I - Membership

1. Membership in this nonprofit organization shall be open to any individual or family subscribing to the purposes of this organization upon payment of annual membership subscription dues.
2. There shall be two types of memberships: (a) Individual membership shall be available to any person, (b) Family membership shall be available to families. Family is defined as husband, wife, dependent parents and dependent children. A new amendment to the constitution pertaining to Life membership was formally adopted by the general body unanimously in 1988. Life membership donation was fixed at ten times the then annual family membership. It was a need of the organization in 1988 for securing the organization financially. At present this is not an avenue for raising funds for the organization, but donations under “Friend of Sangeetha” is always welcome.
3. The Board of Trustees may, from time to time, authorize honorary membership or other classes of membership, to be determined by the Board of Trustees.
4. Annual membership dues in this organization shall be fixed from time to time by appropriate resolution at any meeting of the membership by a majority vote and upon recommendation by Executive committee to the Board of Trustees. The Board of Trustees may prescribe changes in the dues and such dues as changed shall be effective until changed or altered by a majority vote of the members or subsequent resolution of the Board of Trustees. All membership subscriptions /donations paid shall be non - refundable.
5. The Executive committee shall at all times maintain an updated list of the Organization’s membership at all times and pass on the current list of membership to the new Executive team at the start of their term. This database shall be maintained by the Treasurer of the Organization.
6. A member may be suspended or expelled from the organization for cause by a two-third majority vote of the Executive committee. The member thus suspended may, however, appeal the decision to the Board of Trustees, who may upon appropriate presentation of views, confirm, modify or revoke the decision of the Executive committee.



Article II - Board of Trustees

1. The Board shall consist of those elected by the membership at the annual meeting. Their term shall be for three years to be renewed by a majority vote. The minimum number of the Board of Trustees shall be 4 and the maximum shall be limited to 7.
2. The unexpired term of a Trustee shall be filled by appointment by the Chairperson of the Board of Trustees of the non-profit organization.
3. Any person, who is a member in good standing of the organization and has served a full three-year term as a member of the Executive committee, is eligible to be a candidate for election to the Board of Trustees. Trustees should be free of any conflict of interest. Members of the Board shall not hold positions in other organizations whose primary activities are related to promoting classical music of India and other related performing arts in North America. All members of the Board of Trustees are expected to disclose any actual or perceived conflict of interest. ‘Conflict of Interest’ as herein mentioned refers to an individual who wields decision making powers or exerts significant influence over the decisions made by others in any other cultural organization whose mission is in direct competition of Sangeetha or competes for resources including funds, donations, sponsorships and membership with Sangeetha. Such individuals cannot be a member of the Board of Trustees. Periodic ongoing review of the conflict of interest policy and any change in circumstance to the conflict of interest of individuals on the Board will be conducted. There is a Conflict of Interest policy created for Sangeetha and included in the Addendum.
4. Any trustee having more than three consecutive unexcused absences from Trustee meetings shall be automatically removed from the Board and the unexpired term filled by the Board of Trustees after he is notified of the impending action.
5. The Board is responsible for providing leadership in mobilizing, managing and exploring the resources for the continued activity and growth of the organization, and will serve as advisors to the Executive committee and the Election Commission.
6. The Board is ultimately accountable for the assets of the Organization, and will have access to all records, documents, assets (tangible and intangible), properties and investments of the Organization. The tangible assets could be - Membership annual subscriptions, CDs,(if any), Cash and Bank Balances, Recordings of concerts of the organization, Website and Social Media sites of the



organization and other promotional material created over time to name a few. Intangible assets will include brand image of the organization built over the years of service in serving the mission of the organization and relationships developed by successive governing bodies of the organization with the Grant agencies, fellow community organizations, other performing arts organizations locally and across the globe and also the relationships nurtured with the performing world renowned artistes who have been invited/contracted by the organization to perform classical music of India over the years.

7. The Board is vested with the authority to interpret the constitution and by-laws and to arbitrate in cases of dispute.
8. In cases of serious complaints, the Board will act as ombudsmen between the membership of the Organization and its Executive committee, Election Commission and other committees.
9. The Board shall appoint an honorary auditor to review the financial affairs of the Organization and to report to it, if needed.
10. The Board will nominate its own chairperson from its membership. The term of office shall be for three years. The chairperson may be re-elected for further three-year term.
11. The Board will meet minimum 2 times in a given fiscal year to review all aspects of the Organization functioning. The Chairperson will invite the President of the Executive committee to participate in these Board meetings to ensure seamless operations of the Organization.



Article III - Executive committee

1. The Executive committee shall be responsible for the day-to-day operations of the Organization. The Executive committee shall be comprised of a President, a Vice-President, a General Secretary, a Treasurer, and five other members three of whom will be elected by the General Body of the Organization and two members who will be nominated by the elected Executive committee. The offices of President, Vice-President, General Secretary and Treasurer can be held only by the elected members of the Executive committee. Their term shall be for three years to be renewed by a majority vote.
2. Executive committee officers/members shall be free of any conflict of interest. Executive committee officers/members elect shall not have any interests or hold any positions in other organizations whose primary activities are related to promoting classical music of India and other related performing arts in North America. All members of the Executive committee are expected to disclose any actual or perceived conflict of interest. ‘Conflict of Interest’ as herein mentioned refers to an individual who wields decision making powers or exerts significant influence over the decisions made by others in any other cultural organization whose mission is in direct competition of Sangeetha or competes for resources including funds, donations, sponsorships and membership with Sangeetha. Such individuals cannot be a member of the Executive Committee. Periodic ongoing review of the conflict of interest policy and any change in circumstance to the conflict of interest of individuals on the Executive committee will be conducted. There is a Conflict of Interest policy created for Sangeetha and included in the Addendum.
3. The PRESIDENT shall be the chief executive officer of the Organization and subject to the decisions and policies of the Executive committee. He/she shall conduct the affairs of the Organization in accordance with the Constitution and By-Laws of the Organization. He/she shall preside over the General Body meetings and the Executive committee meetings. The President is the single signatory authority representing the Organization for the Grant agencies. The President shall be accountable to ensure Executive Committee meetings, Annual General Body meetings, meetings pertaining to Elections of new Executive committee, Annual reports, periodic submissions on due dates to Grant agencies of Applications, Reports, Invoices and all such important tasks are handled with support of the General Secretary and The Treasurer.



The President shall coordinate with the Board for keeping the Board updated on all events and activities of the Organizations on a periodic basis.

The President will also coordinate and communicate with the external agencies such as performing artistes, performing venues coordination for ensuring during his term all concerts/events are well planned and executed. The President could delegate some of the tasks as required and leverage the strengths of the whole team he/she has as part of the Executive committee. The President also shall ensure effective promotion of the events and collaboration for enhanced community outreach is managed.

4. The VICE-PRESIDENT, in the absence or in the event of disability of the President, shall perform the duties and exercise the powers of the President. He/she shall also perform such other duties as may be assigned by the Executive committee from time to time. The Vice- President shall support the President and the Executive team as required. The Vice President could be delegated tasks such as venue confirmations, performing artistes coordination and managing event day logistics for a smooth and organized event.
5. The GENERAL SECRETARY shall be the custodian of the records and all documents of the organization. He/she shall arrange for the meetings of the Executive committee and the General Body as set forth in these By-Laws. He/she shall perform all such duties as may be assigned to him/her by the Executive committee. The General Secretary shall be responsible for Grant agencies Applications completion and Reports filing in a timely manner with the support and co-ordination of the President and Treasurer. The General Secretary shall also ensure the Executive committee meetings are scheduled and conducted and meeting notes/decisions minutes prepared and circulated in a timely manner with the team and also the Board. The General Secretary shall also be responsible for supporting any coordination and logistics support required by the team for a smooth and efficient conduct of all events. The General Secretary shall work very closely with the President and the Treasurer and other team members for effective functioning of the organization.



6. The TREASURER shall maintain the financial records of the Organization. The Treasurer shall maintain the financial records of the organization. He/she shall be responsible for all financial matters, including the collection of dues, the maintenance of the bank accounts, and the filing of tax returns or other documents as authorized by the Executive committee. An annual budget based on financial position as of July 1 of the Fiscal year shall be submitted by the Treasurer to the President and Executive committee for annual planning of fiscal year events. Financial reporting will be done at the end of each concert/event and presented to the Executive committee. Annual Financial report also will be prepared and submitted to the President of the Executive committee for presenting to the Board and General Body.

This Annual Financial report also will be used by the President and Secretary for the Grant applications.

The Treasurer along with the President is authorized to sign checks on behalf of the not for profit organization.

The Treasurer shall maintain an updated database of members for the organization and keep the database current at all times. He/she shall perform also such other duties as assigned by the Executive committee.

7. The Executive committee shall be accountable to the Board of Trustees. The President will represent the Executive committee in all Board meetings and the absence of the President the Vice President will attend. In the absence of President and Vice President, the Executive committee shall nominate a member from Executive committee to attend the Board Meeting on exception basis.



Article IV - Executive Committee meetings

1. The quorum for the Executive committee meetings shall be majority, and decisions shall be made by a simple majority of members present. The General Secretary, in consultation with the President, shall arrange the meetings of the Executive committee. If at least five Executive committee members request a meeting to discuss a specific topic, it shall be arranged within seven days from the date of such request.
2. The General Secretary, in consultation with the President, shall prepare an agenda for the meeting and inform the members of the Executive committee about the agenda in advance, as far as is practicable. The members shall give notice of the topics they want included in the agenda. The President shall, however, at his/her discretion, allot suitable time for discussion of each item on the agenda.
3. If an Executive committee member is absent from two consecutive meetings of the Committee without sufficient reason, the President may ask for an explanation and the explanation will be discussed at the following Executive committee meeting. If it is found unsatisfactory, the Executive committee may seek the resignation of such member. If such resignation is not forthcoming, the Executive committee will refer the matter to the Board of Trustees, whose decision shall be final and binding.
4. The minutes of the Executive committee meetings shall be recorded by the General Secretary in an appropriate manner and they should be read, rectified and approved at the beginning of the following meeting. The minutes shall be preserved by the General Secretary for future reference and should be made available to any member of the Executive committee on request. All records of the Organization shall be handed over to the new officers when they assume office.
5. Minimum three Executive committee meetings in a given fiscal year is recommended to ensure each season events are planned well and end of the fiscal year report to the General Body is also well prepared by the Executive committee.
6. For these three meetings, it is good practice to invite the Board of Trustees to attend for their updates.



Article V – Sub- committees or Advisory committees and their membership

1. Certain sub-committees or advisory committees shall be formed for decentralization of the executive powers and responsibilities, for involving more members of the Organization in its activities, and for more efficient functioning of the organization. The names, the number, the membership and functions of the sub-committees or advisory committees shall be decided by the Executive committee from time to time. For example, there could be a Fund Raiser Sub- committee or a Community outreach Sub – committee.
2. Executive committee shall appoint one or more of its members as the Chairperson of each sub-committee or advisory committee. The President shall be an ex-officio member of all sub-committees or advisory committees and shall exercise a casting vote, if and when necessary, in the meetings of the sub-committees or advisory committees.
3. The sub-committees or advisory committees shall refer all major programs for the approval of the Executive committee before actually conducting the program. Each sub-committee or advisory committee will operate within the budget approved by the Executive committee for its program.
4. The quorum for the meetings of the sub-committee shall be two-third of the membership of the respective sub-committees or advisory committees.



Article VI – Finances and Operations

1. The financial affairs of the organization including book-keeping, bank accounts, investments and other matters shall be conducted in strict business like fashion and in the highest traditions of the financial and accounting professions.
2. The Board shall have control over the finances, assets and investments of the organization. Operating funds shall be allocated to the Executive committee, which shall also will have control over the membership fees received from members every year.
3. The bank account for operating funds including membership fees shall be jointly operated by the President and the Treasurer. However, the Treasurer will operate the operating funds bank account (checking account) in the normal course of events.
4. All financial receipts shall be deposited with a local bank within seven days of receipt. All checks from the operating funds account shall be signed by either the President or the Treasurer. Keeping pace with available technologies of a digital world, The President/Treasurer could also choose to use the designated bank mobile app to do deposits of checks received to save time. It also automatically generates email receipt trail from the bank. Similarly, payments receipts that come in through Pay Pal account or credit card payments received through Square or Clover credit card processing solutions or other digital payment wallets such as Google pay, Apple pay and Venmo etc.- all can be used by the organization as methods to collect payment receipts. It will help to maintain copies of all checks received for organization's records and also monthly bank statements downloaded from the secured designated bank site by the Treasurer/President.
5. The details about the nature of the operating funds account, the bank transactions, etc., shall be reviewed from time to time by the Executive committee and as a minimum after every music season.
6. The Treasurer shall prepare per music season and annual reports on the accounts of the Organization. The reports shall be presented to the Executive committee for review. The annual reports shall be made available to the general membership during the annual general meetings at the end of each fiscal year.
7. An honorary auditor, who is not a member of the incumbent Executive committee, shall be appointed by the Board if needed. He/she may inspect all financial records and documents and shall bring any financial improprieties to the notice of the Board for its judgement and action.



8. **Fiscal Year:** The fiscal year of the Organization shall start on July 1 and end as of June 30, each year.
9. **Annual Budgets:** At the start of the Fiscal year each year (July 1) the Treasurer should prepare an Annual budget based on closing bank balance. Also a statement of annual membership dues outstanding as of July 1 and Grants allocated from granting agencies and any other pledges in the form of “Friends of Sangeetha” to be included for final cash position. Any expenses provisioned for the year such as Website maintenance, Third Party liability Insurance premium etc. to be provided for against Cash for Expense management to arrive at available cash for planning events for the year ahead. The Budget needs to be revisited as of Jan 1 of the fiscal year for any course corrections as required due to income and expense imbalance, if any.
10. **Annual Filing Requirements for Nonprofits** - Almost all charitable nonprofits that are recognized as tax-exempt by the IRS are required to file an annual report with the IRS, known as the “Form 990”. Small nonprofits with annual receipts of \$50,000 or LESS may use the IRS Form 990-N (“postcard”) to submit an annual report to the IRS. The Treasurer shall ensure this if filed every year within 4 -5 months of fiscal year end as of June 30.
11. **Grant Agencies Filings:** Sangeetha from time to time will apply for different Grants for Performing Arts Organizations such as Regional Arts Commission, Missouri Arts Council and more. The Executive committee shall diligently complete all Grant applications and related half yearly, annual reports and Invoices for Grant funds in a very timely and professional manner.



Article VII – Elections of Officers of the Organization

(Board Members and Executive committee)

1. An Election commission, comprising of two members of the Organization, shall be appointed by the Board for the purpose of conducting the elections. The Board will commission the office of the election commission 45-60 days prior to elections. One of these two shall be designated Chief Election Commissioner.
2. The Election commission members will not be holding any office in the Board and Executive committee when they are nominated by the Board nor will be eligible for nomination to the Board or Executive committee during elections.
3. Prior to completion of the three year term of the Board and Executive committee a General Body Meeting shall be called by the President in consultation with the Board for electing the members of the Executive committee and Board , as necessary for the following term of office.
4. Election commission shall preside over the General Body meeting called for the purpose of electing the Executive committee and Board members. For the purpose of conducting elections, it will seek such assistance as is necessary from the Executive committee and Board and the Executive committee and Board shall extend all such assistance for the purpose. The Election Commission shall hear any disputes pertaining to the elections and its decision shall be final and binding in such disputes.
5. The notice for conducting elections shall be given by the Election Commission, in consultation with the President of the Executive committee and Chair Person of the Board of Trustees at least thirty days before the scheduled date of elections. The Chief Election Commissioner shall act as Returning and Presiding Officer for the conduct of the elections. The Election Commission shall exercise its discretion in setting a last date for receiving the nominations from the contestants and in all matters pertaining to the elections. Election of members of the Board of Trustees, members of the Executive committee including President, Vice President, General Secretary and Treasurer shall be simple majority of members present at the general body meeting.



6. Before the name of any nominee may be placed upon the ballot, or submitted to the membership to be voted upon, his/her written consent to serve if elected, must be furnished to the Election Commission. The nominee needs to be seconded by a member in good standing of the Organization.
 - a. Members running for nomination/election to the Executive committee or as officers of the Organization shall have been members in good standing of the Organization for at least one year prior to the election.
 - b. Member running for nomination/election to the Executive committee/Board shall have proven experience in community service and good interest/appreciation for Indian classical music.
 - c. Member running for election to the Executive committee and Board of Trustees or as Officers of the Organization will not be involved directly or indirectly with other music and performing arts organizations in North America .This is conflict of interest and impedes sharing of confidential information and Assets of Sangeetha built over the years of service to classical Indian music. All members of the Board of Trustees and Executive committee are expected to disclose any actual or perceived conflict of interest. ‘Conflict of Interest’ as herein mentioned refers to an individual who wields decision making powers or exerts significant influence over the decisions made by others in any other cultural organization whose mission is in direct competition of Sangeetha or competes for resources including funds, donations, sponsorships and membership with Sangeetha. Such individuals cannot be a member of the Board of Trustees and Executive committee. Periodic ongoing review of the conflict of interest policy and any change in circumstance to the conflict of interest of individuals on the Board and Executive committee will be conducted. There is a Conflict of Interest policy created for Sangeetha and included in the Addendum.



7. The Election Commission shall validate the nominations received that it meets all guidelines for eligibility to be elected to the Board or Executive committee. If there are any nominations that does not fulfill the eligibility guidelines as set in this By Laws and Constitution, the same shall be intimated to the concerned member with valid reason for rejection of the nomination in writing. The same shall be also communicated to the Chair Person of the Board of Trustees.
8. The President's whose term comes to an end, automatically earns a seat in the Board of Trustees, unless he/she wishes to serve the Executive committee in any other office bearer capacity.
9. Individual membership shall entitle the member to one vote, and family membership to two votes in the affairs of the organization. For purposes of counting members to determine quorum, signing petitions and other matters relating to the organization, an individual member shall be counted as one member and family member as two members.



Article VIII - General Body Meetings

1. The quorum for a general body meeting shall consist of 15% of the members. The members shall be informed by the President about the place and time of the general body meetings at least thirty days before the scheduled day of the meeting. The information may be given in the form of an email to all members. The Organization makes every attempt to maintain up to date email ids of all its members at all times.
2. The purpose of the meeting shall be specified in the communication from the President. Any member may have a subject included in the discussion agenda of the next general body meeting by notifying the Executive committee, in writing fifteen days before the meeting date. If the Executive committee does not wish to have the subject discussed, it must immediately notify the member concerned. Then the member may have a petition signed by at least 10% of the membership which, when submitted to the Executive committee, will make it mandatory to include the subject in the agenda.
3. The members shall have the right to ask questions seeking pertinent information. Such information, if available shall be furnished by the Executive committee in the general body meeting. Otherwise, it shall be furnished in writing to the members concerned within thirty days after the general body meeting.
4. The Presiding Officer in a general body meeting shall maintain the decorum of the meetings as befits the dignity of the Organization. In case of disruption by any member, or group of members, he/she or they may be suspended for the duration of the meeting. If necessary, the meeting may also be adjourned. The Presiding Officer shall, however, respect the rights of the members to ask questions and present their points of view within the constraints of time and the urgency of the matter. If necessary, an appropriate time may be especially assigned to the member for the presentation of his/her view.



Article IX - Resignations

1. In case the President wishes to resign, he/she shall address a letter to the Chairperson, Board of Trustees of the Organization. In cases of other officers or members of the Executive committee, such letters of resignation shall be addressed to the President, who shall present it at the next meeting of the Executive committee for suitable action and acceptance.
2. In case the entire Executive committee wants to resign, separate letters of resignation shall be addressed to the Chair Person, Board of Trustees, and the Board of Trustees shall act as set forth in these by-laws.

Article X - Filling vacancies in middle of the elected officers terms

1. In cases of vacancies due to disability, resignation, or leaving the St. Louis area, during the 3 year term of an Executive committee the following rules of filling the vacancies shall apply: The Vice-President shall become the President, in case the presidency falls vacant during the elected term of the President, and a Vice-President shall be appointed by the Executive committee from among the elected members of the Executive committee. In case of vacancies of other offices, the President shall assume the responsibilities temporarily, until at the next meeting of the Executive committee new officers are elected to fill the vacancies from among the elected members of the Executive committee. No more than two new members shall be nominated by the Executive committee to bring its membership again to nine members.



Article XI - No Confidence Motion

1. Notice of no-confidence motions against the Board of Trustees, the Executive committee or any of their members shall be given to the Election Commission at least fifteen days before the scheduled date of the general body meeting. In case there is no such meeting scheduled, signed petitions for calling a general body meeting specifically for the purpose of discussing the motion of no-confidence in the entire Board of Trustees, the Executive committee or any of their members may be addressed to the Election Commission, with a copy to the Chairman of the Board of Trustees, the President and the member(s) against whom the no-confidence motion is moved. If the Election Commission is satisfied that there are valid signatures of at least 25% of the membership of the Organization on the petition, it shall instruct the executive Committee to call a general body meeting within thirty days for discussing the motion of no-confidence. Once such a motion is passed by a two-thirds majority of the members present in the general body meeting, the Board of Trustees, the Executive committee or the member(s) against whom the no-confidence motion is passed, shall be obliged to resign within seven days and hand over all documents and records of the Organization to the Election Commission. In the event of a successful vote of no-confidence against the entire Board of Trustees, the Executive committee shall appoint the new Board of Trustees.

Article XII - Amendments

1. These By-Laws may be amended by no less than a two-third vote of the Board of Trustees, provided that written notice of the proposed amendments be given at the meeting at which the same is to be considered and at the last previous meeting.



In witness whereof, we have subscribed our names this 22nd day of May 2018.

State of Missouri

County of St. Louis

Ravi Natarajan – Chair Person, Board of Trustees

M. K. Sateesha - Member Board of Trustees

David J Griesedieck - Member, Board of Trustees

Balachandran Anantharama - Member, Board of Trustees



Addendum to the By Laws

Conflict of Interest – Policy Statement

All members of the Executive Committee and the Board of Trustees are expected to disclose any actual or perceived conflict of interest. Conflict of interest as herein mentioned refers to an individual who wields decision making powers or exerts significant influence over the decisions made by others in any other cultural organization whose mission is in direct competition of Sangeetha or competes for resources including funds, donations, sponsorships and membership with Sangeetha. Such individuals cannot be a member of the Executive Committee or the Board of Trustees. Periodic ongoing review of the conflict of interest policy and any change in circumstance to the conflict of interest of individuals on the Board will be conducted.

This conflict of interest policy is designed to help directors and officers of “**Sangeetha**” to identify situations that present potential conflicts of interest and to provide “**Sangeetha**” with a procedure that, if observed, will allow a transaction to be treated as valid and binding even though a director or officer has or may have a conflict of interest with respect to the transaction. In the event there is an inconsistency between the requirements and procedures prescribed herein and those in federal or state law, the law shall control. All capitalized terms are defined in Part 2 of this policy.

1. Conflict of Interest Defined.

For purposes of this policy, the following circumstances shall be deemed to create Conflicts of Interest:

1. Outside Interests.

1. An Agreement or Transaction between “**Sangeetha**” and a Responsible Person or Family Member.
2. An Agreement or Transaction between “**Sangeetha**” and an entity in which a Responsible Person or Family Member has a Material Financial Interest or of which such person is a director, officer, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative.

2. Outside Activities.

1. A Responsible Person competing with “**Sangeetha**” in the rendering of services or in any other Agreement or Transaction with a third party.
2. A Responsible Person’s having a Material Financial Interest in; or serving as a director, officer, employee, agent, partner, associate, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to; an entity



or individual that competes with “Sangeetha” in the provision of services or in any other Agreement or Transaction with a third party.

3. **Gifts, Gratuities and Entertainment.** A Responsible Person accepting gifts, entertainment, or other favors from any individual or entity that:
 1. does or is seeking to do business with, or is a competitor of “Sangeetha”; or
 2. has received, is receiving, or is seeking to receive a loan or grant, or to secure other financial commitments from “Sangeetha”.
 3. is a charitable organization and is registered as a Not- for Profit under the IRS code.
 4. under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Responsible Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value that are not related to any particular transaction or activity of “Sangeetha”.

2. **Definitions.**

- A “Conflict of Interest” is any circumstance described in Part 1 of this Policy.
 - A “Responsible Person” is any person serving as an officer, employee, or member of the board of directors of “Sangeetha”.
 - A “Family Member” is a spouse, domestic partner, parent, child, or spouse of a child, brother, sister, or spouse of a brother or sister, of a Responsible Person.
 - A “Material Financial Interest” in an entity is a financial interest of any kind that, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect a Responsible Person’s or Family Member’s judgment with respect to transactions to which the entity is a party. This includes all forms of compensation. (The board may wish to establish an amount that it would consider to be a “material financial interest.”)
 - An “Agreement or Transaction” is any agreement or relationship involving the sale or purchase of goods, services, or rights of any kind, the providing or receipt of a loan or grant, or the establishment of any other type of pecuniary relationship by “Sangeetha”. The making of a gift to “Sangeetha” is not an Agreement or Transaction within the meaning of this document.
3. **Confidentiality.** Each director, officer and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of “Sangeetha”. Furthermore, directors, officers and volunteers shall not disclose or use information relating to the business of “Sangeetha” for their personal profit or advantage or the personal profit or advantage of their Family Member(s).



4. **Review of policy.**

- a. Each director, officer, employee and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.
- b. At the start of each new term, each trustee, officer and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to “Sangeetha”. Any such information regarding the business interests of a director, officer, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
- c. This policy shall be reviewed annually by each member of the Board of Trustees. Any changes to the policy shall be communicated to all officers and volunteers.



Conflict of Interest Disclosure Form

Date: _____

Name: _____

Position (Trustee/Executive Committee Member/Volunteer): _____

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between “**Sangeetha**” and your personal interests, financial or otherwise:

_____ I have no conflict of interest to report

_____ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

1. _____

2. _____

3. _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of “**Sangeetha**”.

Signature: _____

Date: _____

Citations:

The following Not for Profit Organizations - Performing Arts related and promoting classical music of India in North America were researched for their Constitution and By Laws:

- The Carnatic Music Association of North America, NY (CMANA)
- Sruti – The Indian Music and Dance Society
- The Indian Music Society, Houston, TX
- Carnatic Music Association of Indianapolis
- Sankritilaya, San Jose, CA

In addition particularly to address Conflict of Interest aspect the following documents were referred:

- Conflict of Interest Policy – Compass Point
- DC Bar Pro Bono Center – Conflict of Interest Policies
- Conflict of Interest – Board Room
- Not for Profit Risk Management Center
- Council of Non Profits
- Board Source
- American Institute of Certified Public Accountants (AICPA)
- Form 1023 – IRS



This Constitution and The By- Laws amendments are reviewed, edited updated and approved by the Board of Trustees and Executive Committee on board for the fiscal year July 1, 2017 to June 30, 2018.