

BYLAWS
OF
WI TAMIL SANGAM, INC.

ARTICLE I. THE CORPORATION.

Section 1.1. Authority. WI Tamil Sangam, Inc. (the "Corporation") is a nonstock corporation organized under the laws of the State of Wisconsin. The Corporation shall have all the authority necessary to achieve its purposes and, to the extent consistent with the Articles of Incorporation, shall be permitted to do all things that can be done by a not-for-profit, nonstock corporation organized under the laws of the State of Wisconsin.

Section 1.2. Corporate Offices. The Corporation shall have and continuously maintain in this State a principal office and a registered agent whose office address may be, but need not be, identical with such principal office. The Corporation may have other offices within or without the State of Wisconsin, as the board of directors may determine from time to time.

Section 1.3. Purposes. The Corporation is organized and shall be operated exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code"). More specifically, the Corporation shall engage in the following activities:

- (a) To cultivate, promote and foster the exchange of ideas and understanding between the Tamil speaking and other like-minded people;
- (b) To cultivate, promote, foster and develop the advancement of knowledge in Tamil language and literature;
- (c) To promote and foster the understanding and knowledge of Tamil culture, history and heritage;
- (d) To promote fellowship and to provide, organize and participate in cultural and social functions;
- (e) To work closely with other Tamil Sangams to further common interests;
- (f) To exist as a secular organization for all people irrespective of their nationality, country of origin and religious beliefs;

(g) To own, lease, sell, exchange or otherwise deal with all property, real and personal, tangible or intangible, to be used in furtherance of these purposes; and

(h) To engage in any and all lawful activities incidental, useful or necessary to the accomplishment of the above-referenced purposes.

ARTICLE II. MEMBERS.

Section 2.1. Membership.

(a) Classes of Membership. There shall be three (3) classes of membership: single, family or student. The family membership shall consist of husband and/or wife and includes children under the age of eighteen (18). The student membership shall be available to full-time students who are working towards a degree/diploma.

(b) Dues. The annual dues of the members of the Corporation shall be in such an amount as the board of directors may from time to time determine. Membership dues shall be due and payable in advance beginning on the anniversary of the date upon which dues are first paid by the member.

(c) Withdrawal. A member of the Corporation may withdraw at any time by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. For purposes of quorum requirements, all members who have not filed a written resignation will be counted towards quorum for the year in which the dues were paid.

(d) Suspension or Termination. Upon an affirmative vote of two-thirds of the directors then in office, the membership in the Corporation of any member may be suspended or terminated for any activity or behavior that the board of directors in its discretion may deem contrary to the best interests of the Corporation. In cases of suspension, the rights and obligations of the suspended member in respect to the Corporation shall automatically revert in such member at the expiration of the period of suspension specified in the suspension resolution.

(e) Reinstatement. Upon written request signed by a former member and filed with the secretary, the board of directors may, by the affirmative vote of two-thirds of the directors present at an annual or special meeting, reinstate such former member to membership upon such terms as the board of directors may deem appropriate, provided that a quorum of directors then in office is present at such meeting.

(f) Powers. The members shall have all powers and authority granted to members by these bylaws.

Section 2.2 Meetings, Notice; Quorum; Voting.

(a) Annual and Special Meeting. There shall be an annual meeting of the members at the office of the Corporation each year at other place and such other time as may be designated by the board of directors. The annual meeting of the members shall be for the purpose of electing the directors and officers and for the transaction of such other business as may come before the meeting. Special meetings of the members may be called by the president, a majority of the board of directors, or a group of eight (8) members of the Corporation.

(b) Notice and Waiver of Notice. Notice of the date, time, place and proposed agenda for any meeting shall be given when (i) sent by facsimile or other means of wire or wireless communication to the address or number of such member as it appears on the records of the Corporation, or (ii) deposited in the United States mail addressed to a member at his or her address as it appears on the records of the Corporation with postage thereon prepaid. Unless a different time shall be required by Chapter 181 of the Wisconsin Statutes, such notice shall be given to each member at least two (2) weeks prior thereto. The purpose of and the business to be transacted at any meeting of the members shall be specified in the notice of such meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends the meeting for the express purposes of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(c) Quorum. One-third (1/3rd) of the members in good standing shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting of the members, a majority of the members present at such meeting may adjourn the meeting without further notice.

(d) Voting by Members. Only members in good standing as of the date of the applicable meeting shall have the right to vote at that meeting. At each meeting of the members, each member in good standing shall be entitled to cast one (1) vote on matters presented to the membership for its approval. The act of the majority of the members at a meeting at which a quorum is present shall be the act of the membership, except to the extent that a greater proportion is required by law, the Articles of Incorporation or these Bylaws. Voting by proxy shall not be permitted.

Section 2.3. Informal Action by Members. Any action which may be taken at a meeting of the members also may be taken without a meeting if a consent in writing, setting for the action so taken, shall be signed by all the members then serving and entitled to vote with respect to the subject matter thereof. Any consent signed by all the members shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions (or successor agency) or with anyone else.

Section 2.4. Procedure at Meetings. The president, and in his or her absence, the vice president, and in his or her absence, any person chosen by the members present shall call the meeting of the members to order and shall act as chairperson of the meeting, and the secretary of the Corporation shall act as secretary of all meetings of the members, but, in the absence of the secretary, the presiding officer may appoint any other person to act as secretary of the meeting.

ARTICLE III. BOARD OF DIRECTORS.

Section 3.1. Composition, Election, Terms of Office, Vacancies, and General Powers.

(a) Composition; Qualifications. The business affairs of the Corporation shall be governed by a board of directors. The board shall consist of the officers of the Corporation and six (6) individuals who are also members of the Corporation. Each adult member who has been a member for at least one (1) year and is in good standing may be elected to serve as a member of the board of directors.

(b) Term of Office. All directors shall be elected by the members of the Corporation at the annual meeting of the members in classes of scattered two-year terms, so that no more than three (3) directors shall stand for election in any one year. All directors shall hold office until their successors have been elected and qualified. Directors may serve consecutive terms.

(c) Resignation and Removal. A director of the Corporation may resign at any time by filing a written resignation with the secretary.

(d) Vacancies. A vacancy on the board of directors, occurring other than by expiration of the director's term, shall be filled by appointment by the affirmative vote of a majority of the remaining directors of the Corporation for the unexpired portion of the director's term.

(e) General Powers. The board of directors shall have full power and authority to perform any and every lawful act deemed necessary or proper to carry out the purposes of the Corporation. The board of directors shall have the power to enact, maintain and enforce, and from time to time, amend, alter and repeal, all suitable lawful rules and regulations for the governance of the Corporation and perform other acts not inconsistent with law, these Bylaws, or the Articles of Incorporation.

Section 3.2. Committees and Positions; Returning Officer.

(a) The board of directors is empowered to establish such committees and positions as it shall deem appropriate for the conduct of the business of the Corporation. Each committee established by the board shall consist of three (3) or more directors elected by the board of directors. Each committee shall fix its own rules governing the conduct of its activities and shall make such reports to the board of directors of its activities as the board of directors may request.

(b) The Returning Officer shall be elected by the board of directors. The Returning Officer may not serve as either a member of the board of directors or an officer of the Corporation. The Returning Officer shall be responsible for managing the procedure to elect members to serve on the board of directors and as officers of the Corporation under the supervision and approval of the board of directors. Nominations for the board of directors and officers of the Corporation shall be submitted to the Returning Officer prior to the meeting during which an election shall occur and may also be made from the floor at such meeting.

Section 3.3. Meetings, Notice; Quorum; Voting.

(a) Annual, Regular and Special Meetings. There shall be an annual meeting of the board of directors immediately after and in the same location as the annual meeting of the members or at such place and at such time as may be designated by the president of the Corporation.

There shall be at least four (4) regular meetings of the board of directors at such places and at such times as may be designated by the President of the Corporation.

Special meetings of the board of directors may be called by the president or any two (2) directors then in office. The persons or persons authorized to call special meetings of the board of directors may fix any place as the place for holding any special meeting of the board of directors.

(b) Notice and Waiver of Notice. Notice of the date, time and place of any meeting shall be given when (i) sent by facsimile or other means of wire or wireless communication to the address or number of such director as it appears on the records of the Corporation, or (ii) deposited in the United States mail addressed to a director at his or her address as it appears on the records of the Corporation with postage thereon prepaid. Unless a different time shall be required by Chapter 181 of the Wisconsin Statutes, notice shall be provided at least two (2) weeks prior thereto. The purpose of and the business to be transacted at any meeting of the board of directors shall be specified in the notice of such meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends the meeting for the express purpose of objecting

to the transaction of any business because the meeting is not lawfully called or convened.

(c) Quorum. A simple majority of the board of directors shall constitute a quorum of the board, provided, however, that if less than a majority of the directors then in office are present at such meeting, a majority of the directors present at such meeting may adjourn the meeting from time to time without further notice.

(d) Voting. At each meeting of the board of directors, each director shall be entitled to cast one (1) vote on all matters presented to the board for its approval. The act of the majority of the directors at a meeting at which a quorum is present shall be the act of the board, except to the extent that a greater proportion is required by law, the Articles of Incorporation or these Bylaws. Voting by proxy shall not be permitted.

Section 3.4. Informal Action by Directors. Any action which may be taken at a meeting of the board of directors, or of any committee of the board of directors, also may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds ($2/3^{\text{rd}}$) of all the directors or committee members, then serving, entitled to vote with respect to the subject matter thereof, as the case may be. Any consent signed by two-thirds ($2/3^{\text{rd}}$) of all the directors or two-thirds ($2/3^{\text{rd}}$) of all the members of the committee shall have the same effect as a vote, and may be stated as such in any document filed with the Department of Financial Institutions or with anyone else.

Section 3.5. Procedure at Meetings. The president (if one is designated), or in the president's absence, the vice president, or in the vice president's absence, any director chosen by the directors present, shall call meetings of the board of directors to order and shall act as chair of the meeting. The president, and in the president's absence, the vice president, and in the vice president's absence, any director chosen by the directors present, shall call meetings of the board of directors to order and shall act as the presiding officer of such meetings. The presiding officer may appoint any director or other person to act as secretary of the meeting.

Section 3.6. Director Conflict of Interest.

(a) Each director shall disclose to the Board of Directors any duality of interest or possible conflict of interest whenever the duality or conflict of interest pertains to a matter considered by the Board of Directors.

(b) No contract or other transaction between this Corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or has a material financial interest shall be either void or voidable: (i) because of such relationship or interest, or (ii) because such director or directors are present at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such

contract or transaction, or (iii) because such director's or directors' votes are counted for such purpose; provided that:

(1) either:

(i) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(ii) the fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; and

(2) the contract or transaction is fair and reasonable to the Corporation.

Common or interested directors shall abstain from voting on the matter and may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

(c) The Board of Directors may adopt a separate Conflicts of Interest Policy. Such a Policy may include disclosure provisions which conform to Section 3.6(b) above. Alternatively, such a Policy may require greater disclosure than as required by Section 3.6(b) above, and in addition, may impose voting restrictions and/or establish strict criteria for Board approval of such contracts or transactions. In no event, however, shall a Conflicts of Interest Policy call for less disclosure and/or be less burdensome than as set forth in Section 3.6(b) above.

Section 3.7. Telephonic Meetings. Any action required or permitted by the Articles of Incorporation or bylaws of the Corporation or any provision of law to be taken by the board of directors or a committee of the board of directors at a meeting or by resolution may be taken in a meeting through the use of any means of communication by which (a) all participating directors may simultaneously hear each other during the meeting, or (b) all communication during the meeting is immediately transmitted to each participating director and each participating director is able to immediately send messages to all other participating directors. Correspondence by electronic mail, facsimile, or other electronic means shall conclusively be deemed to comply with this Section 3.7.

Section 3.8. Compensation. Directors shall not receive any stated salaries for their services as members of the board of directors. A director may be reimbursed for reasonable expenses incurred on behalf of the Corporation upon approval by the board of directors. Nothing contained herein shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

ARTICLE IV. OFFICERS.

Section 4.1. Selection, Term, Resignation and Removal of Officers.

(a) Officers; Qualifications. The officers of the Corporation shall consist of president, vice president, secretary, joint secretary, treasurer, and assistant treasurer. Any two or more offices may be held by the same person, except for the offices of president and secretary, or president and vice president. Each officer of the Corporation shall also serve as a member of the board of directors. Each adult member who has been a member for at least one (1) year and is in good standing may be elected to serve as an officer of the Corporation.

(b) Election. The officers of the Corporation shall be elected by the affirmative vote of a majority of the members present at each annual meeting of the members of the Corporation at which a quorum is present.

(c) Term of Office. Officers shall hold office for a term of two (2) years or until their successors shall be elected and qualified. An officer may not serve consecutive terms in the same office.

(d) Resignation and Removal. Any officer may resign at any time by filing a written resignation with the secretary. Any officer may be removed, with or without cause, by the affirmative vote of two-thirds (2/3rds) of the directors then in office.

(e) Vacancies. In case of a vacancy in any office, by resignation or for any other reason, the board of directors shall fill such vacancy for the unexpired portion of the term.

Section 4.2. Duties.

(a) President of the Board of Directors.

- (i) The president of the board of directors shall preside at all meetings of the board of directors;
- (ii) The president shall, with the approval of the board of directors, appoint members of all special committees as and when necessary;
- (iii) The president shall sign all documents in the name and on behalf of the Corporation;
- (iv) The president shall sign checks on behalf of the Corporation;

- (v) The president shall supervise the activities of the officers to ensure that all account books, reports, statements, minutes and other papers pertaining to the activities of the Corporation are properly kept and filed in accordance with the requirements;
- (vi) The president shall assume the duties of the secretary, joint-secretary and/or treasurer during their temporary absence; and
- (vii) The president shall enforce the Corporation's Articles of Incorporation and these Bylaws and shall have all of the responsibilities and shall exercise all of the authority that this office customarily requires to carry out the policies and the affairs of the Corporation.

(b) Vice President. The vice president shall exercise all the powers, authority and duties of the president during the absence or disability of the president and any duties which may be assigned from time to time by the president.

(c) Secretary.

(i) The secretary shall keep the minutes of all proceedings of the board of directors in books provided for that purpose, and shall keep the book of Bylaws, and such other books and papers as the board of directors may direct. The secretary shall attend to the giving and serving of notices of all meetings of the board of directors and otherwise. The secretary shall file any certificates required by any statute, Federal or State.

(ii) The secretary shall perform such additional duties connected with the operation of the Corporation customarily pertaining to the office of secretary and as directed by the president or the board of directors.

(d) Joint-Secretary. The joint-secretary shall send to all members notices of all meetings and functions held in the name of or on behalf of the Corporation. In addition, the joint-secretary shall arrange for places and reserve an auditorium for Corporate functions and shall perform all the duties of the secretary in its absence and shall perform any other duties assigned to it by the board of directors.

(e) Treasurer.

(i) The treasurer shall make, countersign and endorse in the name of the Corporation all checks, drafts, notes, and other orders for the

payment of money, under the direction of the board of directors. The treasurer is authorized to issue checks for expenses related to events organized by the Corporation if the amount is less than or equal to \$500 per line-item expense. If any expense is more than \$500, the treasurer can sign and issue checks only after the president and/or the board of directors approve of such expense. The approval by the president and/or the board of directors may be sought and provided by email;

(ii) The treasurer shall receive and deposit all funds of the Corporation in the depository institution or institutions selected by the board of directors;

(iii) The treasurer shall maintain books of accounts and records of receipts, disbursements and other financial transactions made by or on behalf of the Corporation in accordance with accounting principles approved by the board of directors and applicable federal/state law;

(iv) The treasurer shall comply with all federal, state and local filing requirements, including, but not limited to, filing the Corporation's IRS Form 990 with the Internal Revenue Service;

(v) The treasurer shall present an up-to-date financial report at the board of directors' meetings;

(vi) The treasurer shall send the year-end financial statements to all members, at least two (2) weeks in advance of the annual meeting of the members and present the same at the annual meeting of the members;

(vii) The treasurer shall present the financial statement within two (2) weeks whenever a request is made by a group consisting of at least one-third ($1/3^{\text{rd}}$) of the members in good standing as of the date of the request;

(viii) The treasurer shall establish and maintain a reserve fund with the annual balance and the reserve fund shall be used only with the approval of the members. The amount to be set-aside in the reserve fund shall be determined by the board of directors on an annual basis;

(ix) The treasurer shall assume charge of the duties of the vice president and joint-secretary during their temporary absence; and

(x) The treasurer shall perform such additional duties connected with the operation of the Corporation customarily pertaining to the office of treasurer and as directed by the president or the board of directors.

(f) Assistant Treasurer. The assistant treasurer shall assist the Treasurer and be responsible for discharging the duties of the Treasurer when the Treasurer is not able to serve the Corporation.

ARTICLE V. CORPORATE SEAL. The Corporation shall not have a corporate seal.

ARTICLE VI. INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS.

Section 6.1. Mandatory Indemnification. The Corporation shall to the maximum extent permitted under the Wisconsin nonstock corporation law, as amended, indemnify against liability and allow reasonable expenses of any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of or volunteered services to the Corporation; or is or was serving at the request of the Corporation as a director, officer, employee or agent of any committee or of any other corporation or enterprise unless liability was incurred because the director or officer breached or failed to perform a duty that he or she owes to the corporation and the breach or failure to perform constitutes any of the following:

- (a) A willful failure to deal fairly with the corporation or its members in connection with a matter in which the director or officer has a material conflict of interest;
- (b) A violation of the criminal law, unless the director or officer had reasonable cause to believe that his or her conduct was lawful or no reasonable cause to believe that his or her conduct was unlawful;
- (c) A transaction from which the director or officer derived an improper personal profit or benefit;
- (d) Willful misconduct.

Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person. Nothing in this Section shall require or establish any obligation to indemnify (i) any employee or staff of the Corporation, as to or related to any claim, action or matter including but not limited to claims or actions arising from or related to employment, contract or termination in which such individual or individuals are adverse parties

to or otherwise adverse to the Board of Directors of the Corporation, or (ii) any firm or organization which supplies staff or staff assistance to the Corporation.

Section 6.2. Supplementary Benefits. The Corporation may supplement the right of indemnification under Section 6.1 by the purchase of insurance, indemnification agreements, and advances for related expenses of any person indemnified.

ARTICLE VII. CORPORATE ACTS, LOANS AND DEPOSITS.

Section 7.1. Corporate Acts. Unless otherwise directed by resolution of the board of directors or by law, all checks, drafts, bills of exchange, and similar orders for the payment of money of the Corporation shall be signed by the president or treasurer, and all notes, bonds, deeds, mortgages, conveyances, and other written contracts, agreements and instruments to which the Corporation shall be a party, and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation shall be signed by the president and by any other person then-serving as an officer of the Corporation. The board of directors may, however, delegate such authority, or may authorize any one of such officers or one or more other officers or agents to sign any of such instruments for and on behalf of the Corporation without necessity of counter signature.

Section 7.2. Loans. No funded indebtedness shall be contracted on behalf of the Corporation and no evidence of such indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 7.3. Deposits. All funds of the Corporation, not otherwise employed, or subject to immediate distribution, shall be deposited from time to time to the credit of the Corporation in such banks, savings and loan associations, trust companies or other depositories as the board of directors may select; provided, however, any such depository shall be insured by the FDIC.

Section 7.4. Substantiation of Contributions. Signed receipts shall be given to all donors for their contributions.

ARTICLE VIII. AMENDMENTS.

Section 8.1. Amendments. The Corporation shall have the right to amend, alter, change or repeal any provision (collectively, hereinafter referred to as "Change") contained in these Bylaws in the manner now or hereafter prescribed by statute; provided, however, that the following requirements are met:

- (a) Any such Change may be submitted either to the board of directors or proposed from the floor at any meeting of the members;
- (b) Except as otherwise provided by the board of directors, a period of not less than sixty (60) days shall occur after submission of such Change and before the members vote on such Change;
- (c) Each Change shall be approved by a vote of two-thirds (2/3rds) of the members present at any annual, regular, or special meeting of the members at which a quorum is in attendance;
- (d) Any such Change will not cause the Corporation to operate for other than such purposes as defined under Code Section 501(c)(3); and
- (e) Any such Change shall not cause any director or other private individual to participate in the distribution of the earnings, funds or properties of the Corporation.

ARTICLE XIV. DISSOLUTION.

Section 9.1. Effect of Dissolution. The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore; and
- (b) Remaining assets shall be distributed to one or more organizations recognized as exempt from federal taxation under Code Section 501(c)(3) that have purposes similar to the Corporation; and the board of directors shall determine.