

Attachment 2

BYLAWS

Attachment 2, Bylaws

ARTICLE I – NAME, PURPOSE

Section 1: The name of the organization shall be Los Angeles Telugu Association (LATA).

Section 2: The Organization is organized exclusively for religious, charitable, scientific and educational purposes.

ARTICLE II – MEMBERS

Membership shall only consist of the board of directors.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the President.

Section 3: Notice. Notice of each meeting shall be given to each board member, by mail or email, not less than ten days before the meeting.

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy and direction of the Organization, and delegates' responsibility for day-to-day operations to the Officers. The Board shall have up to 9 and not fewer than 3 members. The board may receive a reasonable compensation.

Section 2: Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. All Board members shall serve 3 year terms, but are eligible for re-election.

Section 5: Quorum. A quorum must be attended by at least 51% percent of the Board members before business can be transacted or motions made or passed.

Section 6: Notice. An official Board meeting requires that each Board member have written notice ten days in advance.

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Section 7. Officers and Duties. There shall be three officers of the Board consisting of a President, Vice President, Treasurer, and Secretary. Their duties are as follows:

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members to preside at each meeting.

The Vice President shall be responsible for running meetings and other issues when the President is unavailable to do so, and other duties as assigned.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member postmarked two weeks in advance.

ARTICLE V - COMMITTEES

Section 1: The Board may create committees as needed.

Section 2: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

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ARTICLE VI – AMENDMENTS

These Bylaws may be amended when necessary by a three-fourths majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VII – ADOPTION

These bylaws were approved and adopted at a meeting of the Board of Directors on August 23, 2013.

Attachment 3

Conflict of Interest

Attachment 3, Conflict of Interest Policy

This Conflict of Interest Policy was adopted August 23, 2013 by resolution of The Board of Directors.

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b.** The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Attachment 4

Appendix to Form 1023

Attachment 4, Appendix to Form 1023

Part I-7

Name of Authorized Representative is:
Floyd Green, Jr.
Floyd Green CPA, PC
3114 Mercer University Dr., Ste 200
Atlanta, GA 30341
Phone: 770-457-2550
Fax: 877-880-0651

Part IV

The organization is dedicated to serving and providing support services to the Telugu speaking community (Telugu is one of the most spoken Indian languages), residing in the state of CA. The following programs will be used to enable our organization to achieve its planned purpose:

1. Educational Workshops for Telugu Community

Our organization will provide educational workshops for Telugu community, residing in the state of California. The educational workshops will cover some of the following subjects: Project Management Training; HTML software development, Quality Assurance and others. We provide the classes to the Telugu community in Los Angeles, CA. Each class will last approximately 6 weeks. The sessions will be executed during the weekends for about 8 hours. We plan our classes to be attended by approximately 100 participants.

The organization will provide Project Management Training; HTML software development, Quality Assurance and other educational classes to Telugu community in Los Angeles, CA. The goal of the Program is the individuals from Telugu Community to advance in learning project management, software development and gain some practical experience, which will help them in their future career success. We plan on organizing each class once a year. Some of the sessions will take place at donated to the organization space, for others, we'll have to rent local venues to execute the classes. The classes take place in Los Angeles, CA. The facility will be fully equipped with all the needed techniques.

The program is free of charge; therefore there will be no registration fees. The program is geared towards Telugu community, and especially to individuals that come from low income families; however, any individual can participate in the program. We will accept individuals on first come, first serve basis, as long as we

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have space available. The individuals will not be discriminated against based upon their race, nationality or skin color.

The program will be headed by the President of the organization with the help of the Board of Directors and volunteers. The program will take up to 35% of the organization's time. The program is funded through grants and contributions. The program furthers our exempt purpose as it provides free project management training, software development and quality assurance classes for Telugu community. We will publicize the Program through local churches, schools, online and community centers.

2. Telugu Youth Educational Services

The Program is specifically designed to promote and preserve the rich and vibrant Telugu culture and language through Telugu language classes. The organization will provide the youth of the Telugu community an opportunity to experience their Indian heritage.

We will organize Telugu Language Classes, specifically for the youth of the community, helping them learn Telugu language. The children will be served on a first come, first served basis. The Telugu language classes will be provided during the weekends for a couple of hours, giving the Telugu children from the community, who were born in the U.S the basics of the Telugu language. The organization will use donated space and the classes will be lead by volunteers, who will devote their time for free and support the organization's activities. We expect to provide the classes to approximately 50 children per month, ages 5-15. We provide the classes for free. We do not charge any participation fees.

This program will take place in Los Angeles, CA. This program will be lead by the Board of Directors. This program will take up 35% of the organization's time.

This program furthers our exempt purpose as it provides language assistance to the children from Telugu community, who were born in the US. The program will be funded through grants and contributions. Program is to be publicized through local schools, churches and community organizations.

3. Telugu Language Music Program

During the year, our organization will organize several events to promote the Telugu language and music among the communities of Los Angeles, CA. We'll give the chance to local Telugu language performers to share their music, and in this way to promote and preserve the Telugu culture with the first and second generation Telugu language speakers in the US.

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At the same time the music events will focus on such things as cultural and traditional aspects of Telugu language heritage. During the music festivals, the performers will be singing, dancing and sharing their art with the audience. Our organization plans on organizing the music events on a regular basis, at least 3 times per year. We'll have to rent large venues for the events. We expect each event to be attended of approximately 250-300 individuals. We welcome all family members including kids and the elderly. For some of the events, we'll charge a small participation fee. The music events are to take place in Los Angeles, CA.

The program will be run by the President of the organization with the support of volunteers. This program furthers our exempt purpose by educating individuals on Telugu language by the means of music. This program will take up 30% of the organization's time. The program will be funded through revenues from tickers, grants and donations.

Part V – 3a

1. Ramesh Kotamurthy will serve as President and Director of the organization. President will be responsible for the overall strategy and day to day operations of the organization. President will work approximately 40 hours per month. Bio is at Attachment 5.
2. Hari Madala will serve as Treasurer and Director of the organization. Treasurer will be responsible for the overall financial management of the organization. Treasurer will work approximately 20 hours per month. Bio is at Attachment 5.
3. Tilak Kadiyala will serve as Secretary and Director of the organization. Secretary will be in charge of the administrative functions of the organization and will work approximately 20 hours per month. Bio is at Attachment 5.
4. Ravi Tiruvaipati will serve as Vice President of the organization. He will be in charge of the public relations of the organization. He will work approximately 20 hours per month. Bio is at Attachment 5.
5. Lakshmi Chimata will serve as an Assistant Secretary and Director of the organization. She will contribute to the administrative functions' execution. She will work approximately 15 hours per month. Bio is at Attachment 5.
6. Srinivas Komirisetty will serve as an Assistant Treasurer and Director of the organization. He will contribute to the organization's financial management. He will work approximately 15 hours per month. Bio is at Attachment 5.

The mailing address for all of the Board of Directors is: P.O. Box 4003, Cerritos, CA 90703.

Part VI- 1a

1a. Our non-profit organization will consist of the program as discussed in the answer to Part IV of this attachment.

Part VIII – 4a

We will mail letters to businesses and individuals in the state of California to ask for support and contributions.

We do expect to have a place on our website where contributors can donate funds to our organization. At the current time, we have not yet built our website.

Personal solicitations will be focused on individuals and organizations which we have contacted through a letter or phone solicitation and received a positive response. We will then meet with the individual and discuss our services and mission and our fundraising goals.

We will not have fundraising program designed specifically for acquiring vehicles, boats, planes or similar property. However, we will accept these donations as part of our other fundraising programs.

We will make phone solicitations to individuals and organizations and ask for a meeting in which we can sit down and go over our mission as an organization and our fundraising goals.

Fundraising from foundation and government grants. For obtaining grants, we will research the different types of grants that our organization qualifies for based on its mission. We will then write proposals for those grants we may qualify for. We currently have not obtained any grants.

We will only accept contributions that do not have stipulations or restrictions attached.

Part VIII – 4d

We will conduct our fundraising activities in California. We will do fundraising for our own organization. We will not do fundraising for other organizations. Other organizations will not do fundraising for us.

Part VIII – 11

We will accept contributions of cash, real property, automobiles, boats, planes, other vehicles and publicly traded securities. We will only accept contributions that come with no restrictions or conditions imposed by the donor. There will be no specific agreement

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with the donor other than that the donation will be used consistently with the general purpose of the organization.

IX – Line 2, Membership

Itemized Listing

| | <u>2013</u> | <u>2014</u> | <u>2015</u> |
|-----------------|-------------|-------------|-------------|
| Membership dues | \$85,500 | \$85,500 | \$85,500 |

Members do not receive any privileges; membership dues are paid to the organization to support the cause. The organization has 3 different types of membership:

Annual membership: \$40, approx. 200 members;

Life membership: \$250, approx. 150 members;

Platinum membership: \$1,000, approx. 40 members.

IX – Line 9

The Gross Receipts will be as follows:

| | <u>2013</u> | <u>2014</u> | <u>2015</u> |
|----------------|-------------|-------------|-------------|
| Gross Receipts | \$4,500 | \$4,500 | \$4,500 |

Approx. 3 music events, 300 attendances per event, \$20/ticket. The members of the organization will participate for free.

IX – Line 20, Occupancy

Itemized Listing

| | <u>2013</u> | <u>2014</u> | <u>2015</u> |
|------|-------------|-------------|-------------|
| Rent | \$2,400 | \$2,400 | \$2,400 |

For some of the workshops, discussed in Program 1, the organization will have to rent a facility to execute them. Space will be rented from an unrelated 3rd party. We plan on paying \$200/day rent, approx. 2 trainings per year, 6 days per training.

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IX Line 22, Professional Fees

We expect professional fees to be as follows:

| Year | 2013 | 2014 | 2015 |
|------------|-------|-------|-------|
| Accounting | \$500 | \$500 | \$500 |

All of the professional services above will be done by 3rd parties that are unrelated to Board Members and / or their families.

IX – Line 23, Other Expense

Itemized Listing

| | Year | 2013 | 2014 | 2015 |
|---|---------------|-----------------|------------------|------------------|
| Pamphlets & Brochures | | \$1,500 | \$2,000 | \$2,500 |
| Educational, printed materials & handouts (1) | | \$12,000 | \$15,000 | \$15,000 |
| Books, supplies & equipment | | \$8,500 | \$10,000 | \$10,000 |
| Musical Event expenses (2) | | \$70,000 | \$80,000 | \$80,000 |
| Website development | | \$1,000 | \$1,000 | \$1,000 |
| Misc. | | \$1,000 | \$1,000 | \$1,000 |
| | Total: | \$94,000 | \$109,000 | \$109,500 |

(1) Educational, printed materials and handouts to be provided during the educational workshops and the Telugu language classes, as discussed in the program 1 & 2 of the current Appendix;

(2) The expenses to cover the cost of the music equipment and venue rental, techniques, food, etc., as discussed in Program 3 of the current Appendix.

*All of the goods and services are to be obtained from 3rd party, unrelated to the Board of Directors.

Attachment 5

Background of Directors

Ramesh Kotamurthy

I am an IT professional living in Los Angeles area for past 14 years. I am married and have two lovely daughters. I am working as a Senior Project Manager/Agile Coach in a Fortune 500 company. I have been a leading voice in advocacy and grass roots campaign for Immigration reform for High skilled immigrants for several years. I have lead campaigns as part of Immigration Voice – an Advocacy group for immigration reform for High Skilled Professionals. I have lead Lobbying/Advocacy events for reduction of Green Card backlogs. I am very familiar with the intricacies of American Law making process and have been closely involved in Comprehensive Immigration Reform (CIR) legislation. I am a true believer of grass roots movements and trust that people will and perseverance can bring positive change in a society.

My vision for LATA is to build a strong grassroots organization. Every member of LATA should feel proud to be associated with this organization. LATA should be a true reflection of our highly successful Telugu community. When we can thrive in an individual, we should also thrive as a community.

Ravi Tiruvaipati

I am a software professional living in Orange County for past 9 years and involved in Telugu community services for last 8 years. I am married and have three wonderful children. I am from Bangarupalem, a small town very close to Chittoor in Andhra Pradesh. I did my B.Tech in Civil Engineering from S.V.University College of Engineering, Tirupathi and MBA (IT) from Western Governors University (Salt Lake City, UT). I served as Cultural Chair in various organizations at local and region levels. I am involved in promoting Telugu language and Telugu cultural activities through various organizations. I was one of the founding volunteers in forming Los Angeles Telugu Association (LATA) and I promise that I will provide whatever it takes to serve (LATA) whole heartedly. In my capacity as Vice President, I will work very hard to make the organization transparent and reachable to all Telugu people in and around of Los Angeles.

With the Telugu people support and blessings of Lord Venkateswara, I am sure LATA is going to do great in coming years and will provide excellent platform and opportunities to next generation.

Tilak Kadiyala

I am an Information Technology Professional living in California for the last several years and blessed with wife Lakshmi,daughter Laasya. I have been associated with Telugu organizations and Indian community activities for the last several years.

Hari Madala

I am IT professional living in USA for the last 15 years. I graduated from AU College of Engineering. Completed Masters in Engineering. I actively involved for the last 10 years in various positions with our company volunteering activities. Every year I do volunteering in Beach Cleanup. Also I do participate in volunteering in LA Marathon for the last few years. I am the founding member of Panchamukha Hanuman temple in Torrance. I am supporting Helping Hand Charitable Trust by donating money and time which is run by my friend and classmate in Visakhapatnam. My pledge is that I will sincerely work for Los Angeles Telugu Association (LATA) as a Treasurer.

Lakshmi Chimata

Having been associated with the wonderful Telugu Community in the Greater Los Angeles Metro area for the last 10 years, it is my honor to be associated with an organization like LATA that is so focused on the service activities for the community. I work in the pharmaceutical industry by profession. I am married to a wonderful person who has a similar passion to the community service and have two lovely children. I will ensure to work hard and do my best in serving the very community of Los Angeles that I proudly call home. My strengths have always been in the service areas that benefit women and children and as a Joint Secretary of LATA, I will make sure everyone feel like it is their organization.

Srinivas Komirisetty

I am a Software Professional working for the past 15 years. I completed my B.Tech from Nagarjuna University, Andhra Pradesh and M.Tech from Calicut University, Kerala. For the past 8 years I have been involved in several community events for different telugu organizations in Los Angeles. I am also an active member of SVASA (Sri Venkateswara Annamacharya Society of America) doing volunteering activities for devotional programs held across Southern California. I am the adult leader for Troop 606 of Boy Scouts of America. I take part in several scout activities with my sons. I will sincerely do my job as a joint treasurer for Los Angeles Telugu Association (LATA). Many thanks to LA telugu community for giving me this opportunity to serve in this organization.