

# **North American Telugu Association**

(A Not-For-Profit Organization)

“Service for the Telugu Community”

P.O Box 7285, Princeton, NJ 08543

<http://www.nataus.org> Email: [info@nataus.org](mailto:info@nataus.org)

**NATA**

## **ARTICLES OF INCORPORATION (Constitution)**

## **Authors of Constitution**

Prem Reddy  
Malla Reddy Pailla  
AVN Reddy  
Mohan Mallam  
Jithender M. Reddy  
Sanjeeva T. Reddy  
Rajeshwar G. Reddy  
Ramesh C. Appareddy  
Raghava Reddy Ghosala  
Ramasurya M. Reddy

NALLA

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## **Article I: Name**

The name and title of this organization shall be the North American Telugu Association, hereinafter "NATA". NATA shall be a not-for-profit organization registered under the laws of the State of New Jersey and shall exist in perpetuity. The functioning of NATA shall be on a calendar year basis and its fiscal year shall end on December 31 of each year.

## **Article II: National Headquarters**

The National Headquarters of NATA shall be the principal office of NATA, which shall be initially located in the State of New Jersey. The Board of Directors from time to time may elect to change the location of NATA's principal office. Administrative support personnel as approved by the Board of Directors shall staff the National Headquarters.

## **Article III: Objectives and Purposes**

NATA shall have the following objectives and purposes:

**Section 1:** To promote exchange programs for students, scientists, and professionals of Telugu origin between the United States of America and India as well as other countries.

**Section 2:** To perpetuate, preserve, and maintain the heritage of the people of Telugu origin.

**Section 3:** To assist and promote literary, cultural, educational, religious, social, economic, health and community activities of people of Telugu origin.

**Section 4:** To invite distinguished Telugu scholars, artists, artisans, and statesmen to America for lectures, seminars, and congregations.

**Section 5:** To disburse funds in the United States of America and other countries for charitable, cultural, religious and educational activities directly or in cooperation with other not-for-profit organizations.

**Section 6:** To serve Telugu communities across the nation, addressing mainly the issues faced by them in the mainstream society.

**Section 7:** To organize periodic Telugu literary, educational, youth, and cultural conferences, either independently or in cooperation with the Telugu or other associations.

**Section 8:** To organize biannual conferences to promote Telugu Culture and empower the members to accomplish the objectives of the organization.

**Section 9:** Such powers as are now or may hereafter be granted by the General Not-For Profit Corporation Act of the State of New Jersey.

## **Article IV: Members**

**Section 1:** NATA shall have five (5) categories of members that shall constitute the general body. The designation of such category and the qualification of the members of such category shall be as follows:

**A. DIAMOND MEMBER:** Any person who qualifies under section 2 of this Article IV and pays the prescribed membership dues shall be designated as a DIAMOND Member.

**B. PLATINUM MEMBER:** Any person who qualifies under section 2 of this Article IV and pays the prescribed membership dues shall be designated as a PLATINUM Member.

**C. GOLD MEMBER:** Any person who qualifies under section 2 of this Article IV and pays the prescribed membership dues shall be designated as a GOLD Member.

**D. SILVER MEMBER:** Any person who qualifies under section 2 of this Article IV and pays the prescribed membership dues shall be designated as a SILVER Member.

**E. LIFE MEMBER:** Any person who qualifies under section 2 of this Article IV and pays the prescribed membership dues shall be designated as a LIFE Member.

### **Section 2: Membership Definition**

**A. Diamond Member:** In order to qualify as a Diamond Member, a person must meet the qualifications of Section 3, Article IV.

**B. Platinum Member:** In order to qualify as a Platinum Member, a person must meet the qualifications of Section 3, Article IV.

**C. Gold Member:** In order to qualify as a Gold Member, a person must meet the qualifications of Section 3, Article IV.

**D. Silver Member:** In order to qualify as a Silver Member, a person must meet the qualifications of Section 3, Article IV.

**E. Life Member:** In order to qualify as a Life Member, a person must

meet the qualifications of Section 3, Article IV.

**Section 2.1: Definition:**

DIAMOND, PLATINUM, GOLD, SILVER and LIFE members are entitled to family membership. Any person becoming a member of NATA shall:

- A. Apply for membership by filling out the membership application form.
- B. Pay the appropriate membership dues.
- C. Abide by the objectives and purposes of NATA as defined in Article III.
- D. Be at least 18 years of age.
- E. Should be accepted by the Board of Directors.

**Section 3: Members Qualifications**

In order for a person to become a member of NATA, the person must: (1) be over the age of eighteen; (2) submit a membership application form; (3) agree to abide by the objectives and purposes of NATA as set forth in Article III; and (4) be approved for membership by a majority of the Board of Directors.

**Section 4: Membership Dues**

**A.** The Board of Directors may revise the membership dues from time to time by the vote of two-thirds of the Board of Directors. Any revision in the membership dues shall be made only once in a calendar year and shall be implemented from the beginning of next calendar year.

**B.** Funds received from Corporations, Charitable Trust Funds, Associations or any entities shall not be considered as payment towards membership dues unless approved by the president. Funds received from any individuals on behalf of a third party, shall not be considered as payment towards membership dues. For the purposes of this Section 4, the term “third party” shall mean a person who is not a family member.

**C.** Donations received for any other causes other than for specific membership dues shall not be considered towards membership dues.

**D.** Any member may upgrade his/her membership status to higher level of his/her choice at any time by paying the difference in membership dues in one installment. Membership status shall be effective from the date of the receipt of the payment.

## **Section 5: Withdrawals**

Any member may request withdrawal in writing at any time to the Board of Directors. Upon approval of such request by the Board of Directors the Secretary shall strike his or her name from the membership rolls. Any member requesting withdrawal will not have any claim to any dues contributed to the organization.

## **Section 6: Disqualification of Membership Rights**

Documented activities against the purposes of the organization as defined in Article II shall constitute grounds for disqualification from membership. The Board of Directors through registered mail shall communicate these allegations to the member. The accused member shall be entitled to a hearing before the Board of Directors on such charges and shall be entitled to a full opportunity to be heard. In order to be eligible for a hearing before the Board of Directors, the accused member must request such a hearing in writing by certified mail within thirty (30) days of receipt of the certified letter and such hearing shall take place within sixty (60) days from the receipt of the above notification. Any member may be disqualified on the grounds of anti-organization activity, defamation of the office bearers of the organization, incompetence, corruption, favoritism, extortion, or oppression in office or gross misconduct in a Board meeting called for such purpose. Approval of two-third of the full Board shall be required for such disqualification of membership rights after the due process.

## **Section 7: Voting Rights of Members**

Except as hereinafter provided in Article IV for the election of the Board of Directors, each member (single- 1 person; married- 2 people) shall be entitled to vote on each matter submitted to voting in respective categories of membership provided he/she has been a member in good standing as of the last day of the month for 6 months prior to the date of voting. Any changes in marital status and change of address shall be provided in writing to the Secretary by the member by the above date.

## **Section 8: Notice of Meetings**

Written or printed notice stating the place, day, and time of any General Body meeting of members and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered either personally, by electronic media or by mail, to each member entitled to vote at such meeting, not less than twenty-one (21) and not more than forty (40) days prior to the date of such meeting, by the Secretary. If mailed such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the member at his or her address as it appears, as of last day of the month, 3 months prior to the date of voting, on the records of the

organization.

### **Section 9: Quorum**

The quorum for any general body meeting shall be at least 10% of the members present in person in each category entitled to vote at any meeting. The quorum for the Board of Directors meeting shall be a simple majority of the Board of Directors, present in person. All proposals, except amendments to constitution, are considered approved if voted by a simple majority of the members present at the meeting. No proxies shall be permitted for purpose of quorum.

### **Section 10: No Private Interests**

No part of the net earnings of NATA shall incur to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that NATA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of NATA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, NATA shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax

## **Article V: Board of Directors**

### **Section 1: General Powers**

***The affairs of NATA shall be managed by its Board of Directors.***

### **Section 2: Number, Tenure and Qualification**

- A.** The total number of persons constituting the Board of Directors shall be twenty-nine (29) plus one (1) Honorary Director, all of whom shall be members in good standing with voting rights. The members shall elect all the Directors, except the Honorary Director and two Directors who will be appointed by Advisory Council. NATA's President will become the Honorary Director, if his/her term as Director expires before becoming the President.
- B.** To qualify for election to the Board of Directors, a member



shall be member in good standing for 90 days prior to the next election in the category he/she is seeking the nomination. Also a member for two full calendar years in any Membership Category. This “two full calendar year” and “90 days prior” requirement will be applicable starting from 2013.

- C.** The Term for the Board of Directors shall be for a period of four (4) years except that two (2) Directors who are nominated by the Advisory Council shall be have a two (2) year term.
- D.** Prior to January 2013, the Advisory Council shall select/appoint the President, and 13 other members as Board of Directors for 2011-2012. Advisory Council shall also select/appoint the President-elect, Executive Vice-President, and 13 other members as Board of Directors for 2011-2014. The terms of Section 2A, 2B, and 2C of this Article V shall not apply to the 29 directors selected in accordance with this Section 2D. Starting from January 2013, in addition to Section 2A, Section 2B, Section 2C, Section 2E schedule and Section 2I shall take effect.
- E.** Beginning in 2013, every two years the Board of Directors will be selected as follows: (I) Diamond Members shall have the right to elect two (2) Diamond Members to serve on the Board of Directors for a four (4) year term; (II) Platinum Members shall have the right to elect two or three (2 or 3) alternatively Platinum Members to serve on the Board of Directors for a four (4) year term; (III) Gold Members shall have the right to elect two or three (2 or 3) alternatively Gold Members to serve on the Board of Directors for a four (4) year term ; (IV) Silver Members shall have the right to elect two or three (2 or 3) alternatively Silver Members to serve on the Board of Directors for a four (4) year term; (V) Life Members shall have the right to four (4) Life Members to serve on the Board of Directors for a four (4) year term; and (VI) the Advisory Council shall have the right to select two (2) Members from any category to serve on the Board of Directors for a two (2) year term, based on this the numbers in other categories will be adjusted.
- F.** Any sitting member of the Board of Directors shall have the right to seek the nomination for a new term as a member of the Board of Directors and, if elected, he/she shall resign from the unexpired term prior to accepting the new term.
- G.** The sitting Board of Directors shall continue to serve until the new Board of Directors assumes responsibility. The sitting Board of Directors shall meet either at the first scheduled meeting of the new Board of Directors meeting or sooner to receive and accept the election of the new Board of Directors. The outgoing President shall convene the first regular meeting of the new Board of Directors. The first order of the business shall be the official recognition of the

outgoing President to become past President and the outgoing President-Elect to become President.

- H. If there are not enough contestants in any of the membership categories then that position(s) will be available for other categories in descending order.
- I. Effective Jan 2013 to contest for Director position the nominee should have served NATA for 2 years as a member of the Board of Directors, Chairperson of any Standing Committee, Regional Vice-President, Regional Coordinators, Convener/Co-convener/Coordinator of a conference, Office Coordinator or Member of the Advisory Council.

### **Section 3: Regular Meetings**

The Board of Directors shall meet periodically, but not less than twice a year. A simple majority of the full Board of Directors present in person shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors. All regular meetings shall require minimum of fourteen (14) days of written notice by either US mail or by electronic media. Any member of the Board of directors may choose to appoint a proxy with proper notification in his or her absence to represent and vote at meetings. Proxy shall not be counted to constitute a quorum.

### **Section 4: Special Meetings**

The President may call for a special meeting of Board of Directors with a specific agenda with a minimum of three (3) days notice through teleconferencing. Any fifteen (15) Directors may also request in writing a special meeting of Board of Directors along with specific agenda to the President and the President shall call for special meeting with a minimum of three (3) days of notice through teleconferencing.

### **Section 5: Impeachment/Removal**

Any Elected/Board appointed position may be removed or impeached on the grounds of anti-organization activity, defamation of the office bearer of the organization, incompetence, corruption, favoritism, extortion, or oppression in office or gross misconduct in a Board meeting called for such purpose. The Board of Directors through registered mail shall communicate these allegations to the member. The accused member shall then be entitled to a hearing before the Board of Directors on such charges and shall be entitled to a full opportunity for hearing. In order to be eligible for a hearing, the accused member must request in writing by certified mail for such hearing within sixty (60) days from the receipt of the above notification. Approval of

two-third of the full Board shall be required for such disqualification of membership rights after the due process.

### **Section 6: Vacancies**

Any vacancy of on the Board of Directors shall be filled by the majority of the Board of Directors from respective category of membership. If the Board of Directors fails to any vacancies by the election time, the respective category members through member electorate process shall also fill up such vacancies for the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office.

## **Article VI: Officers**

### **Section 1: Officers**

The officers of NATA shall be President, President-Elect, Executive Vice President, Secretary, Joint Secretary, Treasurer, Joint Treasurer and immediate Past President. The sitting executive officers shall continue until the Board of Directors elects the new executive officers. The immediate Past President shall be an ex-officio member of the Executive Committee, with the privilege of attending all meetings, but with no voting rights.

### **Section 2: Election, Qualification and Term of Office**

**A.** Prior to 2013, the Board of Directors shall elect Secretary, Joint-Secretary, Treasurer and Joint-Treasurer for a two year term.

**B.** Beginning in 2013, the Board of Directors shall elect the President-Elect, Executive Vice President, Secretary, Joint-Secretary, Treasurer and Joint-Treasurer every two (2) years for a term of two years, at the first regular meeting of the Board of Directors. The prior term's President shall become the past President and President - Elect shall become President.

**C.** The Board of Directors shall be notified of any vacancies and a meeting of the Board of Directors will be convened for the purpose of filling any vacancies. A simple majority of the Board of Directors in attendance shall elect the replacement. The meeting shall be held within 90 days from the time of vacancy. Each officer shall hold office for a term of two (2) years or until a successor shall have been duly elected. Any of the officers shall be eligible for reelection, but shall not hold the same office for more than one (1) term. Each officer shall transfer all his/her original and other relevant records, assets, of the organization to the respective successor no later than fifteen (15) days from the time of the election of the executive officers.

**D.** In the event of member of the Board of Director's term for president-elect expires before he/she assumes the office of the presidency, then he/she shall automatically becomes an honorary Director with no voting rights except to break the tie vote in the Board meetings. The honorary Director shall be eligible to serve as the President for the term he/she is elected.

**E.** Beginning in 2013, in order to qualify for election as an officer, a Director must have served as a two year-full-term as NATA Director.

### **Section 3: President**

The President shall be the principal executive officer of the organization, shall preside at all meetings of the Board of Directors, and subject to supervision and direction of the Board of Directors, shall have general responsibility for the policies, business, and affairs of the organization. The President shall make appropriate decisions for the maintenance and day-to-day administration of the organization within the policies prescribed by the Board of Directors. The President may appoint individuals to render part or full-time paid services to the organization as may be required from time to time within the powers vested on the President by the Board of Directors. The President may appoint additional Ad-Hock Committees for any special purposes as required. The President shall perform all duties incident to the office of the principal executive officer, and such other duties as may be prescribed from time to time by the Board of Directors.

### **Section 4: President-Elect**

In the absence of the President, the President-Elect shall perform all the duties and shall exercise all the powers of the President specified under Section 3 above. In the absence of the President, President-Elect, Executive Vice President the Board of Directors shall appoint the Secretary or Treasurer to perform the duties and exercise the powers of the President. The President-elect shall serve as member of the By-Laws committee.

### **Section 5: Executive Vice-President**

The Executive Vice President will serve as a liaison between the President and the Regional Vice-Presidents and shall contribute to the overall efficiency and growth of the organization. Working with Regional Vice-Presidents, Executive Vice President should make significant contribution to the organization thru activities such as recruiting new members, raising funds, arranging NATA programs, coordinating with similar National/Regional/Local Telugu organizations, improving the image of NATA in the Community, sending news worthy items to the NATA magazine etc. Working with the President and the Community service Committee, Executive Vice President should take a lead in organizing disaster

relief activities as needed.

### **Section 6: Secretary**

The Secretary shall be the custodian of NATA's seal, all current year's official records and keep accurate minutes of all meetings. The Secretary shall maintain a list of active members and send notices of the meetings to the members. The Secretary, with the approval of the President, shall communicate with the membership in writing to keep the members informed of all of the activities of the organization. The Secretary shall perform such additional duties as may be required from time to time by the Board of Directors.

### **Section 7: Joint-Secretary**

The Joint Secretary shall assist the Secretary in performing the duties of the Secretary and participate in all the executive committee activities. The Joint-Secretary shall attend the meetings of the Executive Vice-President and Regional Vice-Presidents and take minutes of the meetings and report to the executive committee.

### **Section 8: Treasurer**

The Treasurer shall hold all the funds of NATA in appropriate accounts of the FDIC financial institutions, as approved by the Board of Directors, which are located within 50 miles radius of NATA official address, disperse the funds according to the decisions made by the executive committee and the Board of Directors. The Treasurer shall keep accurate accounts of all the receipts and expenses, submit a report at each meeting of the Board of Directors and executive committee to keep informed of the financial status of NATA and prepare an annual budget. The Treasurer shall prepare annual financial statement for an audit by an independent certified public accountant and perform the entire duties incidental to the office of the Treasurer. The Treasurer shall sign all of the checks issued from all accounts, except conference account of NATA. The President/ Conference Convener/ Conference Treasurer shall be the only other authorized individual besides the Treasurer to sign the checks issued from conference account. In addition President or his designee shall counter sign the checks from all accounts, except conference account, for amounts exceeding \$2,500.00.

### **Section 9: Joint-Treasurer**

The Joint Treasurer shall assist the treasurer in performing the duties of the treasurer and participate in all the executive committee activities. The Joint-Treasurer act as a bookkeeper for various regional programs and report to the executive committee and treasurer.

## **Article VII: Committees**

**Section 1:** The President, with the approval of the Board of Directors, shall nominate the Chairpersons for all standing committees, for a term to coincide with the term of the Officers of the organization. The President, with the approval of the Board of Directors, may form appropriate additional committees to facilitate functioning of the NATA. All members of such committees shall implement the proposals approved by the Board of Directors. The Chairperson of each committee shall report to the Board through the President of the organization. Additional Committees can be added with two-third of Board of Directors approval.

### **Section 2: Standing Committees**

NATA shall have the following standing committees:

1. Audit committee
2. Bylaws Committee
3. Cultural Committee
4. Community Service Committee
5. Finance Committee
6. Information Technology Committee(Web and Electronic print)
7. Language Committee
8. Membership Committee
9. NATA Foundation/Trust Fund Committee
10. Nomination/Election Committee
11. North American Telugu Journal Committee
12. Overseas Coordination Committee
13. Publicity and Media Relation Committee
14. Public Relations Committee
15. Spiritual Committee
16. Telugu Students Exchange Committee
17. Women Forum Committee
18. Youth Activities Committee

#### **Section 2.1: Audit Committee**

The Audit Committee shall consist of two members of the Board of Directors and one independent member with an accounting background. The function of this committee is to audit the financial transactions and treasurer's reports periodically at least two times per fiscal year and also submit the annual report for the end of the calendar year to the Board of Directors.

#### **Section 2.2: Bylaws Committee**

The President, with the approval of the Board of Directors, shall appoint a Bylaws committee. This committee shall consists of 5 members including a Chairperson. This committee will frame bylaws and also recommend appropriate

amendments as needed. Such bylaws and amendments will become effective if approved by a vot of two-thirds of the Board of Directors.

### **Section 2.3: Ethics Committee**

The Ethics committee shall consist of 5 members including a Chairperson. Ethics committee members shall be nominated by the Advisory Council and presented to the Board of Directors for approval. The function of the Ethics Committee shall be to investigate complaints against members and recommend appropriate disciplinary action to the Board of Directors through Advisory Council.

### **Section 2.4: Nomination/Election Committee**

The President, with the approval of the Board of Directors, shall appoint Nominating/Election (N/E) Committee Members. The N/E Committee shall consist of six (6) members in good standing out of which one (1) member shall be from the Board of Directors and one (1) member shall be a DIAMOND, PLATINUM, GOLD, SILVER and LIFE members and the immediate Past-President will chair the committee. The N/E Committee shall have the following responsibilities:

1. Receive nominations for Board of Directors from the voting members of the organization.
2. Prepare a list of qualified candidates to succeed those whose term expires.
3. Present the list to the Board through the President. If election is required, the President shall promptly activate the N/E committee to conduct the elections through a third party.
4. The committee shall promptly send the certified copy of the results to the President.
5. N/E Committee members are not eligible for self-nomination to the Board of Directors.
6. There will not be any N/E Committee during the years of 2010-2011.

## **Article VIII: Regional Vice-Presidents & International Vice-President**

The President, with the approval of the Board of Directors, shall appoint 11 Regional Vice-Presidents representing 4 Regions (3 for East, 3 for West, 3 for Central and 3 for South) in the United States of America and 1 Region representing Canada. The Regional Vice-President's term will coincide with the term of the officers of the organization. Starting in 2013, the candidate for the position must be a member of

NATA in good standing for a minimum of one year. All Regional Vice-Presidents shall implement the proposals approved by the Board of Directors. The Regional Vice-Presidents shall report to the President through the Executive Vice President of NATA. The Regional Vice-Presidents shall be responsible for all NATA activities in their respective regions, including, but not limited to soliciting NATA membership, organizing and coordinating NATA programs with the regional Telugu Associations and executive committee of NATA, and sending newsworthy items or articles from the respective regions for publication in NATA's newsletter. Organizing fund raising events in their respective regions shall be an important duty of the Regional Vice-Presidents. Additional Regional Vice-Presidents can be added with a vote by two-thirds of the Board of Directors.

The President, with the approval of the Board of Directors, shall appoint **International Vice- President.** The term will coincide with the term of the officers of the organization. In addition to coordinating with international coordinators also works with regional Vice presidents and regional coordinators in promoting NATA and increasing membership. He or she also serves as honorary member of the executive committee can attend the meeting with out a voting right. He /She is also a member of conference advisory committee. He/She helps in coordinating International functions and directly reports to President.

### **Article IX: Regional Coordinators**

The Board of Directors from time to time shall decide on the number of regional coordinators for each region (depending on the population of the Telugu community in the region). The President with the approval of Board of Directors, shall appoint Regional Coordinators.

The Board of Directors may appoint Regional or Local Coordinator in other countries where a large number of Telugu people live; such as Europe, Asia, Middle East, Australia and several states in India, to coordinate the activities of NATA. They will be designated as "Overseas Coordinators"

### **Article X: Advisory Council**

The purpose of Advisory Council is to advise the Board of Directors from time to time on important issues of the Organization and to oversee the activities of the Ethics Committee. The Advisory Council shall have the power to override any major decisions of the Board of Directors so long as the decision, impacts the function of the organization. The Advisory Council shall only use its power to override a decision of the Board of Directors in those rare situations where the Executive Committee and the Board of Directors are unable to perform their duties in the best interest of the members. The Advisory Council shall also have the authority to dismiss the entire Board of Directors and appoint an interim Board of Directors until the membership elects the new Board of Directors upon a determination that the Board of Directors is not acting in the best interests of the general Members and organization. A decision of the Advisory Council to override a decision of the Board of Directors or dismiss the entire Board of Directors may be overturned by a vote of 20 of the 29 members of the Board of Directors. Members of the Advisory Council can attend Board meetings or any other meetings of the Organization as Ex-Officio (Non Voting) members.



The Advisory Council is an independent, perennial body. The initial members of the Advisory Committee shall be Prem Reddy, Malla Reddy Pailla, Mohan Mallam, Sreenivasulu Reddy, and Arjun Dyapa. Members of the Advisory Council shall not serve on the NATA board or its appointed committees. A majority of the members of the Advisory Council shall have the authority to replace any of the initial members of the Advisory Council or add any additional new members to the Advisory Council.

## **Article XI: Membership**

The general membership shall consist of: (1) DIAMOND Members; (2) PLATINUM Members; (3) GOLD Members; (4) SILVER members; and (5) LIFE members.

## **Article XII: Contributions**

The Board of Directors or any individual assigned by the Board may accept, on behalf of the organization, any contributions given for the general purposes or for any special purpose of the organization.

## **Article XIII: Amendments to the Constitution**

This constitution may be altered, amended or repealed by the general membership pursuant to the procedure stated below.

**Section 1:** 10% from each category of the membership with voting rights as of the previous election date or by two-thirds of the majority of the Board of Directors can propose an amendment to the constitution. The proposed amendment shall be discussed at the next scheduled meeting of the Board of Directors. A mail ballot highlighting the proposed changes to the constitution shall be mailed to all the Diamond, Platinum, Gold, Silver and Life members within sixty (60) days from the above Board of Directors meeting.

**Section 2:** A proposed amendment, alteration, or repeal of the Constitution shall be deemed approved if accepted in writing by two-thirds of the Diamond Members, two-thirds of the Platinum Members, two-thirds of the Gold Members, two-thirds of the Silver Members and two-thirds of Life Members from the ballots received in each category. Members shall be notified of any such amendment by a notice posted on the official website of NATA. The amendment, alteration, or repeal of the Constitution shall be implemented from the next calendar year.

## **Article XIV: Roberts Rules of Order**

Except as otherwise herein expressly provided, all matters of procedure

shall be governed by Roberts Rules of Order, revised, as the same shall, from time to time, be revised and amended.

### **Article XV: Indemnification**

The organization shall indemnify any and all of its, directors or officers, or former directors or former officers, or any person that may have served at their request, against the expenses (including attorney's fees) actually or necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they or any of them, are made parties or a party, by reason of being or having been a director, or officer, or a former director or officer or person shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty, and to such matters as shall be settled by agreement.

### **Article XVI: Dissolution**

The President with the approval of two-thirds of the Board of Directors may seek approval from the membership to dissolve the corporation. The dissolution shall be deemed approved if accepted in writing by two-thirds of each category of ballots received from Diamond, Platinum, Gold, Silver, and Life Members. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of such corporation in such manner, or to organization or organizations organized and operated exclusively for charitable, education, 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine and such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation 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 purpose.

***Functioning of this organization shall be in accordance with the Articles I through XVI of this constitution.***

President

Signature: *A.V.N. Reddy*

Name: A.V.N. REDDY

Date: January 22, 2011

Secretary

Signature: *Pradeep K Samala*

Name: Pradeep K Samala

Date: 01/22/2011

**THE END**