

CONSTITUTION OF THE SHIVALLI KUTUMBA OF NORTH AMERICA

Article I: Name

The name of the association shall be SHIVALLI KUTUMBA OF NORTH AMERICA, hereafter referred to as “KUTUMBA” or “Association”.

Article II: Address

Section 1: The office of KUTUMBA shall be the home address of the current President of the association.

Section 2: The association shall be a non-profit organization and shall always remain so during its lifetime.

Section 3: No part of the net earnings of the KUTUMBA shall inure to the benefit of, or distributable to its members, trustees, officers, or other private persons except that the KUTUMBA shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 4: No substantial part of the activities of KUTUMBA shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and association 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 provisions of these bylaws, this association shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 5: In any taxable year in which this association is a private foundation as described in Section 509(a) of the Internal Revenue Code, the association 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the association to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article III: Goals and Objectives

Section 1: IRC Section 501(c)(3) Purposes

This association is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

The Goals and Objectives of KUTUMBA shall be,

Section 2: To promote meeting and networking opportunities for Shivalli Kutumba living in North America.

Section 3: To promote cultural activities and provide an educational forum through which members can learn various aspects of Shivalli Kutumba traditions.

Section 4: To celebrate and encourage participation of the association members in social and cultural events.

Section 5: To raise, solicit, and collect funds either directly by voluntary contributions from members or in cooperation with other not-for-profit organizations to support philanthropic causes.

Section 6: To establish and maintain ties with other organizations having similar objectives and reinforce contacts with Shivalli Kutumba around the world.

Article IV: Membership

Section 1 - Membership Eligibility:

The membership for KUTUMBA is open to all persons who meet the following criteria

1. The member is a resident of a country within North America.
2. Believes in and subscribes to the goals and objectives of KUTUMBA
3. The member or spouse has ancestral roots in the former South Canara area of Karnataka state in India.
4. Believes in Dvaita, Advaita, or Vishishtadvaita philosophy and believes in the Vipra way of life.

Section 2 - Membership Types:

1. Membership:
 - a. Annual
 - i. Family
 - ii. Single
 - iii. Student
 - b. 10 Year Term Life
 - i. Grand Patron
 - ii. Patron
 - iii. Family
 - iv. Single
2. Family membership may include Grandparents, Parents and Kids under the age of 21
3. Membership fee will be decided by the Executive Committee for the calendar year.
4. Annual membership is valid from 1st May to 30th April.
5. Membership fee is not refundable and non transferable.

Section 3 - Voting Rights: In order to be eligible to vote:

1. Membership to be in good standing

2. Should be a member for at least 3 months prior to voting
3. The members must be present physically, virtually or proxy to exercise their voting right.

Section 4 - Revoking Membership: Membership can be revoked for any conduct considered to be non-compliant to the objectives of KUTUMBA, with the recommendations of the Executive Committee and approval from the Board Of Directors.

Section 5 : The KUTUMBA membership is voluntary and no member shall have right to sue the KUTUMBA or the KUTUMBA officers in a court of law.

Article V: Executive Committee (EC)

Section 1 - Executive Committee:

1. The Executive Committee(EC) shall consist of the following office-bearers and members:
 - i. President,
 - ii. Vice President
 - iii. Secretary,
 - iv. Treasurer,
 - v. Joint Treasurer and
 - vi. Upto 7 named Committee Chairs as deemed necessary by the President
2. The President will nominate EC members.
3. Each individual appointed to share an Office is responsible, both jointly and individually, for the disposition of all duties outlined in this Constitution.
4. The term of office of the President and EC shall be until a term of two years.
5. The first President shall be nominated by the founding members.
6. The office bearers (President, Vice President, Secretary, Treasurer and Joint Treasurer) are named as Core EC members.

Section 2 - Operations: The President of KUTUMBA shall be the Chairperson of the EC. Any decision in the EC shall be decided by majority vote of the members present. The Chairperson shall not vote unless there is a tie. The quorum for the EC shall be two-thirds(2/3) of total strength of EC.

Section 3 - Duties: The EC is charged with the ongoing operations of KUTUMBA, including organization of the biennial General Body Meeting, maintenance of membership lists, communication, organization of events and activities between General Body Meetings, and proper filing of all regulatory, governmental, and tax documents.

Section 4 - Meetings: The EC shall meet at least four times in a fiscal year.

Section 5 - Eligibility: Only members of KUTUMBA in good standing with voting rights are qualified to serve as members of the EC. In order to be part of the EC, the person should be a member at least for 3 months prior to voting except Chapter Presidents.

Section 6: If any member of the EC is absent consecutively for more than three meetings, and if the EC considers the reasons for such absence as not satisfactory, it may pass a resolution to replace the member from the EC. Replacement shall be at the sole discretion of the President.

Section 7 - President:

1. To qualify as President, the member should have worked in any committee for at least 2 years.
2. The President shall be a duly elected Officer of KUTUMBA, serving as the Chief Executive during his or her term. The President shall be responsible for the operations of KUTUMBA.
3. The President has a fiduciary responsibility to the membership and shall be accountable to the General Body and the Board Of Directors.
4. The President shall be elected at the General Body Meeting on the basis of a simple majority vote. The voting shall be by secret ballot if more than one candidate seeks the office.
5. The outgoing EC shall be responsible for arranging an orderly execution of the election process. The members contesting the election to be the next President must be present at the General Body meeting to be eligible to be on the ballot and elected.
6. To qualify as a President, the member or spouse should have ancestral roots in Shivalli village of South Canara area of Karnataka State in India.

Section 8 - Vice President:

1. The Vice President shall assist the President in all responsibilities.
2. In the event of absence or other inability of the President, the Vice President shall perform all of the duties of the President.
3. In the absence of the President, the Vice President shall preside over meetings of the EC.
4. The Vice President shall act as a liaison between the Chapter President(s) and EC.
5. Should the President be unwilling or unable to complete his or her term, the Vice President will assume the position of President until the new President is chosen by the Board for the current term.

Section 9 - Chapter President:

1. The Chapter Presidents shall be responsible for leading their respective chapters.
2. The Chapter Presidents shall create additional chapter level roles as necessary.
3. The Chapter Presidents shall be non-voting members of the EC.
4. The Chapter Presidents shall be responsible for collaborating, influencing and implementing the activities initiated by the EC.

Section 10 - Secretary:

1. The Secretary, in consultation with the President, shall arrange an agenda for all meetings and shall notify the members in advance.
2. The Secretary shall be responsible for keeping the minutes of all meetings and maintain such records as may be necessary.
3. At the General Body Meeting, the Secretary shall present a report of the activities of association during the term of the office.
4. The Secretary shall maintain the list of names, telephone numbers and addresses of active members and send notices for annual membership dues and meetings, as applicable.
5. The Secretary shall assist the President in filing any registration statements as required by the Secretary of State; shall assist in renewing & submitting documents related to United States Internal Revenue Service and shall assist in reporting on the updates status at the Annual General Membership meeting.

Section 11 - Treasurer: The Treasurer shall be responsible for filing the necessary financial returns to the concerned authorities. The Treasurer shall be responsible for the maintenance of accounts, insurance and collection of all dues. At the end of the financial year, the Treasurer shall have an audit of the accounts of the association under the requirements imposed by the Board Of Directors, and shall present the certified financial report at the next general body meeting.

Section 12 - Joint-Treasurer: The Joint-treasurer shall be responsible for assisting the treasurer in his/her duties. In addition, the Joint-treasurer shall be responsible for the maintenance of member data.

Section 13 - Resignation: The resignation of any EC members including President during the term shall be accepted by the Board Of Directors.

Section 14 - Multiple Designations: EC members' or their spouse cannot simultaneously serve as an elected member of the Board Of Directors.

Section 15 - Compensation: The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article XI of these bylaws.

Article VI: General Body (GB)

Section 1 - Schedule: The GB meeting of the association shall be held at least once in a calendar year. The date and time should be decided by the EC. The notice of the GB meeting shall be given to all members of the association at least three weeks prior to the meeting date.

Section 2 - Meeting Initiation: Special GB meeting of the association may be held at the call of the EC or Board Of Directors or by the written request of at least twenty members.

Section 3 - Fiscal Year: The fiscal year of KUTUMBA shall be the first (1st) of May to the thirty (30th) of April.

Section 4 - Voting Rights: All Family memberships (above 18 years) carry the right to cast two votes.

Section 5 - Communication: All communication pertaining to the GB meeting will be electronic. GB Meetings can be conducted virtually.

Article VII: Finance

Section 1: The Core EC shall be responsible for managing the finances of KUTUMBA.

Section 2: A bank account in the name of "Shivalli Kutumba of North America" shall be opened and it is operated jointly by the President and Treasurer.

Section 3: The Core EC shall be required to report on audited financial transactions conducted during its term of office at the GB Meeting.

Section 4: The President can approve any expenses upto \$500. Any expenditure between \$500 and \$5000 needs prior approval by the Core EC. Any expenditure above \$5000 needs prior approval by the EC and the Board.

Section 5: The Core EC can use the money from the reserve fund for recurring, long term and housekeeping expenses with the approval of the Board.

Section 6 - Budget:

1. The EC must submit an annual budget highlighting planned expenses and revenue generation approaches to cover the planned expenses.
2. The EC must forecast expenses, raise and manage funds for all planned events.
3. The annual budget shall be approved by the Core EC and Board.

Section 7 - Charitable Fund:

1. Any funds raised through charitable events must be utilized only to support philanthropic causes in compliance with the KUTUMBA objectives.
2. The expenses associated with the charity fundraising event should not exceed 30% of total funds raised.

Section 8: At the end of the term Core EC must transfer any funds over \$2000 to the Reserve fund.

Section 9: Chapter Level Fund:

1. Individual chapters have to raise and manage the funds for their respective events.
2. The Chapter President shall be responsible for planning, and getting approval and reporting financial statements associated with chapter level events to the Core EC.
3. All chapter level expenses shall be approved by the Chapter President.
4. Each chapter needs to submit the financial statement to the Core EC by 31st of January of each year for annual tax filing.

Article VIII: Board Of Directors (BOD)

Section 1 - BOD members:

1. The Board shall comprise 4 elected members, immediate past President and the current President.
2. The current president shall be a non- voting member of the Board.
3. The initial Board shall be formed through a nomination process by the founding members.
4. To be elected as a Board member, the member should have worked in any committee for at least 2 years.

5. To qualify as an elected member of the board, the member or spouse should have ancestral roots in Shivalli village of South Canara area of Karnataka State in India.

Section 2 - Term of office of the Elected Members:

1. In the Initial Board, two(2) positions will be nominated for a term of three(3) years, two(2) positions will be nominated for a term of two(2) years and one(1) position is nominated for a term of one(1) year.
2. Subsequently all elected members of the Board will have a 3 year term.
3. BOD are eligible for re-election, however, no elected member will serve consecutive terms.
4. Family (i.e., Parents, Spouse or Children) members cannot serve in the BOD at the same time to avoid any conflict of interest. Exceptions can be made when there are no candidates to seek the membership of the BOD.
5. The BOD shall hold the office until their successors have been duly elected.

Section 3 - Term of Immediate Past President:

1. The term of the Immediate Past President shall be two(2) years.
2. If the Immediate Past President is not available to serve as a member of the Board, then this position will be nominated or elected for a term of 2 years.

Section 4 - Chairperson: Chairperson is responsible for chairing the meetings of the BOD. Chairperson shall report the activities of the Board at the general body meeting. The term of the chairperson should not exceed two(2) years.

Section 5 - Duties:

1. **Long-term strategic plan:** The BOD shall be responsible for developing a long-term strategic plan to fulfill the goals & objectives of the organization defined in Article III.
2. **Membership:** The BOD shall develop, organize and execute plans and strategies to implement membership drives to attract new members, retain existing members and meet the criteria as defined in the bylaws, subscribing to the purposes of association.
3. **Financial Oversight:** The BOD shall review all finances of the organization including bank accounts, tax returns, and conducting annual audits.
4. **Transition:** The BOD shall ensure a smooth transition between outgoing and incoming EC. These activities will include but are not limited to transfer of all institutional documents, organization properties, certificates, tax documents, financial reports and bank statements.
5. **Constitution/Bylaws:**
 - a. The BOD shall review the bylaws to ensure alignment between objectives of KUTUMBA and current activities when necessary.
 - b. The BOD shall oversee the amendments to the bylaws.
6. **Fundraising:** The BOD will work in conjunction with the EC to support operating fundraising efforts and may initiate separate efforts to raise funds for charitable or reserve purposes.
7. **Chapter Formation:** The BOD shall be responsible for approving the creation of new chapters.

Section 6 - Meetings:

1. The BOD shall meet at least two times in a fiscal year. Meetings may be held virtually.
2. Special meetings of the Board shall be held upon notice to the directors and may be called by the Chairperson upon seven(7) days' notice to each director either personally or electronically.
3. For unforeseen scenarios, where it is not feasible to send the notification 7 days before presenting the issue to BOD, the Chairperson can call for a meeting as soon as feasible, with as many details as possible.
4. Meeting minutes shall be maintained by the designated BOD member.

Section 7 - Quorum: Attendance by at least three(3) voting directors is required for a quorum. Approval of any action/transaction requires consent of the majority of directors who are present.

Section 8 - Unexcused Absence: All BOD are expected to participate actively and handle their fair share of the responsibilities in organizational activities. In case of inability to attend the meetings or events, it is the expectation that they will properly notify the BOD well in advance. If any member of the BOD fails to attend three(3) consecutive meetings, BOD may take appropriate action including consideration for removal from the Board and the vacancy will be filled as called for under Article VIII, Section 5.

Section 9 - Removal: Removal of any voting member of the Board shall only be for cause. This cause should be documented by any general member, supported by signatures of at least 25% members of KUTUMBA in good standing and submitted to the BOD. An elected member of the Board can only be removed with at least two-thirds(2/3) majority of the remaining BOD, including Chairperson, voting to remove.

Section 10 - Retirement: If any BOD member wishes to resign prior to the end of the current term s/he must give written notice to the Chairperson of the Board.

Section 11 - Terms of dual responsibility: Active elected members of the BOD or their spouse cannot serve as a member of any committee at the same time.

Section 12 - Compensation: Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article XI of these bylaws.

[Article IX: Election Process](#)

Section 1 - Election Committee:

1. At the Annual General Body Meeting, an Election Committee consisting of three members of KUTUMBA in good standing shall be elected for organizing and conducting election for the next two years.
2. Initial Election Committee shall be nominated for a term of 3 years.
3. When there are more than three contestants, the three members of KUTUMBA in good standing receiving the highest number of votes shall be declared elected to the committee.

4. In the event of resignation or early termination of an election committee member, the BOD shall nominate members in good standing to fill the open positions to complete the term.

Section 2 - Election Policy: The Election Committee shall create and maintain policies and procedures for conducting KUTUMBA elections. At a minimum, this should include:

1. Procedures and requirements for submitting nominations
2. The deadline for submission of nominations
3. The processes to be followed leading up to and at the time of the election
4. The communication process

Section 3A - Election of KUTUMBA President: The President shall be elected at the GB Meeting.

Section 3B - Election of Chapter President: The Chapter President shall be nominated by the KUTUMBA President.

Section 4 - Election of BOD and Chairperson:

1. **Directors:** Each member in good standing is eligible to cast one vote for every vacant director's position. The candidate(s) will be elected based on the majority votes.
2. **Immediate Past President:** The immediate past president shall serve as a voting member of the BOD with a term of two years. This position shall automatically be filled by the outgoing KUTUMBA President. If the immediate past president is unable to serve as a member of the Board due to any reason whatsoever, the vacant position for the term of two(2) years will be filled through the election process.
3. **Chairperson:** The chairperson position shall be elected from the voting members of the BOD including the newly elected directors and the Immediate Past President. In case of tie, KUTUMBA President can cast the tie breaker vote.

Article X: Dissolution

Section 1 - Quorum: In an event of unavoidable circumstances for dissolving the association majority of both the EC and the BOD should be in agreement. A general body meeting should be held, with at least four weeks notice to the members. The association can be dissolved only with an approval of two-thirds of the active members present.

Section 2 - Disposal of Assets: Upon dissolution of the association, the EC shall, after paying or making provision for the payment of all the liabilities of KUTUMBA, dispose of all the assets of association to such organization(s) which operates exclusively for charitable purposes as shall at the time qualifying as a tax exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article XI: Conflict of Interest and Compensation Approval Policies

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. 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.

Section 2. Definitions

- a. Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
 2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation 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 Section 3, paragraph B, 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.

Section 3. Conflict of Interest Avoidance Procedures

- A. 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.
- B. 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.
- C. Procedures for Addressing the Conflict of Interest.** 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.
- 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.
- After exercising due diligence, the governing board or committee shall determine whether the corporation 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. 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 corporation'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.

- D. **Violations of the Conflicts of Interest Policy.** 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. 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.

Section 4. Records of Board and Board Committee Proceedings

The minutes of meetings 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.

Section 5. Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a. The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
- b. All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
 2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 4. has no material financial interest affected by the compensation arrangement; and
 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c. The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
 2. the availability of similar services in the geographic area of this organization;
 3. current compensation surveys compiled by independent firms;
 4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

- d. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
1. the terms of the compensation arrangement and the date it was approved;
 2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
 3. the comparability data obtained and relied upon and how the data was obtained;
 4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
 5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
 6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
 7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be

reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6. 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 corporation 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.

Section 7. Periodic Reviews

To ensure the corporation 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 corporation'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.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation 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.

Article XII: Amendments

This constitution and By-Laws may be amended by a vote of two-thirds(2/3) of all the voting members present at the GB meeting provided:

1. That the proposed amendment is submitted in writing by a member and supported by ten percent (10%) of the members with voting rights to the BOD at least six weeks prior to the GB meeting OR
2. That the BOD makes editorial changes to the Constitution and By-Laws with the intent of correction and/or clarification AND
3. That the BOD will review and approve/reject the proposed amendments with two-thirds(2/3) of the majority of BOD AND
4. That the Chairperson distributes the BOD approved proposal to all the members of KUTUMBA at least 7 days prior to the GB meeting.

Article XIII: Roberts Rule of Order

Except as otherwise herein expressly provided, all matters of procedure shall be governed by Robert's Rules of Order, Revised, as the same shall, from time to time, be revised and amended. For more information, see <http://www.robertsrules.com>.

NOTES:

Rev 4: Mar 30, 2022 - Added Joint Treasurer role. Replaced life membership with Term life membership. Defined Core EC and its responsibilities. the Core EC responsibility. Changes approved after members review during the General Body Meeting held on 4/23/2022.

Rev 3: Mar 30, 2021 - Reviewed and updated all the sections by the Working Committee members.

Rev 2: Mar 14, 2021 - Reviewed and updated all the sections by the Working Committee members.

Rev 1: Dec 31 2020 - Created a draft version

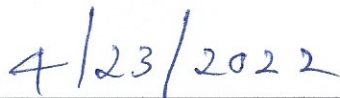
Adoption Date: April 1, 2021

ADOPTION OF BYLAWS

I, the undersigned, certify that I am the secretary of Shivalli Kutumba of North America, and that the above bylaws were approved by the Board of Directors and adopted during the General Body meeting held on 4/23/2022.



Prakash Udupa Narayana



Date