

*Kannada Koota of Northern California (KKNC)*

# **Constitution**

## *Articles*

**Approved by the Board of Trustees of KKNC  
on Dec 21, 2005 in Milpitas, Santa Clara County, State  
of California, USA**

Supersedes all previous versions of KKNC Constitution

**Version: 1.2**

**Dated: Dec 21, 2005**

**Status: Approved Revision**

## **KKNC Board of Trustees**

1. Chairman: Ravi A. Ravindranath (408) 262-8316 [raviravindranath1@yahoo.com](mailto:raviravindranath1@yahoo.com)
2. Vice Chairman: Ramesh Sirsi (650) 856-8948 [rameshsirsi@sbcglobal.net](mailto:rameshsirsi@sbcglobal.net)
3. Trustee 1: H.V.Gangadhara (925) 820-8479 [hosallig@hotmail.com](mailto:hosallig@hotmail.com)
4. Trustee 2: Alamelu Iyengar (408) 252-2699 [iyengars@gmail.com](mailto:iyengars@gmail.com)
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# ***Kannada Koota of Northern California (KKNC)***

## **Articles of Constitution**

### **1. Preamble**

#### **a. Original Formation**

Kannada Koota of Northern California was formed in 1973

#### **b. Original Charter**

KKNC was chartered as an organization with membership from primarily Kannada knowledgeable residents in San Francisco Bay Area to accomplish the following Goals. KKNC has been operating continuously since its inception.

#### **c. GOALS**

KKNC's primary goals are as follows:

##### **i. EDUCATIONAL**

Provide a forum to educate the adult members as well as their children in the traditions, Kannada language and cultural values of Karnataka, India

##### **ii. RELIGIOUS**

Observe the important religious festivals of Karnataka such as Sankranthi, Yugadhi, Ganesh, Navaraathri, Deepavali

##### **iii. CHARITY**

Promote and engage in Charitable causes both within USA as well as Karnataka and India

##### **iv. COMMUNITY DEVELOPMENT**

Promote and provide a forum for integration of the Kannada community and foster a feeling of oneness within the community as well as with other Indian and US communities in the area

#### **d. Charter**

**In support of the Goals stated above, KKNC charter of activities shall consist of, but not limited to:**

(not in any priority order)

- 1. Promoting Kannada language and Kannada literature**
- 2. Cultural activities derived from Karnataka**
- 3. Recognition of, and encouragement to, members/families**
- 4. Welcome/assistance to members**

5. **Spreading competency in Kannada**
6. **Support and attract American Born Kannadigas**
7. **Sport activities**
8. **Community Development, cultural exposure and support to local, state and federal entities (organizations as well as personnel) that enhance the KKNC charter.**
9. **Charity**
10. **Hosting of distinguished Kannada/Karnataka personalities**

## 2. **Articles of Association**

### a. **Governing Body**

The governance of KKNC shall be through two committees:

#### i. **Board of Trustees**

The Board of Trustees will oversee the election of the President and appointment of the Executive Committee each year, ensure a smooth handover, resolve disputes, assist the Executive Committee in working in conformance with the constitution and amend the constitution when required.

#### ii. **Executive Committee**

The President/Executive Committee will conduct the operations of KKNC during its term in office. It will have the authority to raise funds, disburse funds and conduct the activities in conformance with the constitution

## 3. **Organization**

### a. **Definition**

KKNC stands for Kannada Koota of Northern California.

### b. **Type**

KKNC shall be a non-profit organization.

### c. **Purpose**

Main purpose is to fulfill the needs of the community of members in fostering their oneness, language and their heritage.

### d. **Registration**

- i. Federal – Currently registered as a non-profit organization
- ii. State – Currently registered as a non-profit organization

### e. **Tax Status**

- i. Federal – Currently registered as a non-profit, Tax Exempt 501 [C] [7] organization. Will seek Federal 501 [C] [3] certification in order to qualify donations made to KKNC as Tax Deductible to the donors

- ii. State – Currently registered as a non-profit Tax Exempt organization.

**f. Autonomy**

KKNC shall be a fully autonomous organization with complete liberty to carry out the activities according to the charter in pursuit of its Goals.

**4. Constitution Amendment Process**

The Board of Trustees shall review the proposed change and vote on its merits. If accepted, shall revise the appropriate sections in the Constitution, update the version numbering, present the old and the new versions on the KKNC Web site

**5. KKNC Membership**

**a. Types of Membership**

- i. Annual Paid membership
  - 1. Family
  - 2. Single
- ii. Life Membership
- iii. Honorary Membership as Donors

**b. Dues**

Membership dues are payable on a time schedule and per the process set up each year by the Executive Committee. Donations will be accepted at any time in support of particular causes supported by KKNC or in general support of KKNC

**6. Board of Trustees Members**

- i. Chairman
- ii. Vice Chairman
- iii. Members
  - 1. Trustee 1
  - 2. Trustee 2
  - 3. Trustee 3 - Current President or Vice President

**7. Executive Committee Members**

The Executive Committee shall consist of the following officers

- i. President – shall head up and chair the Executive Committee
- ii. Vice President – shall execute duties assigned/delegated by the President. If the President is unable to fulfill his/her own role at any time, the Vice President shall be immediately promoted to President and another person appointed by him/her as Vice President by the Board of Trustees.
- iii. Treasurer – shall be the primary person responsible for the financial well being of KKNC and shall discharge all the fiduciary duties described further below
- iv. General Secretary – shall be responsible for the membership drive, donations drive, promotions, publications,

communications, annual report and duties with respect to organizing events other than handled by the Cultural Secretary, and for activities towards other goals under KKNC charter (e.g., charity, community service)

- v. Cultural Secretary – shall be responsible for organizing, planning, conducting and reporting on cultural events/activities in the charter. The President shall decide the domain of responsibilities between the two secretaries in the event it is not readily apparent.

The President may set up a number of subcommittees to assist the Executive Committee in conducting the activities for the term

**b. Electoral Authority**

- i. Elections to the Executive Committee shall only occur during a “General Body Meeting”.

**c. Setting Membership Dues**

- i. It shall be the prerogative of the President, in consultation with his committee, to set Membership dues (annual as well as life membership) for the coming year. The Board of Trustees need to approve changes in fees.

**8. Fiduciary Requirements**

**a. Types of Funds:**

The President shall ensure, and the Treasurer shall implement, secure handling and accounting of funds on a calendar year basis for the following:

- i. Life Membership Fund
- ii. Annual Dues Fund
- iii. Contingency Fund
- iv. Donations
- v. Other sources of income

**b. Financial Management during the year**

The Treasurer shall manage, and the President verify, that the highest standards are maintained in handling:

- i. Maintenance of Accounts
- ii. Approval of expenses
- iii. Issuance of receipts and Reconciliation
- iv. Audit requirements
- v. Reporting of financial status to General Body
- vi. List and contact information
- vii. Tax Return Filing
- viii. Reporting to other agencies (GO or NGO) and affiliates
- ix. Maintain valid insurance to cover contingencies and any unforeseen liabilities.

**9. Dissolution of KKNC**

- a. In the event a situation arises where KKNC needs to be dissolved, the President, and then the Board of Trustees, shall attempt to avoid dissolution.
- b. If unavoidable, the Board of Trustees, shall distribute the **remaining funds and assets as donations to recognized charities.**

**10. Conflict of Interest Policy**

- a. KKNC has adopted a Conflict of Interest Policy approved by the Board of Trustees. The policy is available as Appendix A to this document. This policy shall be posted on KKNC web site. This policy shall be given to every member of the Board of Directors and the Executive Committee.
- b. Annual Statements  
Each member of the Board of Trustees and the Executive Committee shall annually sign a statement which affirms such person:
  - a. Has received a copy of the conflict of interest policy,
  - b. Has read and understands the policy,
  - c. Has agreed to comply with the policy, and
  - d. Understands KKNC 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.

----- **END of Articles of Constitution** -----

***Kannada Koota of Northern California (KKNC)***  
***Conflict of Interest Policy (Appendix A - Constitution)***

Adopted by the Board of Trustees on Dec 21, 2005

**Board of Trustees signatories:**

- |                          |                                |
|--------------------------|--------------------------------|
| 1. Ravi Ravindranath     | Chairman                       |
| 2. Ramesh Sirsi          | Vice-Chairman                  |
| 3. Hosalli V. Gangadhara | Trustee                        |
| 4. Alamelu Iyengar       | Trustee                        |
| 5. Ramesh Javagal        | President, Executive Committee |

**Article I**

**Purpose**

The purpose of the conflict of interest policy is to protect KKNC's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Executive Committee member or a Trustee of KKNC or any member of KKNC that 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 member of the Board of Trustees, or the President or any member of the Executive Committee or Sub-committees or any member of KKNC with governing board/committee 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 KKNC has a transaction or arrangement,
- b. A compensation arrangement with KKNC or with any entity or individual with which KKNC has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which KKNC 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 Board of Trustees and the Executive committee 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 Board or Exec. 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 Board or Exec. 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 Board or Exec. 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 Board or Exec. Committee shall determine whether KKNC 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 Board or Exec. Committee shall determine by a majority vote of the disinterested Board/Committee members whether the transaction or arrangement is in KKNC'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 Board or Exec. 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 Board or Exec. 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 Board or Exec. Committee 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 Board's or Exec. 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 Board or Exec. Committee who receives compensation, directly or indirectly, from KKNC 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 KKNC for services is precluded from voting on matters pertaining to that member's compensation.

**c.** No voting member of the Board or Exec. Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from KKNC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article VI**

##### **Annual Statements**

Each member of the Board of Trustees and the Exec. Committee shall annually sign a statement which affirms such person:

**a.** Has received a copy of the conflict of interest policy,

**b.** Has read and understands the policy,

**c.** Has agreed to comply with the policy, and

**d.** Understands KKNC 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 KKNC 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 KKNC'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, KKNC may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board and the Executive Committee of its responsibility for ensuring periodic reviews are conducted.