CONSTITUTION

and Bylaws of

AVINYA — A Digital Platform for Kannada Culturalingua Initiatives

A Texas Nonprofit Corporation

❦

IRS 501(c)(3) Public Charity • EIN 93-2554787 • Determination Letter: July 28, 2023

www.avinya.org

Version 3.0 | Adopted: 01/03/2025

PREAMBLE

We, the volunteers and leadership of AVINYA, united by a shared commitment to the Kannada language and the cultural heritage of Karnataka, adopt this Constitution to govern our organization with transparency, accountability, and fiscal discipline. This Constitution governs AVINYA — A Digital Platform for Kannada Culturalingua Initiatives ("AVINYA" or the "Corporation"), a nonprofit corporation organized under the Texas Business Organizations Code (the "Act"). If this Constitution conflicts with a mandatory provision of the Act, the Act controls; if it conflicts with the Certificate of Formation, the Certificate of Formation controls. References to "this Constitution" include these provisions serving as the bylaws of the Corporation.

ARTICLE I — NAME, OFFICES, AND PURPOSE

1.1 Name and Offices

The Corporation's principal office is in the Austin, Texas metropolitan area; its registered office is 4421 Trinity Woods St, Leander, Texas 78641. The Corporation shall continuously maintain a registered agent in Texas, and the Board of Directors (the "Board") may establish additional offices by resolution. The Corporation also maintains its website and social media channels under Board-approved policies.

1.2 Purpose

The Corporation is organized and operated exclusively for charitable, educational, and cultural purposes under Section 501(c)(3) of the Internal Revenue Code (the "Code"): to promote, preserve, and celebrate the Kannada language and the cultural heritage of Karnataka among Kannadigas in the United States through cultural programs, language learning, community engagement, and talent development. Flagship programs currently include the Texas Kannada Short-Film Festival and the "Parichaya — American Kannadigaru" webinar/podcast series; the Board may establish, modify, or discontinue programs at any time.

1.3 Tax-Exempt Limitations

No part of the Corporation's net earnings shall inure to the benefit of any director, officer, or private individual. No substantial part of its activities shall consist of attempting to influence legislation, and the Corporation shall not participate in any political campaign for or against any candidate for public office. The Corporation shall not carry on any activity not permitted by an organization exempt under Section 501(c)(3) or one described in Section 170(c)(2) of the Code.

1.4 Dissolution

Dissolution requires the affirmative vote of two-thirds (2/3) of the then-serving Directors. Upon dissolution, remaining assets after payment of liabilities shall be distributed exclusively to one or more organizations qualified under Section 501(c)(3), as determined by the Board.

ARTICLE II — NO MEMBERS; VOLUNTEERS

The Corporation has no members within the meaning of the Act; all governance authority is vested in the Board. The Corporation carries out its work through volunteers — individuals who support the mission and serve in programs, events, and committees at the invitation of the Board or its committees. Volunteers serve without compensation, are subject to Board-approved policies and each program's terms, and may be appointed to or removed from any volunteer role by the Board at any time. Volunteer service confers no voting rights and no interest in the Corporation.

ARTICLE III — BOARD OF DIRECTORS

3.1 Powers, Number, and Qualifications

The Board manages the business and affairs of the Corporation: it sets strategy and policy, adopts the budget, oversees finances and compliance, and appoints officers and committees. The Board consists of five (5) to nine (9) Directors — an odd number preferred — with the exact number fixed by Board resolution. Directors must support the mission; U.S. residency is not required.

3.2 Election, Term, and Vacancies

Directors are elected by the Board on the recommendation of the Governance & Nominating Committee for staggered three (3)-year terms (approximately one-third elected each year), with a maximum of two (2) consecutive terms and eligibility for re-election after a one (1)-year break. A vacancy may be filled by majority vote of the remaining Directors for the unexpired term.

3.3 Resignation and Removal

A Director may resign by written notice to the President or Secretary, effective on receipt unless stated otherwise. A Director may be removed, with or without cause, by majority vote of the then-serving Directors at a duly held meeting; a Director who misses three (3) consecutive regular meetings without excuse may be deemed to have resigned.

3.4 Meetings, Quorum, and Voting

The Board holds at least four (4) regular meetings per year, one designated as the Annual Meeting. Special meetings may be called by the President or any two (2) Directors on three (3) days' notice stating the purpose. Directors may attend by phone or video and are deemed present. A majority of the then-serving Directors is a quorum; the act of a majority present at a meeting with a quorum is the act of the Board unless law or this Constitution requires more. Each Director has one vote; proxy voting is not permitted. Any action may be taken without a meeting by unanimous written consent (including e-mail), filed with the minutes.

3.5 Compensation

Directors serve without compensation but may be reimbursed reasonable expenses. A Director may serve the Corporation in another capacity for reasonable compensation, subject to Article VI.

ARTICLE IV — OFFICERS AND EXECUTIVE DIRECTOR

4.1 Officers

The officers are the President, Vice-President, Secretary, Treasurer, and Program Director, elected by the Board from among the Directors for two (2)-year terms (maximum two consecutive terms in the same office). One person may hold two offices — the Treasurer and Program Director offices in particular may be combined — except that the offices of President and Secretary may not be held by the same person. Any officer may be removed by majority vote of the Board.

- **President —** chief volunteer officer; presides at Board meetings, leads strategy and governance, liaises with the Executive Director, signs Board-authorized contracts, and represents the Corporation externally.
- **Vice-President —** acts for the President in their absence and performs duties assigned by the Board or President.
- **Secretary —** gives meeting notices, prepares agendas with the President, records minutes, maintains corporate records and this Constitution, and ensures required government filings.
- **Treasurer —** oversees financial records, presents the annual budget, reports on finances at least quarterly, oversees banking and disbursements, and ensures timely IRS Form 990-series and other filings.
- **Program Director —** leads program strategy and the annual program calendar; chairs the Programs & Events Committee; oversees selection of artists, performers, and program content under Article X; and coordinates event working groups and volunteers.

4.2 Executive Director

The Board may appoint an Executive Director as chief staff leader to manage day-to-day operations, implement Board-approved strategy and budgets, supervise staff and volunteers, support fundraising, and report regularly to the Board. The Executive Director serves at the pleasure of the Board, attends Board meetings ex officio without vote, is not a Director, and receives only reasonable compensation approved under Article VI.

ARTICLE V — COMMITTEES

5.1 Standing Committees

- **Governance & Nominating —** recruits and vets Director and officer candidates, leads Board orientation and self-assessment, and reviews this Constitution and governance policies.
- **Finance & Audit —** includes the Treasurer; oversees budgeting, financial reporting, internal controls, grants compliance, and any external review or audit.
- **Programs & Events —** chaired by the Program Director; plans and oversees programs, coordinates regional/zone volunteers, and evaluates program impact.

5.2 Ad Hoc Committees and Advisory Council

The Board or the Programs & Events Committee may create ad hoc working groups (e.g., registration and ticketing, cultural programming, logistics, hospitality, stage and technical, marketing and digital content, awards) with defined charges and durations; their procedures live in Board-approved operating policies, not this Constitution. The Board may also appoint a non-voting Advisory Council of individuals with relevant expertise, serving at the pleasure of the Board.

5.3 Committee Rules

Each standing committee is chaired by a Director and composed of Directors and volunteers appointed by the Board for two (2)-year renewable terms; the Board may replace or remove committee members at any time. A majority is a quorum, and the act of a majority present is the act of the committee. No committee may exercise authority reserved to the Board by law.

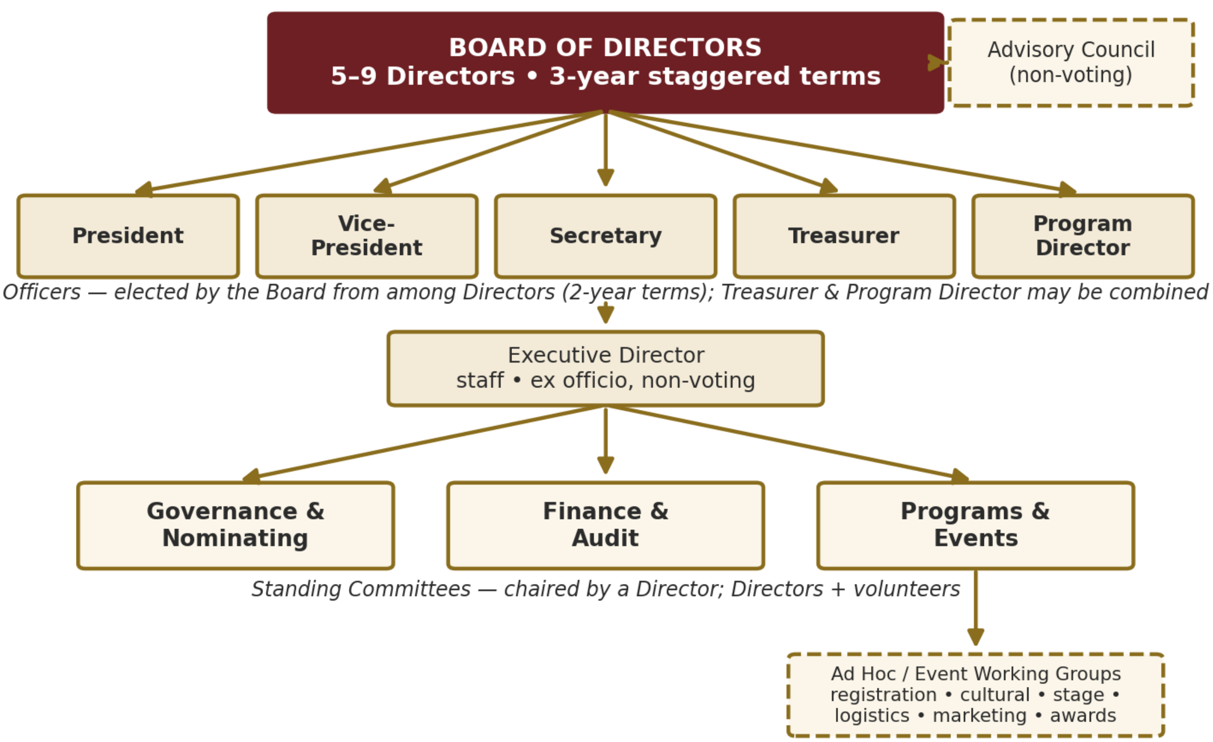

Figure 1 — Governance structure of AVINYA (Articles III–V)

ARTICLE VI — CONFLICTS OF INTEREST AND INDEMNIFICATION

Each Director, officer, and committee member shall disclose any actual or potential conflict of interest, refrain from deliberating beyond answering questions, and recuse from voting on the matter. An interested transaction may be approved only if, after full disclosure, it is fair to the Corporation, at arm's length, and authorized by a majority of disinterested Directors. The Board shall adopt, and annually have each Director acknowledge, a written conflict-of-interest policy consistent with IRS guidance. The Corporation shall indemnify its Directors, officers, and committee members to the fullest extent permitted by Texas law, except for willful misconduct or gross negligence, and may purchase directors' and officers' liability insurance.

ARTICLE VII — FINANCIAL DISCIPLINE

7.1 Fiscal Year, Budget, and Reserves

The fiscal year is January 1 through December 31. Before each fiscal year, the Board adopts an annual operating budget specifying expected revenues and major expenditures by type and amount; spending materially beyond a budget line requires Board approval. The Board shall endeavor to maintain an operating reserve at a level it sets by policy (a common standard is three to six months of operating expenses).

7.2 Internal Controls

The Corporation shall maintain internal controls appropriate to its size, including: separation of duties so that no single person both authorizes and records a disbursement; checks and electronic payments signed or approved as the Board designates by resolution — absent designation, by the Treasurer, with the President's co-approval required above a Board-set threshold; no payments to cash and no undocumented expenditures; original receipts or invoices required for every expense and reimbursement, submitted within sixty (60) days; and prompt deposit of all funds to the Corporation's accounts in Board-selected depositories. No director, officer, or volunteer may borrow from the Corporation, and personal use of corporate funds or property is prohibited.

Figure 2 — Expense approval and payment controls (Section 7.2)

7.3 Reporting, Review, and Filings

The Treasurer reports on financial condition at least quarterly and presents annual financial statements to the Board. The Finance & Audit Committee shall arrange an annual internal review of the books — or an external review or audit when the Board directs or a funder requires. The Corporation shall file the annual IRS Form 990 series on time, maintain its Texas registrations, and comply with any charitable solicitation requirements. Financial records, tax filings, and governing documents shall be retained per a Board-adopted record-retention policy (tax records at least seven (7) years; governing documents and minutes permanently).

7.4 Bank Accounts

All funds of the Corporation shall be held in accounts opened in the Corporation's legal name and EIN at federally insured institutions selected by the Board. Accounts may be opened or closed, and signatories designated or removed, only by Board resolution; at least two (2) officers (normally the Treasurer and the President) shall be signatories on every account, and signatories shall be updated promptly when officers change. Corporate funds shall never be held in, or pass through, any personal account, and personal and corporate funds shall not be commingled. Online banking credentials shall be limited to authorized officers, and the Treasurer shall reconcile every account monthly, with reconciliations reviewed by a Finance & Audit Committee member who is not a signatory.

7.5 Receipts for Funds Received

Every amount received — ticket sales, sponsorships, vendor fees, donations, or other income — shall be evidenced by a pre-numbered or system-generated receipt identifying the payer, amount, date, and purpose. Cash collected at events shall be counted by two (2) unrelated volunteers, recorded on a count sheet signed by both, and deposited within three (3) business days. Sponsorships shall be documented in writing, stating the sponsorship amount and any benefits provided, and donation acknowledgments shall follow Article VIII.

7.6 Contracts

The Board may authorize officers or agents to enter into contracts, leases, and grant agreements; the Executive Director may contract and spend within limits the Board sets by resolution.

ARTICLE VIII — DONATION MANAGEMENT

8.1 Acceptance of Gifts

The Corporation may accept cash and non-cash contributions, gifts, grants, sponsorships, and bequests consistent with its purposes. Significant non-cash gifts (property, securities, in-kind services) require a Board resolution finding acceptance consistent with the Corporation's mission, free of unreasonable conditions, and without undue liability. The Board may decline any gift.

8.2 Donor Acknowledgment and Disclosure

Every donation shall be recorded, and donors shall receive a written acknowledgment stating the amount (or a description of non-cash property), the date, and whether any goods or services were provided in return — including the contemporaneous written acknowledgment required for contributions of $250 or more, and the quid pro quo disclosure required when a payment over $75 is partly a contribution and partly for goods or services.

8.3 Restricted Funds and Donor Intent

Donations accepted for a stated purpose (e.g., a festival fund or a relief fund) shall be tracked separately and applied only to that purpose; if a restricted purpose becomes impracticable, the Board shall seek the donor's consent to redirect the funds or otherwise apply them as the law allows. Contributions may not be earmarked by a donor for the benefit of a specific individual.

8.4 Donor Privacy and Fundraising Ethics

Donor information shall be used only for the Corporation's purposes and shall not be sold or shared except as required by law. All fundraising communications shall be truthful and accurately describe how funds will be used.

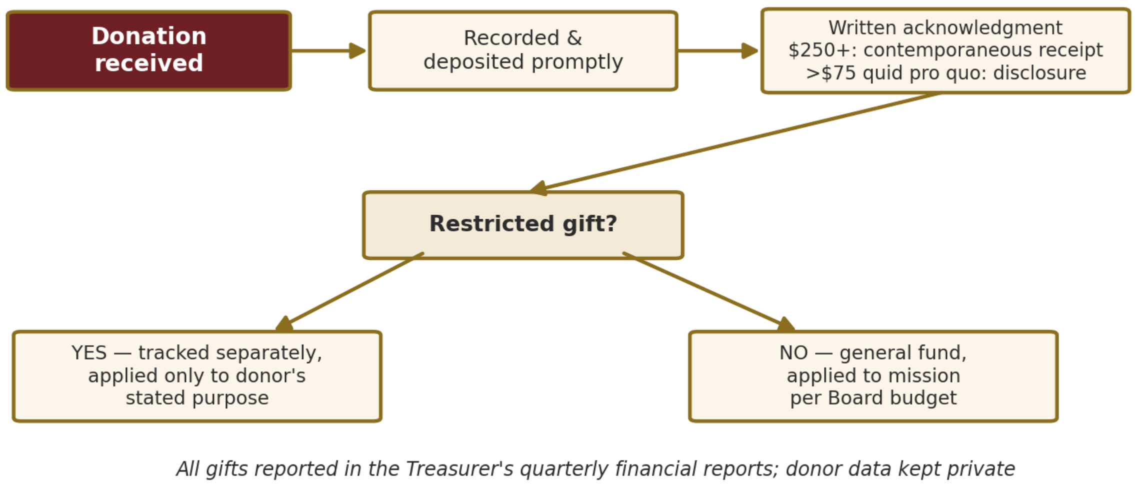

Figure 3 — Donation lifecycle: receipt, acknowledgment, and restricted-fund handling (Article VIII)

ARTICLE IX — CHARITABLE GIVING AND GRANTS

9.1 Grants to Organizations

The Corporation may make grants or donations to other organizations in furtherance of its exempt purposes, preferring organizations recognized under Section 501(c)(3). Before granting, the Board (or the Finance & Audit Committee on its behalf) shall verify the recipient's tax-exempt status and charitable purpose, approve the grant by resolution stating its amount and purpose, and require reasonable reporting on the use of funds for significant grants.

9.2 Awards, Honoraria, and Assistance to Individuals

Assistance to individuals (competition prizes, artist honoraria, hardship assistance) shall be made only under objective, nondiscriminatory criteria adopted by the Board in advance, selected by a committee rather than any single person, and documented. No such assistance may be made to a director, officer, or their family members except under the same criteria applied to the public and approved by disinterested Directors.

9.3 Documentation

All outgoing charitable distributions shall be documented with the recipient, amount, purpose, selection basis, and approval, and reported in the Treasurer's quarterly reports.

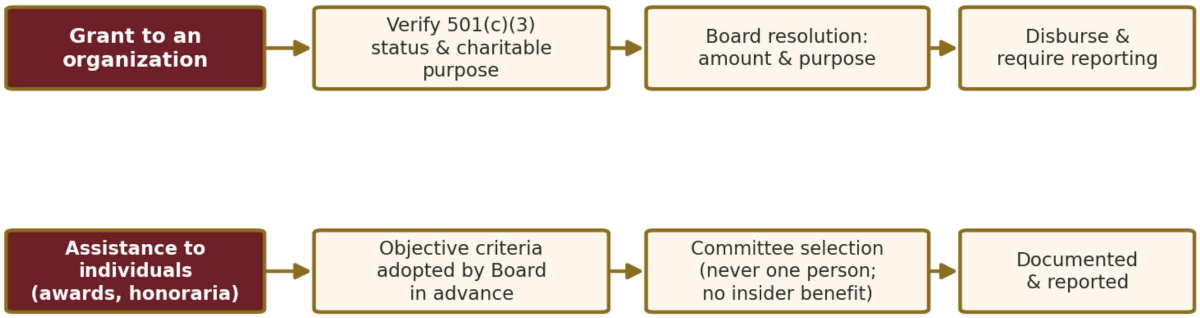

Figure 4 — Charitable giving: grants to organizations and assistance to individuals (Article IX)

ARTICLE X — VENDORS, ARTISTS, AND PROCUREMENT

10.1 Vendor Selection

Goods and services for events and operations shall be procured on the basis of price, quality, reliability, and fit — never personal relationships. For any engagement above a threshold the Board sets by resolution, at least three (3) written quotes shall be sought where practicable, and the selection basis shall be documented. Significant engagements require a written contract stating scope, price, delivery, and cancellation terms, and — where appropriate for venues, catering, or staging — proof of the vendor's insurance. Vendor payments follow the controls of Article VII.

10.2 Artist and Performer Engagement

Artists, performers, and speakers shall be selected by the Programs & Events Committee on artistic merit, program fit, and budget, and engaged under a written agreement covering fees or honoraria, travel and accommodation, cancellation, and any recording or publicity rights. Payments must fall within the Board-approved program budget, with tax documentation per Section 11.5; for artists who are not U.S. persons, the Corporation shall comply with applicable visa and tax-withholding requirements before the engagement.

10.3 Procurement Ethics

No director, officer, or volunteer may accept any commission, kickback, or gift beyond nominal value from any actual or prospective vendor or artist. A vendor or artist in which an insider has an interest may be engaged only under the conflict-of-interest procedures of Article VI — full disclosure, arm's-length terms, and approval by disinterested Directors.

ARTICLE XI — IRS COMPLIANCE AND PRESERVATION OF TAX-EXEMPT STATUS

11.1 Annual Federal Filings

The Corporation shall file the appropriate IRS Form 990-series return each year by the fifteenth (15th) day of the fifth month after the fiscal year ends (May 15) — Form 990-N while gross receipts are normally $50,000 or less, and Form 990-EZ or Form 990 as thresholds require. The Treasurer shall confirm each filing to the Board, mindful that failure to file for three (3) consecutive years results in automatic revocation of exempt status. If the Corporation has $1,000 or more of gross income from an unrelated trade or business, it shall file Form 990-T and pay any tax due; unrelated business activity shall be kept insubstantial relative to exempt activities.

11.2 Preserving Public Charity Status

The Corporation shall operate so as to preserve its classification as a public charity: no private inurement or excess benefit to any insider (all compensation and reimbursements must be reasonable, documented, and approved by disinterested Directors); no participation in political campaigns and no more than insubstantial lobbying; and cultivation of broad public support — contributions from many donors, sponsors, and community sources rather than reliance on a small number of large donors — consistent with the public support tests of the Code.

11.3 Public Disclosure

The Corporation shall make available for public inspection, and provide copies upon request as the law requires, its exemption application, IRS determination letter, and its three (3) most recent annual information returns. Posting these documents on the Corporation's website is encouraged and satisfies the copy requirement.

11.4 State and Local Compliance

The Corporation shall keep its Texas registered agent and filings current, maintain any Texas franchise and sales tax exemptions for which it qualifies, comply with the Texas Charitable Raffle Enabling Act before conducting any raffle, and register for charitable solicitation in any jurisdiction where registration is required before soliciting.

11.5 Payees and Reporting Changes

The Corporation shall collect Form W-9 from, and issue Form 1099 series returns to, contractors, artists, and other non-employee payees as required (generally payments of $600 or more in a year). Material changes — legal name, address, responsible party, or significant changes in purpose or activities — shall be reported to the IRS (including Form 8822-B within sixty (60) days for responsible-party changes) and reflected in the next annual return.

11.6 Annual Compliance Review

Each year the Governance & Nominating Committee, with the Treasurer, shall complete a written compliance checklist covering the items in this Article and Articles VII–X, and report the results to the Board. The Secretary shall retain each year's checklist with the corporate records.

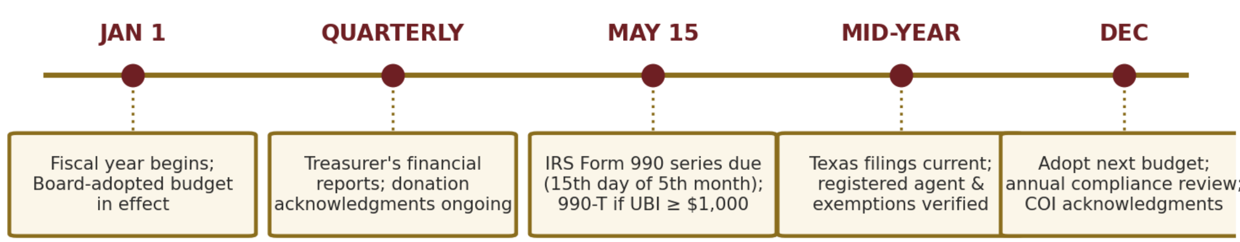

Figure 5 — Annual compliance calendar (Article XI)

ARTICLE XII — RECORDS AND NOTICES

The Corporation keeps accurate books of account, minutes of all Board and committee proceedings (including written consents and waivers of notice), and its governing documents, in any form convertible to writing. Any Director may, on written request to the Secretary, inspect and copy the Certificate of Formation, this Constitution, Board minutes, and annual financial statements during usual business hours. Notices may be delivered personally, by mail, or by e-mail or other electronic transmission to the address on record; mailed notice is deemed delivered five (5) business days after deposit, postage prepaid, and electronic notice when sent.

ARTICLE XIII — AMENDMENTS

This Constitution may be amended or repealed, and a new Constitution adopted, by two-thirds (2/3) vote of the then-serving Directors at a meeting noticed at least seven (7) days in advance with the proposed change. Amendments must comply with the Act, the Certificate of Formation, and Section 501(c)(3) requirements. The Board may adopt emergency provisions during a catastrophic event that makes normal governance impracticable. If any provision is held unenforceable, it is severed and the remainder stays in force; headings are for convenience only.

CERTIFICATE OF ADOPTION

This Constitution was adopted by resolution of the Board of Directors of AVINYA on 01/03/2025 and supersedes all prior bylaws.

____

Dr. Amarnath Laxminarayan — President Date: 01/03/2025

____

Dr. Anuradha Tavarekere — Vice-President Date: 01/03/2025

____

Rohit Annigere — Secretary Date: 01/03/2025

____

Prashanth Gowda — Program Director & Treasurer Date: 01/03/2025