

## **SIFA Introduction**

South India Fine Arts (SIFA), a San Francisco Bay Area community organization was formed in April, 1979. A constitution document in addition to a set of bylaws were also drafted and adopted around the same time. SIFA has been operating continuously for the past 39 -years since its inception. SIFA is a non-profit organization per IRS code 501(c) (3). Federal Tax ID 94-2598561.

*{The By-laws from 2010 were amended in 2013 and ratified during the November 2013 vote by sponsors in good standing. This amendment covered the following areas:*

*Incorporate a single SIFA Board/governing body and eliminate the planning and operating committee.*

*Institute and refine the election process to improve community participation and engagement (Article VII).*

*Establish and clarify By-law amendments and its Ratification Process (Article XI).*

*Incorporate section on yearly transition (Article VIII).} (to be added after the ratification process)*

Previously, there was an amendment to the original constitution and bylaws proposed in 2008 and ratified in 2009 and a further amendment proposed and ratified in 2010. The primary reasons for the amendments were as follows:

*Refine the organization charter*

*Provide clear organizational structure for governance*

*Define procedures for a seamless transfer of responsibilities from one committee to the next*

*Define processes and procedures to safeguard finances and assets*

This document is the updated version of the original constitution and bylaws and incorporates all amendments ratified in \_\_\_\_\_ San Jose \_\_\_\_\_(city), State of California on \_\_\_\_\_ and will be effective from the date it is ratified.

## **ARTICLE I: NAME**

The name of the organization shall be “South India Fine Arts”, abbreviated as SIFA. SIFA shall be a fully autonomous body with complete freedom to carry out activities according to its charter. There shall be no other entity that can claim jurisdiction over SIFA. The association has been incorporated in the State of California. It has been determined by the Internal Revenue

Service that SIFA is exempt from Federal Income Tax under section 501(a) of the Internal Revenue Service as an organization described in section 501(c) (3). Subject to applicable Federal and State laws, the Association may seek additional incorporations in other states.

## **ARTICLE II: MISSION**

To promote, preserve, and present the various forms of Fine Arts of Southern India. These forms include, but are not limited to, classical vocal and instrumental concerts, dance recitals, collaborative performances, plays and lecture demonstrations, sponsored concert tours of high caliber artists.

## **ARTICLE III: GOVERNING BODY**

SIFA shall be governed by an elected Board with fiduciary responsibilities and supported by an Operating team

## **ARTICLE IV: BOARD**

Section a: SIFA Board shall consist of seven elected office bearers. Out of the seven, five office bearers must have served as President or Vice President of SIFA in a prior year. The Board shall also include current year's SIFA President and the SIFA Vice President. These seven Board members shall be expected to serve in the SIFA Board for three consecutive years.

Section b: The Vice President of SIFA is an annually elected position. The nominee for this role must have served as Secretary/Treasurer in SIFA committee for at least two years.

Section c: The Vice President from the current year automatically becomes the President in the following year. If this Vice President is unable to serve as the President, a regular election process will be conducted for the President role. The nominee for this role must have served either as a Vice President or a President in a prior year.

Section d: Three year time limit – In order to bring new energy and ideas into the Organization, no individual shall serve in the SIFA Board for more than three consecutive years. The exception is

- When there are no nominations for any vacant Board position/s then SIFA Board shall submit nominations and select the candidate who has served as President, Vice President, Secretary or Treasure in a prior year. If needed, the three-year limit will be waived for a maximum of one year for that/those candidate

Section e: For structural strength and longevity of the organization, SIFA Board shall consist of a mix of experienced and eligible new members.

Section f: If any Board member resigns in the middle of their elected year, that year will be counted towards their 3 year limit.

## **ARTICLE V: BOARD Roles and Responsibilities**

Section a: The SIFA Board shall be responsible for strategic activities such as Program planning, Artists' selection, Treasury management, Marketing management, Tour management, Operation & Logistics, Contracts/Policies/Procedures maintenance, Annual budget, Tax, Insurance, Compliance etc. SIFA Board shall liaison with Operating team and provide support for events conducted annually by SIFA.

Specifically, SIFA Board shall be responsible for the following activities:

1. Creating annual budget for all operating activities and monitor actuals against budget
2. Safeguarding public funds and public trust
3. Management of taxes, insurance, liability etc. that have long-term consequences for SIFA, with the help of Operating Treasury Team.
4. Formalizing long-term contracts with sponsor organizations
5. Organizing SIFA tours
6. Selecting artists and finalizing events
7. Ownership and execution of the annual elections
8. Facilitating a smooth transition of SIFA Operations from one year to the next
9. Evaluating and voting on any cooperative activity of SIFA with external organizations along with the current President, and Vice President
10. Applying for grants as needed for special events and for operating funds as necessary with the help of the Operating Team.
11. Setting up framework for effective marketing of SIFA events working closely with the Operational Marketing team
12. Setting up framework for long term archival of historic data for SIFA, i.e. video, audio recordings, sponsorship lists, meeting minutes and history of committee members served in SIFA.
13. Ensuring quarterly Board meetings are held and meeting minutes recorded
14. Ongoing adherence of SIFA's bylaws by all

Section b: Each year soon after elections, the Board shall meet and designate primary roles for each Board Member to cover the key strategic areas of Treasury, Secretarial, Tour Operations, Annual event Operations and Marketing/Fundraising.

In particular, President and Vice President shall be responsible for the following areas:

President: The President shall lead the effort of hosting concerts by managing communications with vendor organizations as it relates to hosting of concerts, organizing concert logistics, hosting of the artists locally, and conducting the event successfully with the help of the operating team and the respective Board Liaisons

Vice President: The Vice-President shall work hand-in-hand with the President in all SIFA concert activities and shall serve as the acting President in the absence of the President. The Vice-President will also work closely with other Board Liaisons to participate in longer term strategic activities such as data archival, sponsorship management, contract maintenance, meeting minutes etc

Board Treasury Liaison: The Board Liaison for Treasury shall work hand in hand with the Operating Treasury team to

- 1) Set up the budget for annual events including tours
- 2) Advise the Board on responsible management of all funds – tour, operational and any reserves
- 3) Set up routine maintenance and reporting of all accounts
- 4) Take the lead in all compliance related reporting to external agencies

Section c: The SIFA Board collectively has fiduciary responsibilities for all of SIFA's funds and will set up an annual budget for operations.

Section d: All Board members shall have equal voting rights. The Board must act in a cohesive manner to conduct all its activities.

Section e: In order to ensure checks and balances, no individual Board member shall unilaterally decide on any activity involving SIFA. All collaborations and communications by any Board member with external vendor organizations should be done with full transparency and such records shall be maintained properly.

Section f: Should there be a reason to remove, discipline or take any other action against a Board member; the Board shall call for a special meeting to address the issues in a professional and fair manner, keeping in perspective the long term interest of SIFA. These meetings shall be documented and kept sealed (as the Board deliberates on the need and period) for a period of THREE TO SEVEN YEARS, unless ordered to be opened for any legal reasons. After the sealed period, the documents shall be shredded with the full knowledge of the then Board, but without reading them.

Section g: The SIFA Board may appoint other special committees as necessary. These ad-hoc committees shall operate under the guidance of the Board and shall dissolve at the end of the current year. Board shall appropriately recognize ad-hoc committee members for their contribution by giving a token discount to either sponsorships or individual concerts.

Section h: At all times, the Board will operate with full transparency and ensure SIFA's prestige and reputation remains untarnished

## **ARTICLE VI: Operating Team**

Section a: The SIFA Operating Team will consist of

1. Secretary
2. Joint Secretary
3. Treasurer
4. Joint Treasurer
5. Marketing Representative
6. Audio/Video Representative

All these are elected positions. All elected members shall serve on the team for a maximum of two years. At the end of every operating year, Board shall evaluate the operating team makeup and open up needed vacant positions for elections.

This team will not have any fiduciary responsibilities

Section b: The Operating team may form task forces as needed with the approval of the President, to help during SIFA events. These task forces shall dissolve at the end of the current year.

Section c: In the event an Operating Team member leaves the role mid-term, the President shall inform the Board. The Board shall then initiate the process of identifying a suitable candidate for filling in the remainder of the term. Such term shall not be counted in the two-year term limit for Operating Team members.

## **ARTICLE VII: Operating Team-Roles and Responsibilities**

Secretary: The Secretary assisted by the Joint Secretary, has the responsibility to

1. Maintain sponsorship database
2. Maintain membership and volunteer databases
3. Ensure Sponsorship data is available for the Election Process.
4. Update information on the SIFA website regularly
5. Collaborate with Marketing team for publicity
6. Collaborate with Board Liaison on hall rentals and contracts
7. Setup Operating team meeting(s) and recording meeting minutes

Treasurer: The Treasurer assisted by the Joint Treasurer has the responsibility to

1. Collaborate with SIFA Board liaison on a regular basis to report the Income Vs Expenditures by each concert, Budget Vs Actuals, interim analysis as well as the status of the operating, tour and reserve funds.
2. Maintain accurate tax records to facilitate tax filing annually.
3. Collaborate with SIFA Board liaison to file timely Tax return with IRS

4. Maintain the nonprofit status of SIFA per IRS 501 (c ) (3)
5. Maintain business registration with the Secretary of State
6. Prepare and present a yearend report to the Board during the annual transition meeting
7. Ensure timely disbursement of monies for all financial transactions in compliance with SIFA's agreed upon commitments.
8. Ensure proper handling and reporting of petty cash funds.
9. Ensure all Treasury activities shall be performed by the Treasurer and the Joint Treasurer to provide adequate checks and balances

Marketing Representative: The Marketing Representative has the responsibility to

1. Collaborate with Board liaison to create marketing collaterals for all SIFA events
2. Publicity of SIFA events on the web and electronic media.
3. Collaborate with external organization to promote SIFA events with Board approval
4. Support marketing activities related to artist tours arranged by SIFA.

Audio/Video Representative: The Audio/Video Representative has the responsibility to

1. Setup and tear down of audio and video for all SIFA events
2. Act as the primary caretaker of SIFA audio and video equipment
3. Help with all audio/video recordings of SIFA events and archival of recordings
4. Help with photography for all SIFA events

## **ARTICLE VIII: General Guideline**

All SIFA Board and Operating team members shall

1. Work together in the spirit of cooperation to ensure smooth operation of SIFA.
2. Participate in the operations of SIFA to the fullest of their ability
3. Voluntarily step out if they are not able to perform for any reason.
4. Work on a voluntary basis only and no remuneration shall be provided.
5. Become sponsors and are entitled to a fifty percent reduction of their sponsorship dues.
6. Host SIFA visiting artists when needed

## **Code of Conduct**

1. All SIFA office bearers are expected to follow and honor the highest level of all self-evident codes of ethics
2. Office bearers shall extend professional courtesy and civility to each other.
3. Office bearer shall NOT act in a manner that will pose a conflict of interest to SIFA's mission or affect public trust and/or public funds.
4. Office bearers must operate in a manner that furthers the goals and prestige of SIFA.
5. Office bearers must show mutual respect and foster transparency and trust in all communications

6. Any office bearer, task force volunteer, artist, vendor or program participant who engages in harassment at the SIFA events will be dealt with through appropriate action in a timely manner.
7. Any violation of these codes of conduct shall result in Board review and appropriate action

## **ARTICLE IX: SPONSORSHIP**

Section a: Sponsors of SIFA are those individuals who have fully paid their annual dues.

Section b: Sponsorship categories and dues will be annually reviewed and published by the SIFA Board.

Section c: Continued sponsorship for a period of three consecutive years is required for participating in the Electoral Board.

## **ARTICLE X: ELECTIONS**

Section a: The Elections Process shall be a primary responsibility of the SIFA Board

Section b: Elections shall be conducted during the months of December and January using appropriate electronic means

Section c: The Bylaws, election rules and open positions shall be posted two weeks prior to elections, so all nominees can familiarize themselves with the responsibilities and understand what they are committing to

Section d: The Board shall appoint an independent Election Chair (who is not running for Office, nor a member of the Board) to conduct the election proceedings.

Section e: The Board shall be responsible for providing the election process guidelines to the election chair.

Section f: The Election Chair shall be responsible for receiving all nominations and conducting the election. The Election Chair shall seek the guidance of the Board in terms of doubts, clarifications, complaints or legality issues, but otherwise shall strive to conduct the election proceedings independently.

Section g: The Election Chair shall authenticate the validity of all received ballots

Section h: The Electoral Body shall consist of anyone who has been a SIFA sponsor for the last three consecutive years.

Section i: Any SIFA sponsor of good standing shall be eligible to nominate a candidate for any one open position, at the Board and Operations Team levels.

Section j: All nominees must accept their nomination prior to submission. No candidate may accept nomination for multiple positions during the same term.

Section k: No Individual who sponsors artists or is an office holder in any other organization that is engaged in similar activities as SIFA or is a vendor to SIFA shall serve on the Board or the Operating team to avoid conflict of interest.

Section l: In the event there are multiple nominations for a particular position, the Election Chair shall hold elections by conducting a voting process. The election chair shall publish to the electoral body, for their review prior to voting, a brief bio of the Nominees as provided by them. A simple majority would be sufficient to decide on the choice. In the event of a tie, the outgoing SIFA Board shall cast the deciding vote (tie-breaker) and the Election Chair shall validate and approve the winning nomination

Section m: The election results shall be posted on SIFA website prior to the Thyagaraja Day festival.

## **ARTICLE XI: YEARLY TRANSITION**

Section a: The outgoing Board shall be responsible to call in for the transition meeting not later than two weeks after the annual elections. The transition meeting will be conducted before the new office bearers become operational. This meeting must have a quorum of both incoming and outgoing office bearers.

Section b: In the spirit of ongoing organizational improvement, the transition meeting will emphasize lessons learnt to improve operations in the future.

Section c: Transition must include smooth handover of all operational information such as contracts, collaborations, financial accounts, keys, hardware and all essential resources. The incoming team shall be apprised of all outstanding commitments and any liabilities for the upcoming years.

Section d: The Board shall brief the new office bearers about bylaw adherence and code of conduct during the transition meeting.

Section e: The Thyagaraja Day festival will be conducted by the new Board and Operating Team, with the support of the outgoing Board and Operating Team.

## **ARTICLE XII: DISSOLUTION OF SIFA**

Section a: In the unlikely event where SIFA faces a threat of dissolution, the Board shall strive its best to keep SIFA as an ongoing organization, in the spirit of its service to the Indian diaspora in the USA.

Section b: The Board can call upon the Presidents' Council of SIFA (SIFA Past Presidents) to consult on dissolution and any other strategic issues as need be.



Section c: If being forced to dissolve, the Board shall disburse SIFA's assets in conformance with federal and state government rules and regulations. Once the dissolution plan is formulated, it shall be put to a vote to the general sponsors (requiring a two-thirds vote to pass), if possible. If not possible, the SIFA Board may make a decision (requiring a two-thirds vote to pass). Assets (both liquid and immovable, net of liabilities), if any, shall be designated to a similar non-profit organization in the San Francisco Bay Area, as a first priority. Should liabilities exceed assets, SIFA will file for bankruptcy.

Section d: In case of a dissolution and settlement of assets, the SIFA Board shall inform the sponsors, government agencies, and other affiliated entities and disburse the funds and assets.

Section e: In the event of dissolution of SIFA, the Board shall not be held personally liable for its dissolution.

### **ARTICLE XIII: FIDUCIARY REQUIREMENTS**

Section a: The SIFA Board will have collective fiduciary responsibility of SIFA for all funds collected during their term including balances handed over to them from the prior year. It is recommended that the SIFA Board strive to allocate excess funds into a separate reserve fund class. Funds from the reserve shall never be used for ongoing operations, unless approved by the Board by a two-thirds majority of votes.

Section b: All special events planned and arranged during a year shall be budgeted and tracked separately.

Section c: SIFA may solicit donations from anyone that will not hinder the mission of SIFA. If a specific purpose is attached to a donation received, it is the responsibility of the Treasurer to ensure that the donation is used for that purpose only.

Section d: Collaboration with other sister organizations must be approved by the SIFA Board and shall follow Board-established guidelines that aligns with goals and mission of SIFA.

Section e: All donations must be acknowledged with an official memo from SIFA. The memo must contain the details of the donation, tax payer ID and tax-exempt status of SIFA.

Section f: SIFA may receive revenues from a variety of other sources such as on-site ticket sales, grants, advertisements, food sales, merchandise, among others. Revenues from these sources shall be apportioned by the SIFA Board as appropriate.

Section g: SIFA shall take extra care in selecting third party supplier of services (such as vendors, agents etc.) for its events. The credit standing, insurance coverage and reputation of these third-party suppliers shall be carefully considered prior to engaging with them. It is the responsibility of the SIFA Board to ensure that SIFA's reputation, as a premier Bay Area community organization is not tarnished due to such engagement.

## **ARTICLE XIV: AMENDMENTS AND RATIFICATIONS**

Section a: The SIFA Bylaws may only be amended when there is requirement to accommodate major structural changes if needed for the stability and long-term growth of the organization.

Section b: The SIFA Board shall nominate a sub-committee to review and recommend changes to the existing bylaws.

Section c: The Board shall review the sub-committee's recommendations and shall post it for public viewing of the current year's sponsors. for a period of two weeks ahead of the requested ratification.

Section d: Following this, the members of the Electoral Body shall be invited to review and ratify on a predetermined day / period.

Section e: An amendment shall require a quorum of at least 25% of the current year's sponsors' participation.

Section f. All bylaw amendments can only be passed by a two thirds majority of current years sponsors voting in person or by electronic means. Amended bylaws shall be ratified in its entirety.

## **ARTICLE XV: RULES**

The latest edition of the Robert's Rules of Order shall be the authority on all questions of procedure for issues and items that are not specifically stated in these bylaws.