

# SIFA Constitution and Bylaws

## Introduction

- South India Fine Arts (SIFA), a community organization in the San Francisco Bay Area, was established in April 1979.
- A constitution and bylaws were adopted at its formation.
- SIFA has continuously operated for over 45 years and is recognized as a non-profit organization under **IRC Section 501(c)(3)** with Federal Tax ID **94-2598561**.

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## Bylaws Amendments

### 1. 2008-2010 Amendments

Focused on:

- Strengthening the organizational charter.
- Clarifying governance structures.
- Ensuring smooth transitions between committees.
- Safeguarding financial and organizational assets.

### 2. 2010-2013 Amendments (Ratified in November 2013)

Introduced the following changes:

- Unified governance under a single SIFA Board, eliminating the Planning and Operating Committees.
- Enhanced election procedures to improve community engagement (**Article VII**).
- Clarified processes for amending and ratifying bylaws (**Article XI**).
- Established guidelines for annual transitions (**Article VIII**).

### 3. 2024 Amendments (Introduced in San Jose, CA, November 2024)

Key changes include:

- Defining clear role progression within the Operating Committee and Board to ensure structured transitions.
- Establishing specific tenure limits for office bearer roles to foster fairness and leadership rotation.
- Adding new roles such as **Joint Marketing Representative** and **Joint Audio/Video Representative** to address growing operational needs.
- Providing greater clarity and explicit definitions of the Senior Board's responsibilities.
- Elaborating the election process for enhanced transparency.
- **Note:** This document incorporates all amendments and represents the most current version of the SIFA Constitution and Bylaws, ratified in **San Jose, CA**, on [Insert Date], effective immediately.

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## Articles

### Article I: Name

- The organization is named **South India Fine Arts (SIFA)**.
- SIFA is:
  - An autonomous entity with the freedom to conduct activities as per its charter.
  - Incorporated in California and exempt from federal income tax under **IRS section 501(c)(3)**.
  - Open to future incorporations in other states if required.

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### Article II: Mission

SIFA's mission is to promote, preserve, and present South Indian fine arts, including:

- **Classical arts:** Vocal and instrumental concerts.
- **Dance:** Performances and collaborative productions.
- **Theater:** Productions and lecture demonstrations.
- **Sponsorship:** High-caliber artist tours.

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### Article III: Governing Body

- SIFA is governed by:
  - An elected **Board** with fiduciary responsibilities.
  - A supporting **Operating Team** for execution.

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### Article IV: The Board

#### Section A: Composition

- Composed of **7 elected members**, including:
  - 5 senior members with prior service as President or Vice President.
  - Current President and Vice President.
- Term:
  - Board members serve **3 consecutive years** with a **maximum of 5 cumulative years** across Operating Team and Board roles.

#### Section B: Vice President Role

- The Vice President is:
  - Elected annually and serves as the **President-elect**.
  - Subject to evaluation by the Senior Board before assuming the Presidency.

- If the Vice President opts out or is unready:
  - They may continue as a Board member, provided they have not reached the 5-year tenure limit.
- If the President-elect cannot assume the role:
  - The Senior Board evaluates candidates within the Board for continuity.
  - Open nominations for election if no suitable internal candidates are available.

#### **Section C: Term Limit**

- **Maximum tenure:** 3 consecutive years, unless:
  - No new nominations are received, allowing a **one-year extension** under special circumstances.
- Partial terms due to resignation count toward the 3-year limit.

#### **Section D: Board Composition**

- A balance of experienced and new members is maintained to:
  - Ensure continuity.
  - Foster innovation.

### **ARTICLE V: OPERATING COMMITTEE STRUCTURE AND PROGRESSION**

#### **Section A: General Guidelines**

- All Operating Committee positions are elected roles with a maximum term of two years per position. In certain circumstances, extensions beyond the two-year term may be permitted if deemed necessary and approved by the Board to ensure continuity or address specific organizational needs.
- Members may serve a maximum of five consecutive years with SIFA, including time on both the Operating Committee and the Board.
- Example: A member serving three years on the Operating Committee, advancing to Vice President in the fourth year, and transitioning to the Board as President in the fifth year, would reach the five-year limit. The member must then take a mandatory gap year if they wish to rejoin either the committee or the Board.
- At the end of each operating year, the Senior Board evaluates the Operating Committee's composition to ensure alignment with organizational goals and equitable progression.
- Role movement, eligibility for specific positions, and extensions of service or terms are determined by the Board based on established criteria.

#### **Section B: Progression Guidelines**

##### **President Progression:**

- Upon completing their term, the President may transition to a Senior Board role, provided they have not exceeded five consecutive years with SIFA or three consecutive years on the Board.
- The Senior Board reviews the outgoing President's tenure, considering leadership, decision-making abilities, and teamwork.

##### **Vice President to President Transition:**

- The Vice President serves as the President-elect.

- At the end of the year, the Board evaluates the Vice President's readiness to assume the role of President.
- If the Vice President opts out or is deemed unready, they may continue as a Board member if their five-year tenure has not been reached.
- If the President-elect is unable to assume the Presidency, the Senior Board will:
  - Evaluate candidates within the Board for the Presidency to ensure continuity and context.
  - Open nominations for an election to fill the President's role if necessary.

#### **Eligibility Criteria for Vice President:**

- The Vice President must have served at least two years as either Secretary or Treasurer on the Operating Committee.

#### **Tie-Breaking Process for Vice President Selection:**

- If multiple candidates are eligible, the Board evaluates:
  - Contributions to SIFA initiatives during their tenure.
  - Leadership abilities and team-oriented approach in current or past roles.
  - Peer feedback collected via an anonymous poll/voting process from the Operating Committee.
- The final selection is made by the Board following a thorough review, incorporating feedback from the Operating Committee poll.

#### **Section D: Role Movement Within the Operating Committee**

- Current Operating Committee members are given priority consideration for transitioning into roles that become available.

## **ARTICLE VI: BOARD ROLES AND RESPONSIBILITIES**

#### **Section A: Responsibilities**

The Board is responsible for:

- Budget creation and financial oversight.
- Artist selection and event planning.
- Managing elections and operational transitions.
- Overseeing long-term contracts, grants, and compliance.
- Developing marketing strategies and maintaining historical archives.
- Collaborating with the Treasury Team on financial management and compliance.

#### **Section B: Specific Roles**

- **President:** Leads concert operations, vendor communications, event execution, and artist hosting arrangements.
- **Vice President:** Supports the President and oversees strategic activities such as venue bookings, insurance, and other logistics.

#### **Section C: Collaborative Decision-Making**

- Decisions are made collaboratively, with equal voting rights for all Board members regarding concert selections and other key matters.

#### **Section D: Senior Board's Role in Leadership Transitions**

- The Senior Board (excluding the current President and Vice President) will, at the end of the year:
  - Evaluate the continuity of the President's position on the Board.
  - Oversee and ratify the transition of the Vice President (President-elect) to the role of President.

- Identify and evaluate candidates within the Board for the Presidency if the President-elect cannot assume the role.
- Open nominations to fill vacancies in the Board and Operating Committee as needed.
- Approve role transitions within the Operating Committee.
- Determine eligibility for term extensions of Operating Committee members.

While the Senior Board does not hold authoritative powers, its responsibilities are essential for maintaining stability and ensuring SIFA's long-term success as a 501(c)(3) organization.

## **Article VII: Operating Team**

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### **Section A: Composition**

The Operating Team consists of the following roles:

- Secretary
- Joint Secretary
- Treasurer
- Joint Treasurer
- Marketing Representative
- Joint Marketing Representative
- Audio/Video Representative
- Joint Audio/Video Representative

#### **Note:**

- Members serve a maximum of two years in a role.
- Members do not have fiduciary responsibilities.

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### **Section B: Mid-Term Changes**

- If a member leaves mid-term, the Board appoints a replacement for the remainder of the term.

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## **Article VIII: Operating Team Roles**

### **Secretary**

- Maintains and updates databases for sponsors, members, and volunteers to ensure accuracy and accessibility.
- Collaborates with the Marketing team to ensure website content and social media updates are completed promptly and consistently.
- Manages organizational communications, including email blasts, in coordination with the Vice President.
- Assists the Vice President and President with hall bookings and securing insurance coverage for events.

#### **Treasurer**

- Collaborates with the Vice President and President to determine appropriate concert ticket pricing.
- Works with the Marketing team to ensure timely publication of concert ticket links.
- Monitors finances and ensures compliance with IRS regulations.
- Oversees organizational finances to maintain compliance with IRS regulations and financial best practices.
- Prepares and shares profit and loss (P/L) reports for concerts and conducts quarterly financial reviews with the Board.
- Compiles annual financial reports and ensures timely disbursements as required.
- Prepares and submits all necessary documentation for tax filing and ensures readiness by no later than October of each year.

#### **Marketing Representative**

- Develops publicity materials and coordinates external promotions.

#### **Audio/Video Representative**

- Manages audio/video setups, recordings, and archival.

#### **Additional Responsibilities:**

- The entire Operating Team and the Board share the responsibility of hosting artists or making necessary hosting arrangements.

## **Article IX: General Guidelines**

#### **Membership Responsibilities**

- Members must cooperate and participate actively.
- All roles are voluntary, with no remuneration.
- Members are required to be sponsors and are eligible for a **50% reduction in sponsorship dues**.
  - The discount also applies to their spouse, parents, and children.

## **Code of Conduct**

- Maintain professional ethics and courtesy.
- Avoid conflicts of interest.
- Foster transparency and respect.
- Address harassment promptly and appropriately.
- Violations may lead to Senior Board review and action.

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## **Article X: Sponsorship**

### **Section A: Definition**

- Sponsors are individuals who fully pay their annual dues.

### **Section B: Categories**

- The Board annually reviews and publishes sponsorship categories and dues.

### **Section C: Electoral Participation**

- Sponsorship for three consecutive years is required to participate in Board elections.

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## **Article XI: Elections Process Guidelines**

### **Section A: Oversight of the Election Process**

- The Senior Board will oversee the election process to ensure fairness, transparency, and adherence to SIFA's guidelines.

### **Section B: Timing of Elections**

- Elections will take place in December and January, using secure and efficient electronic methods.

### **Section C: Pre-Election Information**

At least two weeks before elections, the following will be shared:

- The By-laws.
- Election rules.
- A list of open positions.

### **Section D: Appointment of the Election Chair**

- The Senior Board will appoint an independent Election Chair to oversee the process.
  - The Election Chair cannot run for any position or serve on the current Board.

#### **Section E: Provision of Guidelines**

- Clear and detailed election guidelines will be provided to the Election Chair by the Senior Board.

#### **Section F: Responsibilities of the Election Chair**

The Election Chair will:

- Receive and process nominations.
- Oversee election proceedings.
- Seek Senior Board guidance for clarifications or issues.
- Ensure fair and transparent elections.

#### **Section G: Ballot Authentication**

- The Election Chair will validate all ballots to maintain integrity.

#### **Section H: Definition of the Electoral Body**

- Composed of individuals who have been SIFA sponsors for three consecutive years.

#### **Section I: Eligibility to Nominate Candidates**

- Any SIFA sponsor in good standing may nominate a candidate for one open position.
- Nominees must formally accept nominations before submission.
- Individuals cannot accept nominations for multiple positions in the same cycle.

#### **Section J: Conflict of Interest Policy**

The following are ineligible for the Board or Operating Committee:

- Those who sponsor artists.
- Individuals holding office in organizations similar to SIFA.
- Vendors or service providers to SIFA.

#### **Section K: Nomination and Election Process**

- **Preference for Active Volunteers:**
  - Preference will be given to candidates with a history of consistent volunteerism.
  - The Election Chair and outgoing Board will assess eligibility.

- **Voting Process:**
  - Elections proceed with a simple majority vote if no active volunteer nominees exist.
  - Nominee biographies will be published prior to voting.
  - In the event of a tie, the outgoing Board casts the deciding vote.

#### **Section L: Announcement of Election Results**

- Results will be published on the SIFA website before the Thyagaraja Day Festival.

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### **Article XII: Yearly Transition**

#### **Section A: Scheduling the Transition Meeting**

- The outgoing Board must convene a transition meeting within two weeks of the annual elections.
- Both outgoing and incoming office-bearers must attend.

#### **Section B: Focus on Organizational Improvement**

- Reflect on past operations.
- Share lessons learned.
- Discuss strategies for future improvements.

#### **Section C: Handover of Essential Resources**

- Includes transfer of:
  - Contracts, collaborations, financial accounts, keys, hardware, and operational materials.
  - Details of outstanding commitments, projects, and liabilities.

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### **Article XIII: Amendments and Ratifications**

#### **Section A: Amendments**

- By-laws may be amended for major structural changes to support stability and growth.

#### **Section B: Sub-Committee Role**

- A sub-committee may review and propose changes, but the Board has ultimate amendment authority.

#### **Section C: Public Posting of Amendments**

- Proposed amendments will be posted for public viewing by sponsors for two weeks.
- Amendments take effect after the two-week period.

#### **Section D: Ratification by the Electoral Body**

- The Electoral Body will review and ratify amendments during the Annual Thyagaraja Aradhana Festival.

#### **Section E: Policy and Process Changes**

- Temporary changes by the President or Senior Board must be ratified by the Board and are valid for one year.
- Permanent changes require formal amendment and ratification.