



## CODE OF BY-LAWS OF BENGALI ASSOCIATION OF INDIANA, INC.

Approved at the GBM on March 3, 2018

### ARTICLE I: IDENTIFICATION

The name of the organization shall be "Bengali Association of Indiana, Inc." (hereafter referred to as BAI). The logo of the BAI will be the name Bengali Association of Indiana inscribed in a wreath consisting of crossed conventionalized branches of the olive tree on a background of gold circle with saffron border.

### ARTICLE II: OBJECTIVES

- A. To engage in the educational, cultural, charitable and religious activities related to the culture of Bengal and the Indian subcontinent.
- B. To sustain and perpetuate the heritage and culture of Bengal and India.
- C. To foster the spirit of friendship and cooperation between its members, local community and other groups.
- D. To obtain funds, receive dues, gifts, contributions and grants, borrow, or otherwise raise money, to carry out foregoing purposes, from BAI members, members of local community, other affiliated non-profit organization, federal sources or from federal, state or local governments under such terms and conditions as may be from time to time deductible under Section 170 (c) (2) of the Internal Revenue Code and Regulations.
- E. To operate exclusively for non-profit purposes, and to remain a non-profit, non-political organization that is qualified to become and remain an exempt organization under Section 501(c)3 of the Internal Revenue Code and the Indiana law.
- F. To coordinate and centralize resources for foregoing activities for the betterment of Bengalis and the people of the Indian sub-continent.

### ARTICLE III: MEMBERSHIP

The membership is open to all who believe in the objectives of the BAI, irrespective of race, religion, color, gender, age or national origin. Membership is open to all Indiana residents who are willing to join and are 18 and older and informed the Executive Committee (EC) of their interest.

There are three types of membership: Family, Individual and Student. Membership is open to all residents of Indiana and may be dependent upon the payment of a fee as determined by the Executive Committee (EC).

- A. Family membership - Consisting of the principal member and members of his/her immediate family who reside at the same residence.
- B. Individual membership - Consisting of a single member who does not fall under category C.
- C. Student membership - Open to any individual attending an educational institution in Indiana.

### ARTICLE IV: RIGHTS, RESTRICTIONS AND MEETINGS

- A. All members in good standing shall have voting rights.
- B. A family defined in Section III will have a maximum of two votes, one for the principal member and another for any other adult member in the family. All individual and student members shall be eligible to cast one vote each for election of each position for office.
- C. The members shall participate in any kind of voting such as by proxy, secret, voice, postal, internet/web/E-mail or by others means as deemed appropriate by the Executive Committee referred to as (EC).
- D. All member disputes shall be resolved by mediation. The Executive Committee will have supervisory authority over all other individual committees that may be formed from time to time for any particular

event. In cases of dispute the decision of the EC will be final and binding on all subcommittees and members.

- E. The general body has the right to amend this constitution and its by-laws.
- F. All meetings will be held at any designated place as decided by the EC.
- G. Annual general body meetings shall be held in late summer or early fall, preferably in September, where a report of the organization will be submitted.
- H. The EC is authorized to summon special meetings of the General Body if and when requested by the President of BAI and a majority of the EC, or by a written petition signed by at least thirty voting members as defined by the Articles of Incorporation or these By Laws.
- I. At least two weeks' notice will be provided to all members for attending a General Body Meeting. Members will be advised of the location, date and time by the EC.
- J. Thirty votes shall constitute a quorum. If the requisite quorum is not formed on the day of the General Body meeting, the President at his/her discretion may dissolve the meeting and set up a new time to reconvene. If the quorum is still not found at the second meeting, the business will be transacted and the present members will constitute the quorum.
- K. The EC shall keep at all times a complete and accurate list of all members that are eligible to vote.

#### **ARTICLE V: EXECUTIVE COMMITTEE (EC)**

- A. **Number:** The EC shall be comprised of five to nine members.
- B. **Composition:** The EC shall consist of the President, the Vice President, the Secretary, the Joint Secretary, the Treasurer and additional positions, such as the Assistant Treasurer, may be appointed by a majority vote of the EC. The EC may, at their discretion, form sub-committees for specific events. The Chairpersons of each subcommittee will be appointed by the EC. In such cases, the Chairpersons of the sub-committees could become temporary members of the EC.
- C. **Term:** The tenure of the members of the EC mentioned in article V.B shall be for **four** years. Members of the EC cannot be re-nominated for a second successive term **for any position**.
- D. **Qualifications:** Candidates for positions in the EC must be a resident of Indiana and in good standing in the state of Indiana.
- E. **Vacancies:** In case of a vacancy, for any reason (such as resignation, expulsion, death, disability or moving out of state), the EC shall elect a new EC member for the remainder of the term by a majority vote of the EC.
- F. **Nomination and Elections:** The president of the EC shall appoint a nominating committee consisting of the vice-president, the secretary, the joint secretary and two members at large, in good standing, not less than ninety days prior to election. The nominating committee shall submit the finalized list of nominations to the president who, in turn, shall inform the membership in writing at least thirty days prior to the deadline of the election. Election could be conducted by the web-based voting process or other means as described in IV C.

For consideration, the nomination, supported by at least ten members in good standing, shall be sent in writing to the nominating committee at least thirty days prior to the election. The membership may nominate any member for office if the candidate meets the qualifications and provides the nominating committee with his/her written consent prior to the election. There shall be NO NOMINATION FROM THE FLOOR.

#### **G. EC Responsibilities:**

- i. Shall look after the interest of the community and ensure that the organization fulfills the religious, cultural and educational needs of the youth and the community at large, consistent with the objectives of the BAI.
- ii. Shall be responsible to look after the interest of the organization.
- iii. Shall be responsible to promote the objectives of the organization.

- iv. Shall uphold the rules and laws of the organization, and in pursuit of the objectives, create an environment of cooperation among various committees. Shall also be responsible to coordinate the activities of the various sub-committees.
- v. Shall be responsible to hold meetings of the committee. As and when needed the EC meetings shall be called by the secretary of the EC or any EC member delegated by the secretary.

H. Duties of Officers:

- i. President:
  - a. Shall manage and supervise all the affairs of the EC.
  - b. Shall preside over the meetings of the EC and provide leadership, vision and guidance to the various sub-committees for their coordinated and cooperative efforts to achieve their goal(s).
  - c. Shall discharge other duties customary to the president's office.
- ii. Vice president:
  - a. Shall take charge of all the president's responsibilities during the absence or disability of the president, due to any reason.
  - b. Shall help the president in coordinating various activities, expected from the president's office.
- iii. Secretary/Joint Secretary:
  - a. Shall maintain an accurate and regular record of the EC meetings, general body meetings and physical assets of the BAI.
  - b. Shall be in charge of all the documents pertaining to the functioning of the EC.
  - c. Shall be responsible to notify the membership of the EC, decisions and agendas, as and when required.
  - d. Shall perform all duties pertaining to the office and take charge of the position vacated by an office bearer, or in absence of the office bearer, due to sickness, disability or any other reason.
  - e. Above responsibilities will be jointly executed by both members.
- iv. Treasurer/Assistant Treasurer:
  - a. Shall see to it that the financial records are current and accurate.
  - b. Shall submit a yearly account update to the members of BAI.
  - c. Shall be responsible to file the required forms (federal, state and local), pay taxes, insurance, mortgage and any other bills.
  - d. Shall file the yearly corporate registration papers of the state of Indiana for the current year.
  - e. Above responsibilities will be jointly executed by both members.

#### **ARTICLE VI: GENERAL BODY**

Members of the BAI shall constitute the general body. Members in good standing shall have the right to 1) vote, and 2) serve on the EC at any position unless he or she served as a member of the EC during the previous term (Article V C).

#### **ARTICLE VII: REMOVAL OF AN ELECTED OFFICE BEARER FROM BAI**

Any elected office bearer of the organization can be expelled for any intentional misuse of the power/position or the violation of the constitution of the BAI or any misconduct disgraceful to the BAI.

- A. Charges must be submitted in writing and signed by at least twenty-five members of BAI.

- B. An independent panel of three past presidents of BAI shall address the complaint within 30 days of receipt of the same. The panel shall notify the person/committee concerned in writing and the person/committee shall be given the opportunity to express his/her/their views on the charges. A majority vote of the panel must be required to expel any member from the BAI EC.

Any office bearer(s) who is expelled or withdraws from BAI membership shall not have any claim on dues or donations already contributed by them. Expulsion of an office bearer does not absolve him/her from their legal, financial or other liabilities. In the case of an expulsion of a member from the EC, the vacancy shall be filled as outlined in Article V.E.

#### **ARTICLE VIII: MISCELLANEOUS**

- A. No BAI member shall hold two EC positions simultaneously. A BAI member may hold membership in more than one committee/subcommittee.
- B. In case of the absence of any EC member, the powers and duties of such a member can be delegated to any other member of the EC provided that a majority of the members of EC concur.
- C. All funds of the Organization shall be used solely on the majority vote of the EC for purposes set forth in Article II hereof and no others.
- D. BAI shall not make any advancement of loans for services to be performed in the future and shall not make any loan of money or property to any officer or member of BAI.

#### **ARTICLE IX: AMENDMENTS**

These by-laws may be amended by an affirmative vote of thirty members in good standing by proxy or at a meeting at which quorum of thirty members-is present, or as described in Article IV J, provided the proposed amendments shall have been sent to all the members with the call for such a meeting.

#### **ARTICLE X: INDEMNIFICATION**

The BAI shall indemnify any and all of its current members, directors or officers, or former members. directors or officers, or any person who may have served at its request or by its election as a member, trustee or officer of another corporation, against the expenses, including attorney's fees, actually or necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been a member, trustee or officer of the BAI, or of such other corporation, except in relation to matters as to which any such member, trustee or officer or former member, trustee or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of a duty, and to such matters as shall be settled by agreement predicted on the existence of such liability.

#### **ARTICLE XI: DISSOLUTION**

Dissolution of BAI shall require the approval of at least seventy-five members present at a meeting. A quorum of seventy-five voting members must be present at the meeting.

Upon dissolution of the BAI, the EC shall pay or make provisions for the payment of all liabilities of the organization from the BAI accounts and legal assets. There shall be no personal liability of any EC member towards any liabilities of BAI. The EC shall ensure the proper distribution and disposal of the remaining assets of the BAI to one or more local, national or international organization(s) with similar objectives, operated exclusively for charitable, educational or cultural purposes and, at the time, qualifying as an exempt organization under the section 501 (c)(3) of Internal Revenue Code of 1954. The selection of the nonprofit organization shall be made by the EC and ratified by the general body