

The following was sent to the General Membership for review and approval. It was adopted by the Board of Directors after incorporation of comments.

Constitution (By- laws) of the Bengali Association of Greater Birmingham (BAGB) – Version 1.1 (Adopted Nov 20, 2009)

Article I. Name and Address

- Section 1. The name of the organization shall be Bengali Association of Greater Birmingham, Birmingham, AL, hereafter abbreviated as BAGB.
- Section 2. The place in the State where the principal office is to be located is the City of Birmingham or Greater Birmingham area.

Article II. Article of Organization

- Section 1. BAGB is incorporated under the law of the State of Alabama and is a non-profit organization.
- Section 2. The article of organization of BAGB comprises of articles of incorporation and these By-laws.
- Section 3. BAGB is organized exclusively for social, charitable, religious and educational purposes including donations and distribution of books, films, etc. to organizations that qualify as exempt organizations under section 501(c)(4) of Internal Revenue Code of 1954 (or the corresponding provisions of any future U.S. Internal Revenue Laws.)
- Section 4. All services of the BAGB Officers shall strictly be on a voluntary basis and none of its members will be entitled to any monetary compensation for their services. However, BAGB will be authorized to pay compensation for authorized services rendered in furtherance of the purposes set forth in Article III. Such services include food preparation, entertainment, transportation and associated expenses with guest speakers, musicians, etc. Notwithstanding any other provisions of these articles, BAGB shall not, except to and insubstantial degree engages in any activities or exercise any powers that are not in furtherance of the purposes of the Association.
- Section 5. BAGB shall be non-commercial, non-sectarian and non-partisan. The names of the BAGB or its members in office shall not be used in any partisan interest if not related to objectives of the Association.

Article III Objectives

- Section 1. The mission of BAGB is to serve the Bengalis, by
1. Preserving and celebrating Bengal's unique cultural heritage
 2. Providing needed services to members of the community.
 3. Increasing interaction between the local community and the Indian Diaspora
 4. Striving to share the gains made by the Bengali community in Birmingham, with other communities in Birmingham area and communities in India.

The mission can be accomplished by, not limiting but including, activities such as:

1. Receiving and maintaining a fund or funds and applying these and other incomes thereof to accomplish the objectives by means as shall be appropriate from time to time.
2. To promote fellowship among the members of the community and other similar mindset organizations through cultural and recreational activities, such as picnics, movies, carnivals, etc.
3. Increasing the second and third generations familiarity with Bengali culture by providing forums through the following:
 - A. Language, dance, music, art, cooking, Yoga and other classes and/or seminars
 - B. Publish books, magazines, newsletters and other materials.
 - C. Sponsor music and dance concerts.
 - D. Sponsor essay and debate competitions that have their goal to better understand Bengali culture.
 - E. Organize sports events.
4. To support charitable projects and the programs in India and USA.
5. Promote and sponsor Indian religious teaching seminars and festivals in a non-sectarian manner.
6. To establish a permanent center and instruments to promote the objectives specified above.
7. To organize other programs those are exclusively for scientific, educational, literary, charitable or religious purposes.

- Section 2. The BAGB resolves that the Association shall not promote propaganda or otherwise attempt to influence legislation. The Association shall not participate in, or intervene in (including the publishing or distribution of

statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organization which themselves are exempt as organizations described in sections 501 (c) (4) of the Internal Revenue Code of 1954 or corresponding section of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

Article IV. Membership and Dues

- Section 1. Eligibility: Any person 18 years of age or over and interested in the objectives of the Association, and agreeing to abide by the By-laws of the Association will be eligible for membership. For a member to be in good standing, the membership dues shall be paid in full in accordance with Section 4.
- Section 2. Application with membership dues should be submitted to the Executive Committee for approval.
- Section 3. Membership in the Association shall be of the following types:
1. Individual Member: These shall be persons of 18 years of age or over who pay their dues.
 2. Family Member: Adult members of a family or household of 18 years of age or over who pay their membership dues.
 3. Student Member – Individual- Full time student: These shall be persons of 18 years of age or over who pay their dues.
 4. Student Family Member: Student family where both are full time students or where one is full time student and the spouse is not fulltime employed and who pay their membership dues.
- Section 4. Dues: Annual membership fees for individual and family members shall be decided by the Executive Committee and shall be changed as needed but approved by the general body. Dues shall be for one calendar year and will be paid by January 31st of each year or by the first event of the year.

Article V. A. Officers and Executive Committee

- Section 1. The Association will have an Executive Committee consisting of a President, a General Secretary, Treasurer(s), Cultural Secretary(s) and Food Secretary(s).

- Section 2. The immediate past president will be a voting member of the executive committee. Past president(s) may be 'nonvoting' members of the executive committee and will be acting as ex-officio members.
- Section 3. Duties of the Executive Committee shall be to help formulate and execute the policies and programs approved by the general membership of the Association.
- Section 4. Executive Committee is authorized to appoint a new executive committee member in case of any vacancy is created.
- Section 5. The terms of office of the Executive Committee members shall be limited to maximum number of years at a stretch as follows:
- President: 2 years
 - General Secretary: 2 years
 - Treasurer(s): 4 years
 - Cultural Secretary(s): 2 years
 - Food Secretary(s): 2 Years

The above terms can be extended as needed upon approval of the Board of Directors and affirmed by the general body with a simple majority. In no way should the terms of the Executive Committee members other than the Treasurer be extended for more than two terms. The term of the Treasurer can be extended more than two terms if so needed.

Section 6. **Duties and Responsibilities**

A. EXECUTIVE COMMITTEE:

- (a) **President:** The President shall be the chief officer of the BAGB. The President shall preside over the meetings and shall be answerable to the general body for all actions. The President shall also be the chief member of all the committees and subcommittees (if any) and shall have the general powers and duties of the supervision and management usually vested in the office of the President of a corporation. The President may authorize an unexpected expenditure of up to \$500.00 which should be approved during the next meeting.
- (b) **Secretary:** The Secretary shall assume the duty of the President, in the absence of the President, and shall exercise all the powers vested in the office of the President. The Secretary shall be responsible for maintaining minutes and records of all meetings, discussions and presentations. The Secretary shall be responsible for all correspondence and administrative work of the BAGB. The Secretary shall maintain an inventory of items that belongs to the BAGB and pass them on to next new secretary within 30 days.

- (c) **Treasurer:** The Treasurer shall be responsible for collecting membership dues and maintaining financial accounts for the BAGB. The Treasurer shall be responsible for periodic reporting of the financial status to the Board. The Treasurer shall maintain up-to-date financial records and prepare annual statement of accounts, get them audited as needed for presentation to the general body meeting at the end of the following year. The Treasurer shall be responsible for timely filing of BAGB taxes. The treasurer shall pass accounts and related documentations to the next new treasurer within 30 days.
- (d) **Cultural Secretary(s):** The Cultural Secretary shall be responsible for all aspects of cultural, religious and recreational related activities.
- (e) **Food Secretary(s):** The Food Secretary shall be responsible for arranging food for all the BAGB events.

B. BOARD OF DIRECTORS

- 1. The BAGB Board shall be responsible for overseeing the compliance of the Constitution and Bylaws. The Board should hold meetings as outlined in Article VI.
- 2. Membership in the BAGB Board shall be as described below:
 - (a) Board Members: The Board of Directors shall consist of a minimum of 3 and a maximum of 5 individuals. The BAGB has three members, and additional members can be added if there is significant increase in general membership and the current Board needs additional membership for increased oversight. A new Board member should be nominated by current board members and approved by the General Body of BAGB members. A chairman of the Board shall be elected when the Board has greater than 4 or more individuals. A Board member may be removed by unanimous vote of the remaining Board member and reaffirmed by the Executive Committee.
 - (b) In case of termination of any Board member, the Board membership should be maintained at the minimum level of three members at all times.
 - (c) Any member of the Board can also be a member of the Executive committee.
 - (d) Only the Board members shall have voting rights for the Board's activities.

- (e) The term of the BAGB Board members is not finite, and membership may be terminated only at the request of that Board Member or by the affirmative vote of the General Body. In case of termination of of nay Board member, the Board membership should be maintain at the minimum level of three members at all times.
- (f) In the event of a change of BAGB Board membership, the Bylaws do not need to be resigned. By the appointment to the Board, the new member is expected to uphold the current BAGB constitution.

Article VI. Meetings

- Section 1. There shall be at least one general body meeting within one calendar year.
- Section 2. Executive committee shall meet at least once every six (6) months for proper functioning of the Association. Board members may be present at executive committee meeting as necessary. The presence of at least three (3) members will be required for a quorum for the meetings of the Executive Committee.
- Section 3. The Board members shall meet at least one time within one calendar year to affirm that the constitutions of the Association are maintained.

Article VII. Election Procedure

- Section 1. Formation of the Executive Committee will be based on nomination and the nominated committee has to be approved by General body.
- Section 2. In case of disapproval of any individual committee member by the general body and failure of any negotiations thereafter, an election for the position will be held as needed.
- Section 3. All members of in good standing on the current roster of membership shall have the right to vote and contest.

Article VIII. Amendments and Rules of Order

- Section 1. These By-laws may be modified by a two-third majority vote of members present at a General Body Meeting which should consist of any 50 percent of the regular members on the current roster of membership. As an alternate, electronic voting may be conducted for affirmation of changes to the By-laws.
- Section 2. Proposed Amendments to the By-laws should be circulated to the membership at least ten (10) days prior to the voting period.

- Section 3. Fifty percent of the members present on the current roster of membership for general meetings shall constitute a quorum.
- Section 4. Special General Body meetings shall be called by the General Secretary or the President with a minimum of ten (10) days notice under the advice of the Executive Committee.

Article IX. Finances

- Section 1. The Association shall keep the funds in a bank. Designated member(s) at the approval of the president and/or treasurer shall be authorized to operate the bank account of the Association.
- Section 2. The Treasurer shall keep financial records current and report it to the Executive Committee once a year. A summary of financial statement shall be provided to the general body at the annual meeting. The financial records shall be subjected to annual audits as needed and the findings shall be reported to the Executive Committee. The audit shall be conducted by any body outside the executive committee, and shall include a general body member of the Association.
- Section 3. The Treasurer shall be responsible for timely filing of Federal Taxes.
- Section 4. Should the Association disband, after paying or making provisions for payments of all the liabilities of the BAGB, the remaining assets of the Association shall be transferred to an organization with similar objectives chosen by the General Body at a special meeting called for the purpose

Approval

Dipankar Ghosh _____ Date: _____

Partha Ghosal _____ Date: _____

Manabendra Dasgupta _____ Date: _____