

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 2 (Adopted March 31, 2016)

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 generation's 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 programs. These charitable activities need not be limited to any specific geographical area.
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. BAGB will have fundraising activities to finance efforts to meet its objectives. There will be no specific caps or goals for BAGB's fundraising goals. Officers of BAGB will be responsible for determining each year's fundraising levels.



Section 3. 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 any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

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.

Section 2. Application with membership dues should be submitted to the Executive Committee for approval. The EC will provide an explanation to the general membership within 30 days if any application is denied.

Section 3. General 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 the regular individual member dues.
2. Family Member: These shall be adult members of a family or household of 18 years of age or over who pay regular family member dues.
3. Student Individual Member: These shall be full-time students (excluding post-doctorates) 18 years of age or over who pay the student level individual member dues.
4. Student Family Member: These shall be adult members of a family or household of 18 years of age where both spouses are full time students or where one spouse is a full time student and the other is not employed fulltime and who pay the student family member dues.
5. Members in the above four categories are referred to as "General members" of BABG. Members of the first two categories are referred to as "Regular members" and those in the next two categories are referred to as "Student members". For a member to be in "good standing", their membership dues for the calendar year should be paid in full in accordance with Section 7.

Section 4. Honorary Membership: The following individuals will be eligible to request an 'honorary membership' from BAGB. Honorary members will have the right to attend most BAGB events without paying guest charges, but will have no voting rights or eligibility to be an office-holder.

1. Community adults with major disabilities.

Three handwritten signatures in black ink, likely representing the approval of the document.

2. Individuals who had been BAGB members for at least 5 years, but were now no longer residing in Alabama.
3. Individuals who were 'Founding members' of BAGB (i.e. signatories on the original By-laws).

Section 5. Every general member in good standing will have one vote each in all matters where voting is open to the general membership. For family membership, voting rights will be limited to two adults in a family.

Section 6. BAGB members will have the right to email 'support@bagb.net' (or any Association email-id that replaces it) on any BAGB related matter, and request that it be shared with all membership verbatim. The BOD or EC will not have the right to refuse that request, delay it unduly or modify it.

Section 7. 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 shall be paid by January 31st of each year or by the first event of the year. Membership dues cover all regular BAGB events except special events like Durga Puja.

Article V. A. Governing Bodies and Officers

Section 1. Adult members of the association in good standing constitute the General Body of the Association.

Section 2. The Association will have a Board of Directors (BOD) with a minimum of 3 directors. There should be one director per 25 general members, but limited to a maximum of 5 directors. The directors will elect a Chairman of the Board from within themselves when the Board has greater than 3 members. Directors have to be regular members in good standing each year they are on the BOD. Non-payment of annual dues by the 31st of March will result in the Director being automatically terminated. In case of a vacancy, the remaining members of the BOD are authorized to appoint a temporary director. Any temporary appointments are to be ratified by the General Body within the next 3 months.

Section 3. The terms of office of the BOD shall be 3 years on a rolling basis. For a 3-member board, each year a member will complete his or her 3 year term and will be replaced by a new member. For Boards with greater than 3 members, multiple directors might complete their 3 year term and will be replaced in a year.



Section 4. The Association will have an Executive Committee (EC), with a maximum of 7 members, consisting of

1. President
2. General Secretary
3. Treasurer
4. Secretary in charge of cultural events
5. Secretary in charge of special events
6. Secretary in charge of communication
7. Secretary in charge of food.

Section 5. The EC may invite the immediate past president or any other general or honorary member to EC meetings in an advisory capacity but these invitees will not have a vote in EC matters.

Section 6. EC members have to be general members in good standing each year they are on the EC. Non-payment of annual dues by the 31st of March will result in the EC member being automatically terminated. In case of a vacancy, the remaining members of the EC are authorized to appoint a temporary member. Any temporary appointments are to be ratified by the General Body within the next 3 months.

1. Resignations by any EC member(s) before the end of a term must come with a minimum one month notice, to give the EC time to find a temporary replacement.
2. Any member filling a vacant EC position (e.g. due to an early resignation) will be eligible to serve a full term in the next EC.

Section 7. The terms of office of the Executive Committee members shall be 2 years in a rolling basis. 4 members will be replaced in one year and the remaining 3 will be replaced the next year.

Section 8. The EC is may create sub-committees to address specific needs of the Association. The intent to form a sub-committee must be communicated to the general membership and all members in good standing must be given equal opportunity to serve on the sub-committee. Certain sub-committees, entrusted with truly lengthy tasks (such as revising by-laws), can have terms independent of the BOD or EC. Only members in good standing may serve on sub-committees with voting rights, though non-members may be included in advisory capacity.

Section 9. Duties and Responsibilities of officeholders:

A. EXECUTIVE COMMITTEE:



Duties of the Executive Committee shall be to help formulate and execute the policies and programs approved by the general membership of the Association.

1. **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.

2. **General 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.

3. **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.

4. **Secretary In Charge of Cultural Matters:** The Secretary In Charge of Cultural Matters shall be responsible for organizing all BAGB cultural and recreational activities.

5. **Secretary In Charge of Special Events:** The Secretary In Charge of Special Events shall be responsible for all BAGB religious activities and any other special events held.

6. **Secretary In Charge of Communication:** The Secretary In Charge of Communications shall be responsible for BAGB website, social media pages, and functioning of audio-visual equipment during all events.

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7. **Secretary In Charge of Food:** The Secretary In Charge of Food 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.

Article VI. Meetings

- Section 1. A properly called General Body Meeting (GBM) is the supreme authority in BAGB and it is open to all members in good standing. No officer or member of BAGB can overrule or supersede decisions passed in a GBM.
- Section 2. There shall be at least one general body meeting in each calendar year.
- Section 3. The quorum requirements for a GBM will be two-thirds of all dues paying members for the following "serious matters": (1) The revision of By-Law; (2) the dismissal of elected officeholders; (3) changing BAGB's tax exempt status. This requirement cannot be modified by any other part of these by-laws. The quorum requirements for a GBM for all 'other' matters will be one half of all dues paying members.
- Section 4. Electronic voting, with deadlines for voting, would be used if quorum requirements are not met at a GBM. The GBM will be considered to be in session, but only for electronic voting on the issues already in front of the GBM, till the stated deadline of the vote. The GBM will be considered adjourned at the deadline, unless the deadline is extended with notice to the GB.
- Section 5. A 'serious' matter (as stated above in Section 3) will require a two-thirds majority vote of the GBM once quorum requirements have been met. Passing 'other' matters would require a simple majority of the GBM once quorum requirements have been met.
- Section 6. The deadline for electronic voting will be two weeks. Reminders will be sent to members at the end of the first week and again before the end of the second week. The second reminder will include the number of the votes cast to date.
- 'SERIOUS' matters: At the end of the second week, if quorum requirements have not been met and the deadline is not extended, then for 'Serious' matters a 'no decision' will be recorded and the matter will be tabled for the vote.
- 'OTHER' matters: At the end of the second week, if quorum requirements have not been met and the deadline is not extended, then for 'Other' matters the quorum requirements would be reduced to one third of all dues paying members, but a two-thirds majority vote of participants will be

required for decision. If the reduced quorum requirements are not met a 'no decision' will be recorded and the matter will be tabled for the vote.

- Section 7. GBMs will be called by the General Secretary or the President with a minimum of ten (10) days' notice under the advice of the Executive Committee. Members may also request a GBM with written support of 25% of the total members in good standing.
- Section 8. The EC shall meet at least once every 6 months for the proper functioning of the Association. Board members may be present at EC meeting as necessary.
- Section 9. The quorum requirements for EC meetings will be 50% of all active EC members. No EC member may veto a decision taken by the majority of the EC.
- Section 10. 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. The BOD members not up for election constitute the Election Committee and are responsible for seeking nominations and conducting the elections for the open BOD and EC positions. The Election Committee cannot themselves be candidates for the open positions except under the provisions of Article VII Section 5.
- Section 2. A general member who was not a BAGB member in good standing in the prior year is ineligible to run for office in the current year.
- Section 3. The Election Committee will issue a call for nominations for open positions through the current General Secretary. The call for nominations will be in two phases. In the first phase there will be restrictions on the eligibility of candidates based on Section 4. If enough candidates are not found at the end of the first phase, the restrictions on the eligibility of the candidates will be relaxed according to Section 5. Nominations will be requested from the floor if there are not candidates for each open position.
- Section 4. As long as there are other members willing to serve, the following guidelines will be followed in the elections of the BOD and the EC: To be eligible to serve as BAGB President or BAGB BOD member, the individual should have prior experience serving on BAGB EC.
1. No member should serve two consecutive terms either in the BOD or in the EC.
 2. No member should serve on the BOD and the EC simultaneously.
 3. Spouses should not be officeholders at the same time.
 4. Spouses should not serve consecutive terms on the BOD or EC.

- Section 5. If, based on the above guidelines, there aren't enough candidates to fill all open positions, then clauses 4 and 5 will first be relaxed. If this does not suffice, then clauses 2 and 3 will be subsequently relaxed.
- Section 6. The elections will be held at a GBM where the nominations will be announced. If there is a single candidate for a position, that person will be deemed elected. If there are multiple candidates for a position, there will be a closed election and the candidate with the majority of votes will be elected. Only general member in good standing will have voting rights in BAGB elections.

Article VIII. Amendments and Rules of Order

- Section 1. Proposed Amendments to the By-laws should be circulated to the membership at least ten (10) days prior to the voting period.

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 anybody 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

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