

# **San Antonio Bengali Cultural Community Bylaws**

**Amended and Adopted by the General Body  
On November 17, 2018**

## **ARTICLE I. Name, Office, Mission and Vision**

### **Section 1 Organizational Name**

Name of the organization is "San Antonio Bengali Cultural Community Inc" hereinafter called "SABCC" or "Association".

### **Section 2 Office**

The principal office of the Association in the State of Texas shall be located in San Antonio.

### **Section 3 Mission Statement**

San Antonio Bengali Cultural Community is a non-profit 501(c)(3) organization dedicated to promote cultural and social heritage of Bengali speaking individuals living in Texas, organizing cultural, social, charitable, educational, and recreational programs.

### **Section 4 Vision Statement**

PROMOTE awareness of Bengali identity, its cultural and spiritual heritage.

ORGANIZE cultural programs and events involving Bengali and other Indian traditional and contemporary cultural activities.

ORGANIZE efforts to maintain and perpetuate Bengali and Indian culture among the youth of Indian origin during the process of their assimilation into the American mainstream.

PARTICIPATE in charitable causes through voluntary work and fund raising.

FOSTER a spirit of friendship and cooperation between its members through social activities, sports events, musical gatherings, and religious festivals.

## **ARTICLE II. MEMBERSHIP**

### **Section 1 Eligibility**

Any person subscribing to the mission of the Association and 18 years or older shall have the right to membership in the Association. The Association shall be non-discriminatory as to

member's race, religion, sex, or national origin. The said person shall be a member of the Association upon payment of the annual membership dues. The board of directors (aka: BOD) shall have the sole authority to determine the eligibility of all applicants for membership.

## **Section 2 Membership Categories**

The following establish the categories of membership in the Association. Categories are established for determining applicable dues and fees for activities of the Association and for voting rights defined under Section 5.

**Individual:** Any person over 18 years of age.

**Student:** Any person over 18 years of age who is currently enrolled as a full-time student in a recognized institution of higher learning.

## **Section 3 Amend**

The board of directors of the Association shall have the authority to designate, establish or amend the categories of membership in the Association listed below with written notification to the General Body.

## **Section 4 Dues and Fees**

The BOD shall have the authority to establish the current annual membership dues and admission fee structure. All membership dues are for the fiscal year of the Association and due by 1st January on a non-pro-rated and non-refundable basis. Membership will be valid until December 31st of the same calendar year.

The annual dues payable by membership shall be as follows:

Grand Patron.....	\$500.00 (Onetime payment)
Life Member .....	\$150.00 (Onetime payment)
Single Member.....	\$20.00 (Annual)
Student Member.....	\$15.00 (Annual)

Grand Patrons will have two free admissions for all SABCC programs excluding Durga and Saraswati Puja for life. Programs conducted in concert with other organizations (Temples, TNF, FETNA) are excluded. Life members can become Grand Patrons by one-time payment of an additional amount of \$350 or more.

## **Section 5 Voting Privileges**

Individual Member: One Vote

Student Member: One Vote

## **Section 6 Revoking Membership**

The board of directors shall have the authority to revoke membership of any member knowingly or intentionally engaging in conduct which is intended to compete with or cause harm to SABCC or which, in the opinion of the board of directors, in its sole discretion, is likely to injure the reputation of SABCC. The board of directors shall investigate the charges and if, by two thirds majority vote of the board, there is probable cause to believe that a basis for revocation of membership may exist, the board shall place the petition for removal on the agenda for hearing at a board meeting specially called for such purpose and shall provide the affected member with written and electronic notice of the petition and the hearing date so that such member may have an opportunity to be heard in opposition to the petition. If no quorum is present, the hearing on the petition shall be continued to the next regular meeting of the board or a special meeting called for such purpose at which a quorum is present and voting. The Secretary of the BOD shall notify the affected member of the date, time and place of the continued hearing. After the hearing at which a quorum is present, the board shall decide by two thirds affirmative vote of those present and voting whether to revoke the membership under question. The President shall notify the affected member of the action of the board both electronically and in writing by certified mail. The decision of the board shall be final and binding.

## **SECTION 7 MEMBER CODE OF CONDUCT**

All members are expected to act in accordance with the principles outlined in this document. The code is based on seven key principles outlined below:

### **1. RESPONSIBILITY & ACCOUNTABILITY**

All members should be aware of their ethical, moral and legal responsibilities incumbent to the Bengali community in which they live, and to this association. All individuals should avoid personal and professional misconduct that might bring the association and its reputation into disrepute.

- Members are encouraged to advance knowledge and understanding of Bengali culture and to counter false or misleading statements which are detrimental to the Bengali community.
- Members shall encourage and support fellow members in their development and, where possible, engage with and mentor new entrants to our cultural community.

- Members shall not speak in the name of the association, its' BOD or committees, without the authorization of the BOD.

## 2. INTEGRITY & HONESTY

All members should be honest and accurate in representing themselves to the community.

## 3. RESPECT AND FAIRNESS

SABCC is committed to maintaining and promoting a collegial environment within which its members treat each other with dignity and respect. All members will not discriminate against, bully or harass others based on: cultural and role differences, including (but not exclusively) those involving age, disability, education, ethnicity, gender, language, national origin, political beliefs, race, religion, sexual orientation, marital or family status and socio-economic status. Members should respect the knowledge, insight, experience and expertise of fellow members, relevant third parties, and members of the general public.

SABCC recognizes as *bullying*, behavior that may be characterized as offensive, intimidating, malicious or insulting, an abuse or misuse of power through means intended to undermine, humiliate, denigrate or injure the recipient. Bullying does not need to be deliberate; someone may demonstrate bullying behavior, which falls within the above definition, without intending to. Whichever form it takes, it is unwarranted and unwelcome to the individual and will often cause embarrassment, fear, humiliation or distress to an individual or group of individuals. Bullying often results from a misuse of individual power derived from status/position, physical strength or force of personality. It can also arise from collective power arising out of strength of numbers.

SABCC recognizes as *harassment* any unwelcome verbal or physical behavior, including sexual advances, when the unwanted conduct has the purpose or effect of either violating another person's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for that person. Harassment does not need to be deliberate; someone may harass another person without intending to. In some situations, where the unwanted conduct is serious, a single incident may constitute harassment. In other situations, conduct may become harassment if it is repeated or sustained.

Given the degree of current reliance upon electronic means of communication it should be specifically noted that harassment, bullying and victimization by members by electronic means is also unacceptable. For example, this might involve:

- Sending e-mails (with or without attachments) which breach the terms of this code
- Inappropriate copying of e-mails to parties not seen as relevant to the discussion, as a way of intimidating or inappropriately gaining leverage over other members, guests, volunteers or staff

#### 4. PRIVACY AND CONFIDENTIALITY

All members respect the individual and collective rights to privacy and maintain confidentiality in compliance with US and International law and regulations.

#### 5. AVOIDANCE OF PERSONAL GAIN

All members should neither offer nor accept bribes or inducements either on a personal basis or on behalf of SABCC

#### 6. CONFLICT OF INTEREST

All members should declare to the BOD any competing professional or personal interests that may be pertinent to their activities within the Association. If a conflict of interest does arise, the individual must inform the BOD immediately the mater becomes apparent and must take the following actions:

- Abstain from the activity in question
- Declare the conflict of interest and pass the role to a colleague or
- Stand down/withdraw from the activity

Failure to do so, may lead to the imposition of actions, including a ban on attendance/participation at specific SABCC events or activities and ultimately termination of their SABCC membership.

#### 7. COLLEGIALITY

Collaboration with external cultural associations is encouraged in order to develop the transfer and sharing of knowledge and to help disseminate Bengali learning and culture. If members put in place barriers or are obstructive to such collaboration or acts in a way that brings SABCC into disrepute through these collaborations they maybe in breach of this code and may face sanctions or termination of their membership.

#### SUMMARY

This code of conduct establishes the principles for all SABCC members to adhere to; however, it may not cover every issue that may arise.

### **Article III. Organizational Structure**

The Association will be managed by up to 7 elected office bearers (called board of directors) (or BOD). If there is no 7 elected office bearers found then the Association will be managed by any

number of directors between 7 (maximum) and 3 (minimum) elected office bearers. The composition of the BOD of the Association shall be:

President,  
Vice President  
General Secretary,  
Treasurer,  
Chair, Fundraising and Social  
Chair, Information Technology  
Chair, Cultural Activities

Each Board member will have equal voting privilege. But if there is an even number of directors elected or available, and any issue/decision has equal number of “Yes” and “No” votes, then final decision will be made following the Robert’s Rule i.e., the president will have an extra vote to cast towards the decision etc. The term of the Board members shall be for a maximum of 1-year term aligning with the Association fiscal year. Election process will be followed to elect next Board members.

### **Section 1 President**

The President shall be the principal executive officer of the Association and subject to the consent of the BOD. He/She shall in general supervise and control the operational affairs of the association. He/She shall preside at all meetings of the BOD. He/She along with the Secretary may sign any deeds, contracts or other instruments, except in case where the signing and execution thereof shall be expressly delegated by these By-Laws to some other officer of the Association. In general, the President (with active help from the General Secretary and Vice President) shall perform all duties relevant to the Office of the President including presenting the outline of his/her term’s activities, budget for approval by the BOD. The President shall be the registered agent of the Corporation

### **Section 2 Vice-President**

The Vice-President shall assist the President in executing the duties of his/her office. In the absence of the President, he/she shall preside over all the regular and special meetings of the BOD, and shall perform all duties of the Office of the President. He/she shall succeed the President if the President does not complete his/her term in office. He/She shall also perform all activities related to public relations consisting of broadcasting the activities of the Association, subject to the consent of the BOD.

### **Section 3 General Secretary**

The Secretary shall keep minutes of all meetings of the BOD and the General Body. He/She shall attend to the giving and receiving of all notices of the Association and such other books and

papers as the BOD may direct. Such notices and minutes shall be open to examination of any member of the Association. Minutes of all meetings shall be distributed to the members of the BOD. He/she shall perform all duties related to membership of the organization. He/she shall solicit new membership, screen and qualify applications for new membership and maintain membership records. Membership fees shall be collected and handed over to the Treasurer for deposit into the Association's bank accounts.

The Secretary shall be responsible for all media communications such as email, social media and website along with the Cultural Chair.

As additional responsibilities Secretary may be responsible for maintaining website updates, event photos and videos and any publishing/printing needs.

#### **Section 4 Treasurer**

The Treasurer shall maintain custody and keep account of all money, funds and property of the Association, unless otherwise determined by the BOD. He/She shall render such accounts and present such statements to the BOD as may be required. The Treasurer shall deposit all funds of the Association received by him/her in such bank as the BOD may designate. He/She shall keep the bank accounts in the name of the Association and shall make available for viewing the books and accounts at all BOD and General Body meetings. Such books and accounts shall also be available for viewing at all reasonable times to any member of the Association upon application to the BOD. The Treasurer shall pay out the money as the purposes may require upon the order of the BOD, taking proper voucher thereof. The BOD shall have power by resolution to delegate any of the duties of the treasurer to other officer(s) and may require all bills, notes, checks, vouchers, orders or other instruments to be countersigned. The Treasurer shall be primarily responsible for following all state and federal tax laws, and paying any state and federal taxes due at the appropriate time.. Treasurer will prepare financial reports for submission to the BOD and the General Assembly, a budget for the ensuing fiscal year.

#### **Section 5 Cultural Chair**

The Cultural Chair shall be responsible and plan for all cultural activities. The Cultural Chair may form a Cultural Subcommittee which can suggest/assist in such activities, innovative programs and executing programs. All actions of this committee shall be subject to the approval of the BOD.

#### **Section 6 IT Chair**

The IT Chair will be responsible for planning and executing all arrangements for IT services and related necessities for relevant events. IT Chair may form an IT Subcommittee which can suggest/assist activities related to all IT Services.

## **Section 7 Fund Raising & Social Chair**

Fund Raising Chair shall be responsible to plan and supervise the fund raising activities of the Association and formulate such policies for sound financial growth of the Association. It shall have the authority to direct the investment and reinvestment of the funds of the Association with approval of the BOD. Fund Raising Chair may form a Subcommittee which can suggest/assist activities related to fund raising.

## **ARTICLE IV Election**

### **Section 1 Time of Election**

Election process will be initiated by November 21st every year. Annual Election must be completed before December 31st each year.

### **Section 2 Term of Officers**

All Directors are elected by the General Body under the supervision of a Commissioner. All officers (President, Vice President, Secretary and Treasurer) are elected every year by the entire newly elected board members. All board members and officers shall serve a term of one year. This body will work for the Association as its Board of Director (BOD). Without any gap of one year, they may be eligible to stand for election again. There is no waiting period for a new SABCC member to contest/apply for the BOD position from the date he/she got the membership.

(Note: All Officers are Board members, but, every Board member may not be an Officer).

### **Section 3 Election Commissioner**

Before 21st November of each year, the President will select a current member of the Association as the Election Commissioner to conduct election process. The commissioner shall be responsible for seeking nominations, accepting nominations, accepting withdrawal by due date. If necessary, he will be responsible to announce the voting time, date and site of the voting and announcing the final results.

Election Commissioner will be working under the guidance of the BOD. Any Director and his/her family members will not be eligible to be a Commissioner. The commissioner and his/her family members will not be able to apply for a position of directorship.

### **Section 4 Nominations**

BOD will provide the Election Commissioner with a list of all current bonafide members of the Association and their communication details (name, mailing address, e-mail address) for each eligible member.

Telephone number will be member's choice. The Commissioner will seek self-nominations/application from the members for the position of Directors, by sending an email communication. Election Commissioner will announce the due date of filing the nominations/application, due date for withdrawal and if necessary, the time, date and venue of the Election Process.

A member seeking Board position must file so by return e-mail to the Commissioner by the due date.

He/she must state the name of another member who would be willing to second the nomination or application.

Thus he must write the following in the e-mail to the Commissioner, "I hereby self-nominate myself for a position in the Board of Directors (BOD) for the coming year. Another member named (one must write the name here) has consented to support my nomination/application." The Commissioner shall be responsible to accept by evaluating such an applicant's eligibility according to the By-Laws of the Association.

After the acceptance of all eligible candidates, the Commissioner will publish immediately, a list of all accepted applicant's names for the General Body. If the number is seven (7) or less, they will all automatically become the members of the BOD. The Commissioner's tenure will end here. If the number is more than seven (7), the Commissioner will continue with further Election Process.

## **Section 5 Annual Election Meeting**

If there are more than seven names, an election will ensue by Ballot Voting. Whether, it would be a ballot voting by mail or by a gathering at a predetermined place, that would be decided by the Board in consultation with the Commissioner. The location for any election gathering must be in San Antonio, Texas and will be announced by the Commissioner in consultation with the Board. Distribution of Ballots and the methods of casting the votes will be explained to all members by e-mails at least seven days in advance. If decided, this meeting may be set in conjunction with a General Body meeting conducted by the President.

All election processes will be conducted by the Commissioner.

Depending upon the situation, voting shall be by mailing or by personal attendance at the election meeting.

Absentee votes may be cast by registered members of good standing in writing and must be received by the Election Commissioner at least two days prior to the election. The floor of election meeting will not be open for additional nominations.

Counting the votes and announcement of the result will be made immediately. The top seven candidates will become the members of the next year's board of Directors but not before secluding themselves immediately and electing four (4) specific Officers (President, Vice President, Secretary and Treasurer) amongst themselves. They must announce the result to all members and submit in writing to the President.

The new BOD including the Officers will wait for the New Year for their first meeting by paying their new membership dues. No General meeting may be called before the Saraswati Puja, when a sufficient number of paid membership would be expected to hold a meeting.

## **Section 6 BOD Positions**

The election process must have to be started to elect 7 directors. If there's no 7 candidates found to be elected, the election process will be started to elect 6 directors, and so on. But it must follow the rule to elect the number of directors between 7 (maximum) and 3 (minimum). The seven elected BOD members will by election select the officers of the association at their first BOD meeting. They will notify the general body of the names of the officers within one week of their election.

## **Section 7 Vacancy**

In case one or more BOD positions fall vacant during the term of the BOD, the member with the next highest vote (i.e. the eighth, ninth,) will automatically be added to the BOD to fill the vacancy/vacancies.

## **Section 8 Election Material**

All election material including, but not limited to the voter list, candidate list, and records of all votes cast including counting methods must be given to the BOD for storage for as long as necessary.

## **ARTICLE V Meetings**

### **Section 1 BOD Meeting**

Regular, monthly BOD meetings will be held on a fixed day of the month as determined by the board, without other notice than these by-laws. The BOD may provide for, by resolution, the time and place, within San Antonio, for holding additional meetings of the BOD without other notice than these by-laws. Attendance at these meetings is encouraged and no board member shall miss more than 3 meetings in the calendar year. In case, a member is unable to attend such board meetings, he or she should be allowed to resign their position or the board may ask for such a resignation.

The agenda for each BOD meeting shall be published a week before the meetings and if a member cannot attend, they can send in their votes on the issues to the secretary or the president of the board.

### **Section 2 Annual Meeting**

The annual meeting of the General Body shall be held at least once a year which shall also be the election meeting. The out-going President shall give the summary of activities of his term in office and the out-going Treasurer shall give the financial status of the Association.

### **Section 3 Special Meeting**

Special meeting of the General Body may be called by a majority of the BOD or upon the written request of at least twenty five percent of the registered members of the General Body.

### **Section 4 Notice of Meeting**

Written or printed notice of any meeting shall be given to concerned participants not less than seven days prior to date of meeting.

### **Section 5 Conduct of Meeting**

Quorum for a General Body meeting is fifteen voting members or 15% of the total voting membership whichever is less.

Quorum for BOD Meeting will be half of the current BOD Members or 4 BOD members whichever is bigger.

### **Section 6 Minutes of the Meetings**

The secretary of the board shall keep minutes of the board meetings and publish them in Google Docs. Access to these minutes may be obtained by General Body members by request.

## **ARTICLE VI Finance**

### **Section 1 Fiscal Year**

The Fiscal year of the Association shall begin on the first day of January and end on the last day of December each year

### **Section 2 Compensation**

There will be no compensation for services rendered by any members of the Association, including its elected members. Any work done by outside help, e.g. secretarial help, printing, copying, etc. will be paid by the organization if considered appropriate by the BOD. Reimbursement of out-of-pocket expenses of any members of the BOD or regular members will

be permitted provided that a Receipt is submitted to the Treasurer of the Association detailing the cause of the expenditure, for which prior permission must be obtained from the BOD.

### **Section 3 Contracts**

The BOD may authorize any officer, employee or other agent of the Association to enter into any contract or to execute and deliver any instrument in the name and on behalf of the Association and such authority may be general or confined to specific instances.

### **Section 4 Checks, Drafts, Notes**

All checks, drafts or other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the Association, shall be signed by such officer or agent of the Association and in such manner as the BOD may determine from time to time.

### **Section 5 Indebtedness**

The highest amount of indebtedness or liability to which the Association shall at any one time be subject shall not in any case exceed the value of the property owned by it. The members and officers of the Association shall not be liable personally for corporate debts, and their private property shall be exempt from liability thereafter.

### **Section 6 Financial Evaluation**

An accountant will be nominated by the BOD for evaluating the accounts of the Association every year. Such an accountant will not be a member of the BOD and may have significant experience in accounting. An outside accountant may be used if no member within the organization has accounting experience or can be found to do this voluntarily.

### **Section 7 Dissolution**

Upon the dissolution of the corporation, the Board Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, community service or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 C (3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal revenue Law), as the BOD shall determine. Any such assets not so disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VII Amendments**

### **Section 1. Articles of Incorporation**

The Articles of Incorporation may be amended only by the General Body, provided that specific written notice of the proposed amendment of the Articles and a summary of the changes to be effected thereby shall be given to all members at least seven days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least ten days in advance if delivered by regular mail. As required by the

Articles, any amendment to Article III or Article VI of the Articles shall also require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of two thirds of the registered members.

### **Section 2. Bylaws**

Only the SABCC General Body may amend these Bylaws in accordance with the Robert's Rule. Written notice setting forth the proposed amendment and summary of the changes to be effected thereby shall be given to all members within the time and the manner specified in Robert's Rules.

## **ARTICLE VIII Indemnification from legal action and Dispute resolution**

### **Section 1 Indemnification**

(a) Mandatory Indemnification. SABCC shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she was a director of SABCC, against reasonable expenses incurred by him or her in connection with the proceedings.

(b) Permissible Indemnification. SABCC shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of SABCC, against liability incurred in the proceeding if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

(c) Indemnification of Officers, Agents and Employees. An officer of SABCC who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. SABCC may also indemnify an employee or agent of the corporation who is not a director,

consistent with Texas law and public policy, provided that such indemnification, and the scope of such indemnification is set forth by the general or specific action of the board or by contract.

## **Section 2 Conflict Resolution (SABCC Related)**

All conflicts between members and between members and directors shall be resolved by mandatory arbitration. The Arbiter shall be a member SABCC with intimate knowledge of the workings of SABCC, and shall be selected by the president of the BOD. If the president or the entire BOD is involved in the mandatory arbitration, then an external arbiter approved in Texas, will act as the Arbiter, and deliver his/her verdict. The decision of the Arbiter will be final. No legal action can precede this process of arbitration. Legal action between members of SABCC including directors of BOD will only be allowed to challenge the decision of the arbiter.

## **ADOPTION OF BYLAWS**

ADOPTED AND APPROVED by the Board of Directors on this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

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Tapan Saha, President - SABCC, INC.

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Baishakhi Debnath, Vice President & Chair, Cultural - SABCC, INC.

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Arindam Ray, General Secretary - SABCC, INC.

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Sanghamitra Das, Treasurer & Chair, Information Technology -SABCC, INC.

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Abhijeet Trivedi, Chair, Fundraising and Social - SABCC, INC.