

Final Report
of
The Constitution Review Committee
Mid America Bengali Association
(Abridged)

Prepared by:
The Constitution Review Committee
Formed on December 9, 2007
By the Executive Committee of MABA

Dr. Ashim Ghosh
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Dr. Raktim Sen (Chair)
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Date: July 7, 2008
Revised (typographical errors): July 22, 2008
Revised (Proposed Bylaw): July 27, 2008
Revised (Proposed Bylaw): August 23, 2008
Revised (Proposed Bylaw): Sep 10, 2008

Executive Summary

The Constitution Review Committee (CRC) was formed on December 9, 2007 by the Executive Committee of Mid America Bengali Association (MABA) for the purpose of reviewing the various versions of MABA's constitution and recommending to the Executive Committee a consolidated document that can be maintained methodically. The CRC was also entrusted to recommend modifications to the existing Constitution to remove any errors, omissions, ambiguity and "imperfections".

The CRC reviewed four versions of MABA's Constitutions that included the hardcopies of the original, signed version of 2000 and three (3) subsequent version ratified by the General Body. The incremental differences between versions of the Constitution were identified and validated against the Minutes of various MABA meetings. The CRC meticulously reviewed these differences and recommends twelve (12) amendments to the original constitution (MABA Constitution No. 1) to consolidate the differences between Constitution No. 1 and the current version (Constitution No. 4). In the opinion of the CRC, these formally-worded amendments have already been ratified by the General Body at various General Body meetings. However, in the interest of maintaining transparency the Executive Committee may present these to the General Body for ratification.

While reviewing the MABA Constitutions and all amendments thereof, the CRC concluded that there are certain "imperfections" that need to be taken care of. These are presented as "Proposed Amendments". The Executive Committee may consider presenting these to the General Body on its merits for approval and adoption.

Further review of the constitutions revealed that there is an important aspect that needs attention. The MABA Constitution does not define a Board of Directors although it alludes to it from time to time. It seems from the provisions of the Constitution that its intent was to treat the Executive Committee as the Board of Directors. However, to make it more explicit the CRC proposes a structural change in the Constitution to incorporate a Board of Directors. A set of MABA Bylaws that will complement Constitution No. 1 is being proposed for the purpose. The Executive Committee may consider presenting it to the General Body for ratification and adoption in the future. ■

Methodology

The CRC reviewed the four versions of the constitution as listed below:

1. MABA-Constitution-1 (Original)
2. MABA-Constitution-2 (2004, Cincinnati, Ohio)
3. MABA-Constitution-3 (2005, Florence, Alabama)
4. MABA-Constitution-4 (2005, Chicago, Illinois)

The CRC committee decided to use MABA-Constitution-1 as the basis as this was the version that was used for MABA's registration. The original signed hard copy of the said document was obtained from Mr. Parimal Bhattacharjee. The "original" versions of the remaining three versions were made available to the CRC by Mr. Mihir Chaudhuri and Dr. Subir Paul.

The CRC reviewed the following additional documents to substantiate the recommended amendments:

1. Minutes of Annual General Body Meeting March 2002
2. Minutes of Annual General Body Meeting, July 2004
3. Minutes of Annual General Body Meeting, July 2005
4. Minutes of Annual General Body Meeting, July 2006
5. Minutes of Annual General Body Meeting, July 2007
6. Nasir Talukdar Committee Recommendations

The following methodology was used to prepare this document:

1. Find the differences between a version and its immediate previous version.
2. Account for the differences as follows:
 - Differences that can be validated, for example, using Minutes of Meetings
 - Differences that are typographical corrections
 - Differences that cannot be accounted for
3. Using the Constitution 1 as the basis, incorporate the valid changes as "numbered" amendments appended to the end of Constitution 1, denoting
 - The Article/Section/Sub-section it introduces/modifies/replaces
 - The body who authorized the "amendment"; e.g., Resolution at an Annual General Body Meeting)
 - Effective Date of the "amendment"

After careful scrutiny of archived MABA documents referred to above, the CRC was able to extract twelve (12) amendments to Constitution No. 1. The amendments were validated and were able to reconcile the differences between Constitution No. 1 and the Constitution No. 4. ■

Amendments

Amendments Extracted from Minutes of Meetings

Amendment No. 001/2002

This resolution adopted by the General Body amends ARTICLE 1 of the MABA constitution to replace Section 3 in its entirety and incorporate section 6 with the following:

ARTICLE I Section 3: The Executive Committee shall comprise of a maximum of twenty-one (21) members consisting of one President, one Vice President, two General Secretaries, one Treasurer, one Public Relations Officer and a maximum of fifteen (15) other Members.

ARTICLE I Section 6: A “City Council” shall be constituted with two representatives from each Affiliate Member organization. This committee will serve in the capacity of Board of Advisors to the Executive Committee.

This amendment was unanimously accepted by the General Body at the Meeting held on March 16, 2002 at Louisville, KY and appropriately recorded in the Minutes of the Meeting. The stipulations herein are applicable with immediate effect.

Amendment No. 002/2002

This resolution adopted by the General Body amends ARTICLE VI of the MABA constitution to incorporate Section 8 as follows:

ARTICLE VI Section 8: Paid Individual, Family and Affiliate Membership will be on the basis of the Gregorian calendar year (January to December). Unless renewed for the following year the membership shall expire on December 31 of the membership year.

The above amendment was unanimously accepted by the General Body at the Meeting held on March 16, 2002 at Louisville, KY and appropriately recorded in the Minutes of the Meeting. The stipulations herein are applicable with immediate effect.

Amendment No 003/2002

This resolution adopted by the General Body amends ARTICLE XV of the MABA constitution and replaces Section 2(I) with the following:

ARTICLE XV Section 2(I): The Executive Committee may take necessary action to remove from office an Executive Committee member failing to attend three consecutive Executive Committee meetings.

This amendment was unanimously accepted by the General Body at the Meeting held on March 16, 2002 at Louisville, KY and appropriately recorded

in the Minutes of the Meeting. The stipulations herein are applicable with immediate effect.

Amendment No. 004/2004

This resolution adopted by the General Body amends ARTICLE IX of the MABA constitution to replace Sections 3 in its entirety and incorporate Section 6 and 7 with the following:

ARTICLE IX Section 3: The nomination committee shall name the election officer and finalize the dates for various stages of the election process. The nomination committee shall make nomination for the Executive Committee Members at least one (1) month prior to annual meeting. The nomination Committee shall consist of the President, immediate past president and three (3) other members of the Executive Committee. Nominations shall be delivered to the current General Secretary of the Executive Committee and published in MABA's newsletter and submitted to the membership in accordance to the Bylaws.

ARTICLE IX Section 6: Election of the new Executive Committee shall be completed by December 31 of the election year.

ARTICLE IX Section 7: The Election Committee shall conduct MABA's election according to the rules set forth by the MABA constitution. Members of the Election Committee will not be able to run for any elected MABA office.

The above amendment was unanimously accepted by the General Body at the Meeting held on July 25, 2004 at Cincinnati, Ohio and appropriately recorded in the Minutes of the Meeting. The stipulations herein are applicable with immediate effect.

Amendment No. 005/2005

This resolution adopted by the General Body amends ARTICLE I of the MABA constitution to replace its contents in its entirety with the following:

ARTICLE I, Section 1: The name of the organization shall be MID AMERICA BENGALI ASSOCIATION (MABA).

ARTICLE I, Section 2: The Executive Committee shall be elected every two (2) Years.

ARTICLE I, Section 3: The Executive Committee shall consist of a maximum of eleven (11) members consisting of one President, one Vice President, one General Secretary, one Treasurer, one Public Relations Officer, the immediate past President serving as an Ex-Officio, and a maximum of five (5) other Members. The Ex-Officio member will serve with full rights and privileges of an Executive Committee member, including full voting privileges during Executive Committee meetings.

ARTICLE I, Section 4: The tenure of MABA Executive Committee shall be two (2) years. A President can hold office for one 2-year term and cannot run for re-election or hold office as the President for two consecutive terms.

ARTICLE I, Section 5(a): The venue of Bangamela (Annual Cultural Program by MABA), shall be decided by MABA Executive Committee on a competitive basis from the participating cities and will be hosted by the paid affiliated Bengali associations of the participating city.

ARTICLE I, Section 5(b): Bengali associations of Mid American cities are eligible to be members of MABA upon payment of applicable annual affiliation membership and induction fees. Expired affiliated membership can be reinstated after payment of membership dues and applicable reinstatement fees. MABA's Executive Committee has the right to restrict the number of cities for MABA affiliation.

ARTICLE I, Section 5(c): A Bengali association proposing to host Bangamela must accept the guidelines set by MABA Executive Committee.

ARTICLE I, Section 5(d): Financial responsibilities for hosting Bangamela shall be the responsibilities of the Bangamela organizing committee of the host city Bengali association.

ARTICLE I Section 6: A "City Council" shall be constituted with two representatives from each associate member organization. This committee will serve in the capacity of Board of Advisors to the Executive Committee.

This amendment was accepted by the General Body at the Meeting held on July 24, 2005 at Chicago, IL and appropriately recorded in the Minutes of the Meeting. The stipulations herein are applicable with immediate effect.

Amendment No. 006/2005

This resolution adopted by the General Body amends ARTICLE VI of the MABA constitution to replace its contents in its entirety with the following:

ARTICLE VI Section 1: The MABA membership shall consist of:

- (a) Benefactors (Life Members)
- (b) Patrons
- (c) Family and Single Members
- (d) Honorary Members

ARTICLE VI Section 2. A benefactor (life member) shall be a member of MABA who is no longer required to pay membership dues provided he/she meets either one of the following requirements:

- (a) Either has reached the age of 65 (sixty five), retired from active career, and has been a member of MABA for (10) ten years prior to his/her retirement, and is a member in good standing at the time of application or paid a minimum sum of Five Hundred dollars (\$500) in one occasion.

(b) Any member believing he/she to be eligible for this classification may apply in writing to the Executive Committee. The Committee's decision shall be final.

ARTICLE VI Section 3: A patron member shall be defined as a family composed of husband and wife upon a payment of one hundred dollar (\$100) per year. Both members shall have voting privileges.

ARTICLE VI Section 4. A family membership shall be defined as a membership to include both spouses and all children under the age of 18 years upon payment of applicable membership dues within a stipulated date.

ARTICLE VI Section 5: An individual membership shall be defined as membership for an individual over the age of Eighteen (18) years upon payment of applicable membership dues within a stipulated date.

ARTICLE VI Section 6. An honorary member shall be a person who has attained eminence in the society, and has been elected such membership by the Executive Committee. An honorary member shall not pay any annual dues.

ARTICLE VI Section 7. All members other than Honorary members shall have voting privileges, and that only Benefactors, Patrons, Family and individual members may hold any elected offices of MABA.

ARTICLE VI Section 8: Paid Individual, Family and Affiliate Membership will be on the basis of the Gregorian calendar year (January to December). Unless renewed for the following year the membership shall expire on December 31 of the membership year. The last date for becoming a member or renewing a membership for retaining membership privileges shall be the 31st day of July of the membership year. Membership privileges, including the right to vote shall not be granted with retrospective effect.

This amendment was unanimously accepted by the General Body at the Meeting held on July 24, 2005 at Chicago, IL and appropriately recorded in the Minutes of the Meeting. The stipulations herein are applicable with immediate effect

Amendment No. 007/2006

This resolution adopted by the General Body amends ARTICLE VI of the MABA constitution to replace Section 8 as follows:

ARTICLE VI Section 8: Paid Individual, Family and Associate Membership will be on the basis of the Gregorian calendar year (January to December). Unless renewed for the following year the membership shall expire on December 31 of the membership year. The last date for becoming a member or renewing a membership for retaining membership privileges shall be the last day of Bangamela of the membership year. Membership privileges, including the right to vote shall not be granted with retrospective effect.

This amendment was unanimously accepted by the General Body at the Meeting held on July 16, 2006 at Louisville, KY and appropriately recorded in the Minutes of the Meeting. The stipulations herein are applicable with immediate effect.

Amendment No. 008/2006

This resolution adopted by the General Body amends Article VIII of MABA Constitution to replace Section 1 in its entirety with the following:

Article VIII Section 1: The members of the Executive Committee shall be from MABA members who are in good standing and must retain MABA membership through his/her tenure.

This amendment was unanimously accepted by the General Body at the Meeting held on July 16, 2006 at Louisville, KY and appropriately recorded in the Minutes of the Meeting. The stipulations herein are applicable with immediate effect.

Amendment No. 009/2006

This resolution adopted by the General Body amends ARTICLE IX of the MABA constitution to replace its contents in its entirety with the following:

ARTICLE IX Section 1: Nomination for elected officers shall be made by members in “good standing”

ARTICLE IX Section 2: Only members in good standing shall be eligible to vote or to hold any elected office.

ARTICLE IX Section 3. The Election Committee will consist of three (3) MABA members who are in “good standing” recommended by the Executive Committee. One of the three (3) Election Committee members shall officiate as the Chairperson for Election Committee. The Election Committee will be formed at MABA’s General Body Meeting. The Election Committee shall conduct MABA elections following MABA bylaws.

ARTICLE IX Section 4. Nomination for any or all officers could be made by any MABA member in good standing by regular mail, by email or by fax to the Election Committee at least forty-five (45) days prior to the date of election. Each nomination should be seconded by another MABA member in good standing. The nomination petition should be signed by the nominee, nominating member and the nomination supporting member.

ARTICLE IX Section.5. Election of the Executive Committee shall be by letter ballot or by email. The email address of the voter must be his or her own or of any member of the same household.

ARTICLE IX Section 6: Election of the new Executive Committee shall be completed by December 31 of the election year.

ARTICLE IX Section 7: The Election Committee shall conduct MABA's election according to the rules set forth by the MABA constitution. Members of the Election Committee will not be able to run for any elected MABA office.

The above amendment was unanimously accepted by the General Body at the Meeting held on July 16, 2006 at Louisville, KY and appropriately recorded in the Minutes of the Meeting. The stipulations herein are applicable with immediate effect

Amendment No. 010/2006

This resolution adopted by the General Body amends Article X of MABA Constitution to incorporate Section 3 as follows:

Article X Section 3: All meetings of MABA officials including a General Body Meeting and Executive Committee meeting can be conducted by teleconference and/or electronic means. All actions including but not limited to approval of General Body and/or Executive Committee meeting minutes and all matters can be approved and/or decided by voting conducted in these electronic meetings.

This amendment was unanimously accepted by the General Body at the Meeting held on July 16, 2006 at Louisville, KY and appropriately recorded in the Minutes of the Meeting. The stipulations herein are applicable with immediate effect

Amendment No. 011/2006

This resolution adopted by the General Body amends Article VII of MABA Constitution to replace the contents of Section 1 in its entirety with the following:

Article VII Section 1: The Executive Committee shall determine the Annual Membership dues. Paid members will receive a 10% discount on the registration fee for Bangamela.

This amendment was unanimously accepted by the General Body at the Meeting held on July 16, 2006 at Louisville, KY and appropriately recorded in the Minutes of the Meeting. The stipulations herein are applicable with immediate effect.

Amendment No. 012/2006

This resolution adopted by the General Body amends the MABA constitution and incorporates Article XVI and XVII as follows:

ARTICLE XVI: A member of MABA can only be elected as President for maximum two consecutive terms; each term is for two years

ARTICLE XVII: If the post of the President becomes vacant, new election should be held within 3 months. Vice president will act as president for the

interim period. Other vacancies occurring during the tenure of the committee shall be filled by the Executive Committee subject to ratification at the general body meeting.

This amendment was unanimously accepted by the General Body at the Meeting held on July 16, 2006 at Louisville, KY and appropriately recorded in the Minutes of the Meeting. The stipulations herein are applicable with immediate effect.

Proposed Amendments

Amendments Recommended by CRC

The CRC proposes the following fourteen (14) amendments (P001 through P014) to address some of the "imperfections" in the Constitution in its present form (after allowing for all the amendments). The proposed amendments indent to:

- (a) Remove typographical errors
- (b) Clarify unambiguously the contents and the intent of the Constitution
- (c) Incorporate provisions to take care of MABA's long term objectives
- (d) Incorporate bylaws that the CRC concluded were otherwise needed to express explicitly the intent of the Constitution
- (e) Remove contradictions.
- (f) Delete portions that are either superfluous or not required.

It is recommended that these Proposed Amendments be ratified by the General Body before being adopted.

Amendment No P001

This resolution proposed by Constitution Review Committee and adopted by the General Body deletes the opening paragraph of the Constitution dated November 11, 2000 in its entirety.

This amendment proposed by PROPOSER and seconded by SECONDER was accepted unanimously by the General Body at the Meeting held at Columbus, Ohio on July 19, 2008. This stipulation herein is applicable with immediate effect

Amendment No P002

This resolution proposed by Constitution Review Committee and adopted by the General Body assigns "Preamble" as the header to the second paragraph of the Constitution dated November 11, 2000 as follows:

Preamble

Recognizing that service to the public is the fundamental obligation of the human beings, the MABA does hereby dedicate itself to the promotion and preservation of Bengali Culture, vital to the welfare of the community and mankind.

This amendment proposed by PROPOSER and seconded by SECONDER was accepted unanimously by the General Body at the Meeting held at Columbus, Ohio on July 19, 2008. This stipulation herein is applicable with immediate effect

Amendment No P003

This resolution adopted by the General Body amends ARTICLE 1 of the MABA constitution to incorporate section 7 as follows:

ARTICLE I, Section 7: A 4-member "Strategic Committee" shall be elected by the General Body for a term of four (4) years to work on long-term MABA projects in close cooperation with MABA's Executive Committee. The initial committee shall form by electing two members for a two-year term and two members for a four-year term. Subsequently, two members shall be elected every two years to fill the vacant positions.

This amendment proposed by PROPOSER and seconded by SECONDER was accepted unanimously by the General Body at the Meeting held at Columbus, Ohio on July 19, 2008. This stipulation herein is applicable with immediate effect

Amendment No P004

This resolution adopted by the General Body amends ARTICLE V of the MABA constitution to replace its contents in its entirety with the following:

Article V

The objectives of MABA are:

Section 1: Promotion of Bengali Culture, Art, Literature, Language and Heritage among Bengali communities residing especially but not exclusively in Mid and Southeast America and among non-Bengali general public;

Section 2: Maintenance and enhancement of co-operation and association among the people who are interested in the objectives of MABA;

Section 3: Advancement of educational and cultural interests of MABA

This amendment proposed by PROPOSER and seconded by SECONDER was accepted unanimously by the General Body at the Meeting held at Columbus, Ohio on July 19, 2008. This stipulation herein is applicable with immediate effect

Amendment No P005

This resolution adopted by the General Body amends ARTICLE VII of the MABA constitution to replace the contents of Section 1 in its entirety with the following:

ARTICLE VII Section 1: The Executive Committee shall determine the Annual Membership dues.

This amendment proposed by PROPOSER and seconded by SECONDER was accepted unanimously by the General Body at the Meeting held at Columbus, Ohio on July 19, 2008. This stipulation herein is applicable with immediate effect

Amendment No P006

This resolution adopted by the General Body amends ARTICLE XI of the MABA constitution to delete its contents in its entirety.

This amendment proposed by PROPOSER and seconded by SECONDER was accepted unanimously by the General Body at the Meeting held at Columbus, Ohio on July 19, 2008. This stipulation herein is applicable with immediate effect.

Amendment No P007

This resolution adopted by the General Body amends ARTICLE XIII of the MABA constitution to replace its contents in its entirety with the following:

ARTICLE XIII: Any amendment to this Constitution shall be ratified by two-thirds vote of those present at a regularly scheduled Annual Meeting.

This amendment proposed by PROPOSER and seconded by SECONDER was accepted unanimously by the General Body at the Meeting held at Columbus, Ohio on July 19, 2008. This stipulation herein is applicable with immediate effect.

Amendment No P008

This resolution adopted by the General Body amends ARTICLE XIV of the MABA constitution to delete its contents in its entirety:

This amendment proposed by PROPOSER and seconded by SECONDER was accepted unanimously by the General Body at the Meeting held at Columbus, Ohio on July 19, 2008. This stipulation herein is applicable with immediate effect.

Amendment No P009

This resolution adopted by the General Body amends ARTICLE XVI of the MABA constitution to delete its contents in its entirety:

This amendment proposed by PROPOSER and seconded by SECONDER was accepted unanimously by the General Body at the Meeting held at Columbus, Ohio on July 19, 2008. This stipulation herein is applicable with immediate effect.

Amendment No P010

This resolution adopted by the General Body amends ARTICLE XVII of the MABA constitution and replaces its content in its entirety with the following:

ARTICLE XVII Section 1: In the event the position of the President becomes vacant, the Vice President shall assume the position of President and complete the remaining term. Under such circumstance Article 1, Section 4 shall not apply to prevent the Vice President from running for the office of the President in next term.

ARTICLE XVII Section 2: In the event the positions of Vice President, Secretary, Treasurer, or Public Relations Officer become vacant, the vacancies shall be filled from within the remaining Executive Committee members. If any position remains unfilled due to the unwillingness of any Executive Committee member to assume the vacant position, the President may assume the vacant positions, except for the position of the General Secretary. If the vacant position of the General Secretary cannot be filled from within the Executive Committee, ARTICLE XVII Section 3 shall be applicable to fill the position. ARTICLE XVII Section 1 shall not apply to fill the vacant position of the President by a Vice President assuming office by virtue of this section and ARTICLE XVII Section 3 shall be applicable to fill the position.

ARTICLE XVII Section 3: If any named position cannot be filled by Article XVII Section 2, it shall be filled by a mid-term election.

This amendment proposed by PROPOSER and seconded by SECONDER was accepted unanimously by the General Body at the Meeting held at Columbus, Ohio on July 19, 2008. This stipulation herein is applicable with immediate effect.

Amendment No P011

This resolution adopted by the General Body amends ARTICLE XV of the MABA constitution to split its contents into three (3) separate Articles and replace its contents in its entirety with the following:

ARTICLE XV, Section 1: All duly paid members shall have the following rights and privileges to:

- (a) Vote in the election of the Executive Committee.
- (b) Approve the constitution and the Bylaws and any subsequent amendment as they will arise.
- (c) Hold elected office.

ARTICLE XV, Section 2: The Executive Committee may take necessary action if an Executive Committee member does not attend at least one of three consecutive Executive Committee meetings.

ARTICLE XV, Section 3: The Executive Committee can be dismissed if two-third majority of the paid members vote for the resolution of a "No Confidence Motion".

ARTICLE XV, Section 4: The Executive Committee shall be responsible for notifying and collecting annual Membership dues.

ARTICLE XV, Section 5: The Executive Committee shall form various Sub-Committees or Functional Committees to run the organization and assign responsibilities to each of the Sub-Committees.

ARTICLE XV, Section 6: The Executive Committee shall present the annual budget at the Annual Meeting of MABA for approval.

ARTICLE XV, Section 7: The General Body shall appoint two auditors who will audit all MABA accounts.

ARTICLE XVI, Section 1: The Roles and Responsibilities of the Executive Committee Members shall be defined as follows:

(a) **PRESIDENT:** The President shall be the head of the Executive Committee and in this capacity shall perform the duties of the Executive committee in the best interest of the Association according to the Constitution to meet its stipulated objectives. The President will do so in consultation with, or on the recommendations of the Executive Committee or other Sub-Committees. As and when required the President shall also preside over all Executive Committee meetings and General Body Meetings of the Association.

(b) **VICE PRESIDENT:** In the absence of the President, the Vice President shall act on behalf of the President. This office shall also have the responsibility of establishing and maintaining cordial relationship with other ethnic groups and organizations.

(c) **GENERAL SECRETARY:** The General Secretary shall be responsible for recording and maintaining the minutes of meetings, sending notices of meetings, reporting regularly to the Executive Committee and taking such steps in consultation with the President as to help achieve the objectives of the Association. The General Secretary may be assigned, by the Executive Committee, with certain other responsibilities as and when required, and shall be the custodian of all organization documents, including but not limited to the Constitution, Bylaws, Amendments to Bylaws and hard copies of current members list.

(d) TREASURER: The Treasurer shall maintain all accounts of the Association and reimburse all legitimate expenses from MABA funds upon receipt of formal approval of the Executive Committee from time to time.

(e) PUBLIC RELATION OFFICER: The Public Relation Officer shall be responsible for all public relation matters related to association including maintenance of a user friendly website, periodic communications with the members and possibly publishing newsletter.

(f) OTHER OFFICERS: The Roles and Responsibilities of other Executive Committee members shall be determined by the Executive Committee.

ARTICLE XVII: The Annual General Meeting of the association shall be held at the Bangamela venue. Written notice of the call for every Annual General Meeting, together with a copy of the agenda and the financial report of the past year shall be sent to each member by the General Secretary at least fourteen days before the date of meeting.

One-fifth (20%) of the membership of the Association will constitute quorum for Annual General Meeting. In the absence of a quorum, the meeting can still be conducted provided any resolution passed in the meeting is conveyed to the General Body by email and/or regular mail with a provision for members to respond either supporting or objecting to its passage within thirty (30) days from the date of the resolution. The resolution cannot be adopted only if more than one-third (1/3) of the members oppose the resolution in writing. The total number of respondents will comprise of those members who attended the meeting and those who responded by mail/email as stipulated in this article.

The following items must be covered in the Annual General Meeting: financial report of the past year, plans for activities of the Association and budget proposal for the coming year, report on the accomplishment per plan from the previous year, ratification of the minutes of the last Annual General Meeting, and ratification of any amendments to the bylaws of the Association, as proposed and adopted By the Executive Committee. Special General Body meeting of MABA may be held at any time upon a written request, either from two-thirds member of the Executive committee and/or two-thirds of paid members.

This amendment proposed by PROPOSER and seconded by SECONDER was accepted unanimously by the General Body at the Meeting held at Columbus, Ohio on July 19, 2008. This stipulation herein is applicable with immediate effect

Amendment No P012

This resolution proposed by Constitution Review Committee and adopted by the General Body amends the concluding paragraph of the Constitution dated November 11, 2000 to replace its contents in its entirety with the following:

CONSTITUTION STATEMENT: The undersigned MABA officers certify that the above constitution as submitted is a true, correct and complete copy of the MABA organization document as approved and adopted by the membership on November 11, 2000 and amended on March 16, 2002.

This amendment proposed by PROPOSER and seconded by SECONDER was accepted unanimously by the General Body at the Meeting held at Columbus, Ohio on July 19, 2008. This stipulation herein is applicable with immediate effect

Amendment No P013

This resolution proposed by Constitution Review Committee and adopted by the General Body amends the Constitution dated November 11, 2000 to incorporate Article VI Section 9 as follows:

ARTICLE VI Section 9: Benefactors (Life Members), Patrons, Family Members and Affiliate Organizations are entitled to two votes and Individual Members are titled to one vote at MABA elections.

Amendment No P014

This resolution proposed by Constitution Review Committee and adopted by the General Body amends the Constitution dated November 11, 2000 to incorporate Article XVIII as follows:

ARTICLE XVIII: Adoption of Bylaws. The Mid America Bengali Association was organized under the laws of the State of Tennessee on November 11, 2000. These Bylaws were adopted by resolution of the General Body, and became effective on xxxxxxx, 200X.

APPROVED:

MID AMERICA BENGALI ASSOCIATION

Signed:
President

ATTEST:

Signed:
General Secretary

Proposed Bylaws - Rationale

Article 14(1) of MABA Constitution No. 1 provides for the Executive Committee to "adopt a series of bylaws, which shall govern procedures under this constitution". The CRC is of the opinion that implicit within the clause is the necessity to frame a set of bylaws that could be used by MABA Officers and to govern and manage the organization. Constitution No. 1 has a set of bylaws but they are limited in scope and do not address some of the operational and functional issues. Additionally, the CRC is of the opinion that the "Executive Committee" defined in Article 1 (3) of Constitution No.1 is analogous to a traditional "Board of Directors" since it

(a) provides for a "traditional" Executive Committee comprising of President, Vice President, Treasurer and Secretaries

(b) has several additional members who function similar to that of Directors of a Board.

Constitution No. 1 provides for a maximum of twenty-one (21) Executive Committee member. This was later amended to a "maximum of eleven (11)". The CRC is of the opinion that the intent of the Constitution was to assign the Executive Committee members with roles and responsibilities that are similar to a Board of Directors.

The CRC thus recommends a set of bylaws that modifies the governing structure of MABA to incorporate a Board of Directors who collectively would be the supreme governing authority and shall bear the fiduciary and overall responsibilities of the organization. The Executive Committee comprising of President, Vice President, Secretary and Treasurer shall be members of the Board elected to these named positions, whereas the rest of the members shall serve as ordinary Directors. The proposed bylaws are presented in Appendix A. They are intended to complement Constitution No. 1 and need to be ratified by the General Body before implementing its management structure and provisions. ■

Recommendations of the CRC

Following is the summary of recommendations by the CRC:

1. Treat Constitution No. 1 (Appendix C, starting on page 57) as the basis of all amendments as this document was used for registering MABA.
2. The CRC has extracted twelve (12) Amendments to Constitution No. 1 (starting on page 4). These amendments may be appended to Constitution No. 1 to reconcile all resolutions adopted by the General Body till date and presented in subsequent versions of the Constitution (Appendices D, E, and F). The content and language of these amendments may be presented to the General Body for approval.
3. The CRC further recommends that the Executive Committee present to the General Body fourteen (14) resolutions (starting on page 11) for adoption. These amendments will remove several "imperfections" in the Constitution.
4. Alternatively, instead of recommendations (1), (2), and (3) the Executive Committee may present the "Constitution with Adopted and Proposed Amendments" (starting on page 18) to the General Body for adoption.
5. The CRC recommends a structural change in MABA's management to incorporate a "Board of Directors". This is consistent with nonprofit organizations under IRS 501(c) (3). To implement the change, CRC recommends that a set of Bylaws as presented in Appendix A (starting on page 29) be presented to the General Body for adoption. These Bylaws will complement Constitution No. 1. This recommendation supersedes recommendations (2), (3) and (4). ■

Conclusions

The CRC reviewed the four versions of MABA's constitution and relevant documents, including Minutes of Meetings. Based on the resolutions already passed by the General Body during MABA's Annual Meetings, twelve (12) amendments were extracted and formally presented as numbered amendments to Constitution 1. The CRC further proposed a set of fourteen (14) amendments which would remove some of the "imperfections". These amendments need to be presented to the General Body for ratification. Finally, the CRC has proposed a set of MABA bylaws complimenting Constitution No. 1 where it proposes to modify the management structure to introduce a Board of Directors by redefining the Executive Committee. These bylaws were formed based on the Constitution as of date, the proposed amendments, and stipulate that the Board of Directors collectively would be the supreme governing authority and shall bear the fiduciary and overall responsibilities of the organization. The bylaws need to be ratified by the General Body prior to being adopted. ■

Appendix A: Proposed Bylaws (Text)

BYLAWS

OF THE

MID AMERICA BENGALI ASSOCIATION

A NONPROFIT ORGANIZATION under IRS 501 (c) (3)

322 Brook Mead Drive, Clarksville, Tennessee 37042

ARTICLE I

Name and Location

- 1.1 *Name.* The name of the organization shall be MID AMERICA BENGALI ASSOCIATION (the organization) with an acronym of MABA.
- 1.2 The principal office of the organization for transaction of its business shall be located at 322 Brook Mead Drive, Clarksville, Tennessee 37042.

ARTICLE II

Purpose

- 2.1 This Organization shall be organized and at all times thereafter operated, exclusively for charitable uses and purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. No part of the net earnings of the Organization shall inure to the benefit of or be distributable to its officers, directors, other private persons; but the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in this Article II. No substantial part of the activities of the Organization shall be in the carrying on of propaganda, or otherwise attempting to influence local, state, or federal legislation, except to the extent permitted by law, and the Organization shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles or bylaws, the Organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or by an organization, contributions to which are deductible for federal income tax purposes under Section 170 (c)(2) of the Internal Revenue Code
- 2.2 It is intended that the Organization shall have, and continue to have the status of an organization which is exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code. All terms and provisions of the Constitution and the bylaws of the Organization, and all

authority and operations of the Organization, shall be construed, applied and carried out in accordance with such intent.

- 2.3 The Organization shall be a charitable, social, nonprofit and nonpolitical organization with the following objectives:
- (a) Promotion of Bengali Culture, Art, Literature, Language and Heritage among Bengali communities residing especially but not exclusively in Mid and Southeast America and among non-Bengali general public.
 - (b) Maintenance and enhancement of cooperation and association among the people who are interested in the objectives of the Organization.
 - (c) Advancement of educational and cultural interests of the Organization.
- 2.4 Participation in the organization's function will be open to all individuals who subscribe to the objectives set forth above, regardless of individual's sex, race, religion or national origin.
- 2.5 No activity of the Organization shall be conducted for the purpose of attempting to influence legislation, promoting any candidate for a public office, or espousing propaganda.

ARTICLE III

Membership

- 3.1 The Organization's membership shall consist of:
- (a) Benefactors (Life Members)
 - (b) Patron members
 - (c) Family and Single Members
 - (d) Honorary Members
 - (e) Affiliate Members
- 3.2 A Benefactor (Life Member) shall be a member of the Organization who is no longer required to pay membership dues provided he/she meets one of the following requirements:
- (a) Either the member has reached the age of 65 (sixty five), retired from active career, and has been a member in good standing for (10) ten consecutive years prior to his/her retirement, and is a member in good standing at the time of application or has paid a minimum sum of Five Hundred dollars (\$500) in one occasion.
 - (b) Any member believing he/she to be eligible for this classification may apply in writing to the Executive Committee. The Committee's decision shall be final.
- 3.3 A Patron member shall be defined as a family composed of both spouses upon a payment of one hundred dollars (\$100) per year.

- 3.4 A Family membership shall be defined as a membership to include both spouses and all children under the age of 18 years upon payment of applicable membership dues within a stipulated date.
- 3.5 An Individual membership shall be defined as membership for an individual of age eighteen (18) years or older upon payment of applicable membership dues within a stipulated date.
- 3.6 An Honorary member shall be a person who has attained eminence in the society, and has been elected to such membership by the Organization's Board of Directors. An honorary member shall not pay any annual dues.
- 3.7 An Affiliate member shall be an organization who subscribes to the mission of this Organization and has paid the applicable induction and annual membership fees. Bengali associations in but not limited to the Mid American cities are eligible to be affiliate members of the Organization. Expired Affiliate membership can be reinstated after payment of membership dues and applicable reinstatement fees. The Board of Directors shall have the right to restrict the membership in this category.
- 3.8 All members other than honorary members shall have voting privileges. Benefactors (Life Members), Patrons , Family Members and Affiliate Members are entitled to two votes and Individual Members are entitled to one vote at the Organization's elections and when resolutions are put up for approval by the General Body. Only Benefactors, Patrons, Family and Individual members may hold elected offices of the Organization.
- 3.9 All renewable membership shall be on the basis of the Gregorian calendar year (January to December). Unless renewed for the following year the membership shall expire on December 31 of the membership year. The last date for becoming a member or renewing a membership for retaining membership privileges shall be the last day of Bangamela of the membership year. Membership privileges, including the right to vote shall not be granted with retrospective effect.
- 3.10 The Executive Committee shall determine the Annual Membership dues. Any variation in fees that is more that 20 percent shall be approved by the Board of Directors.
- 3.11 The procedure for billing and collecting all dues shall be made by the Executive Committee as stated in the Bylaws.
- 3.12 All members in "good standing" shall have the rights and privileges to vote in an election, be nominated to run for an elected office, hold an elected office if elected, and participate in all decisions that are taken by the General Body as stipulated by the Constitution and these Bylaws.

ARTICLE IV

Board of Directors

4.1 Authority and Responsibilities of the Board of Directors.

(a) The supreme authority of the Organization and the government and management of the affairs of the Organization shall be vested in the Board of Directors and all the powers, duties, and functions of the Organization conferred by the Constitution, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.

(b) The governing body of the Organization shall be the Board of Directors. The Board of Directors shall have supervision, control and direction of the management affairs and property of the Organization, shall determine its policies and changes therein, and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt by majority vote, such rules and regulations for the conduct of its business and the business of the Organization as shall be deemed advisable. However, under no circumstance, shall any actions be taken which are inconsistent with the purposes set forth in the Constitution and these Bylaws.

4.2 Structure of Board.

(a) *Executive Committee:* Four Directors shall be elected by the General Body to the Board to form the Executive Committee and serve as President, Vice President, Secretary and Treasurer respectively.

(b) The remaining Directors shall elect one Director to serve as the Chairperson of the Board and one Public Relations Officer. The Chairperson shall not be a director who is a member of the Executive Committee.

4.3 *Number of Directors.* The number of Directors including the Directors who are Executive Committee members may vary between a minimum of nine (9) and a maximum of twelve (12) or as fixed by resolution of the General Body.

4.4 *Additions: Vacancies.* Any addition to or vacancy occurring in the Board of Directors may be shall be filled by mid-term election, if the minimum number of Directors fall below the required number pursuant to Section 4.3. However, if the scheduled election is within six months from the date of the vacancy, it is not required to hold a mid-term election and all vacancies shall be filled during regularly scheduled elections.

4.5 Election of Directors.

(a) *Nomination:* Any member pursuant to Article 3.8 can be nominated as a candidate to be elected to the Board as a Director. The nomination must

be proposed by a member in "good standing" and seconded by another member in "good standing". A member in good standing may self-nominate himself or herself. The nomination petition should be signed by the nominee, nominating member and the nomination supporting members. Nomination may be made by regular mail, by email or by fax and sent to the Election Committee at least forty-five (45) days prior to the date of election

(b) Only members in "good standing" shall be eligible to vote in the election of Directors

(c) *Election Committee*: Three (3) members who are in "good standing" recommended by the Board of Directors shall form the Election Committee. One of the three (3) Election Committee members shall officiate as the Chairperson. The Election Committee shall conduct elections following the Organization's bylaws and certify all election results regarding its validity. No Election Committee members shall be a candidate for election or campaign on behalf or against any candidate.

(d) Voting shall be by secret letter ballot and all efforts must be in place to preserve the individual identity of a voter. Ballots must be made available to all members in due time. Cut-off dates for postmarks and procedures for conducting elections must be published.

(e) Election of the new Directors shall be completed by December 31 of the election year.

(f) The current Board of Directors and officers, including the Executive Committee, shall extend its full cooperation to enable the Election Committee perform and discharge its duties in a timely manner. These include but not limited to reimbursement of costs for conducting the election, access to current membership list, email distribution lists and other instruments that are deemed as necessary for conducting the election. The Election Committee shall use these documents and finances thus provided solely for the purpose of conducting the election.

4.6 *Tenure*. Each Director elected shall assume office on January 1 following their election for a term of two (2) years or until his or her successor shall have been elected, or until his or her earlier resignation, removal from office, or death. A Director elected to fill a vacancy shall assume office on a date approved by the Election Committee for the remainder of the unexpired term of his or her predecessor in office.

4.7 *Classification*. Initially, 50% of the Directors shall be elected for a term of one year and the remaining Directors shall be elected for two years. Subsequently, every year the General Body shall elect the four Directors to serve as President Vice President, Secretary and Treasurer respectively and also fill the vacancies resulting from the end of tenure. Consequently, approximately 50% of the Directors will end tenure in an odd year and approximately 50% will end their tenure in an even year.

- 4.8 *Executive Committee:* The four Directors elected to form the Executive Committee shall serve the first year of the two-year term as members of the Executive Committee.
- 4.9 The Chairperson shall preside over all Board meetings.
- 4.10 *Compensation.* No Director of the Organization shall receive directly, or indirectly, any salary or compensation as a Director unless authorized by the affirmative vote of three-fourths (3/4) of the General Body called for the purpose. The notice of the meeting shall specify that such action is the purpose of the meeting. However, nothing contained herein shall be construed to prevent any Director from serving the Organization in any other capacity and receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the Organization.
- 4.11 *Place of Meeting.* The Board of Directors may hold its meetings at such place or places within or outside the Mid America region, as it may from time to time determine.
- 4.12 *Regular Meetings.* The Board of Directors may provide by resolution, the time, place and date for the holding of regular meetings without other notice than such resolution.
- 4.13 *Special Meetings.* Special meetings of the Board of Directors may be called by the Chairperson in not less than two (2) days notice by mail, telegram, cablegram, facsimile transmission or personal delivery to each Director and shall be called by the Chairperson or the Secretary in like manner and on like notice on the written request of any two (2) or more Directors. Any such special meeting shall be held at such time and place as shall be stated in the notice of the meeting.
- 4.14 *Notice, Waiver by Attendance.* No notice of a meeting of the Board of Directors need be given to any Director who signs a waiver of notice before or after the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting or the manner in which it has been called or convened except when a Director states, at the beginning of the meeting, any such objection or objections to the transaction of business.
- 4.15 *Quorum.* At all meetings of the Board of Directors, the presence of a majority of the Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn from time to time until a quorum be had. Notice of the time and place of any adjourned meeting need only be given by announcement at the meeting at which adjournment is taken.
- 4.16 *Manner of Acting.* The act of a majority of the Directors present at any meeting at which a quorum is present shall be the Act of the Board of Directors.

- 4.17 *Action Without Formal Meeting.* Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof may be taken without a meeting if written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the Minutes of the proceedings of the Board or committee.
- 4.17 *Conference Call Meetings.* A member of the Board of Directors, or any committee designated by such Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other, and participation in a meeting pursuant to this Section 4.17 shall constitute presence in person at such meeting.
- 4.19 *Removal.* Any Director may be removed from office, with or without cause, by the affirmative vote of two-third (2/3) of the General Body at a special meeting called for that purpose. The notice of the meeting shall specify that such action is the purpose of the meeting. The Board may take necessary action to remove a Director from office if the Director does not attend three consecutive Executive Committee meetings.
- 4.20 All Directors and Officers must maintain membership pursuant to Article 3.8 through his/her tenure
- 4.21 Roles and responsibilities of all Officers, including but not limited to Directors and Executive Committee members, shall be defined by these bylaws and any amendments thereof.
- 4.22 The elected officers shall take office on January 1 following their election and shall hold office for two (2) years or until their successors have been duly elected and installed.
- 4.23 Should a vacancy occur in the office of president, the order of precedence shall be the Vice President and the General Secretary. Other vacancies occurring during the period shall be filled by appointment by the Executive Committee.

ARTICLE V

Executive Committee

- 5.1 Pursuant to Article 4.2 four (4) Directors shall form the Executive Committee. The Executive Committee members shall exercise such powers and perform such duties as are specified in these Bylaws, or as shall be determined from time to time by the Board of Directors.
- 5.2 **PRESIDENT:** The President shall be the head of the Executive Committee and in this capacity shall perform the duties of the Executive Committee in the best interest of the Organization according to the Constitution to meet its stipulated objectives. The President will do so in consultation with, or

on the recommendations of the Board, the Executive Committee, or the Sub- Committees, as and when required. The President shall also preside over all the meetings of the Organization with the exception of the meetings of the Board and any sub-committee Meetings.

- 5.3 VICE PRESIDENT: In the absence of the President, the Vice President shall act on behalf of the President. This office shall also have the responsibility of establishing and maintaining cordial relationship with other ethnic groups and organizations.
- 5.4 GENERAL SECRETARY: The General Secretary shall be responsible for recording and maintaining the minutes of meetings, sending notices of meetings, reporting regularly to the Executive Committee and taking such steps in consultation with the President as to help achieve the objectives of the Organization. The General Secretary may be assigned, by the Executive Committee, with certain other responsibilities as and when required. The General Secretary shall be the custodian of all organization documents, including but not limited to the Constitution, Bylaws and amendments and hard copies of current members list.
- 5.5 TREASURER: The Treasurer shall maintain all accounts of the Organization and reimburse all legitimate expenses from the Organization's funds upon receipt of formal approval of the Executive Committee from time to time.
- 5.6 PUBLIC RELATION OFFICER: The Public Relation Officer shall be responsible for all public relation matters related to the organization including but not limited to the maintenance of a user friendly website, periodic communications with the members and publishing newsletters.
- 5.7 OTHER OFFICERS: The Roles and Responsibilities of other Executive Committee members shall be determined by the Board of Directors.
- 5.8 In the event the position of the President becomes vacant, the Vice President shall assume the position of President and complete the remaining term.
- 5.9 In the event the positions of Vice President, Secretary, Treasurer, or Public Relations Officer become vacant, the vacancies shall be filled from within the remaining Directors. If any position remains unfilled due to the unwillingness of any Director to assume the vacant position, the President may assume the vacant positions, except for the position of the General Secretary. If the vacant position of the General Secretary cannot be filled from within the Executive Committee, Article 5.10 shall be applicable to fill the position. Article 5.8 shall not apply to fill the vacant position of the President by a Vice President assuming office by virtue of this section and Article 5.10 shall be applicable to fill the position.
- 5.10 If an Executive Committee position cannot be filled by Article 5.8, it shall be filled by a mid-term election.

Article VI

Other Committees

- 6.1 The Board of Directors on recommendation of the Executive Committee, by resolution adopted by a majority of the Directors in office, may designate one or more committees to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Organization; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law. Other committees not having and exercising the authority of the Board of Directors in the management of the Organization may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Organization shall be served by such removal.

ARTICLE VII

Distribution and Disbursements

- 7.1 Determination of Effective Agencies and Means for Carrying out the Charitable Purposes of the Organization. The Board of Directors shall gather and analyze facts and conduct such investigation and research as from time to time may be necessary or desirable in order to determine the most effective agencies and means for carrying out the charitable purposes and functions of the Organization, and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Directors, including salaries for such professional and other assistance as it from time to time deems necessary or desirable, shall be directed to be paid so far as possible, first from any funds designated for such purposes, and any balance out of income of the funds of the Organization or such of its principal as is not specifically restricted against such use.
- 7.2 Furtherance of Charitable Purposes. In furtherance of the charitable purposes and functions of the organization, when needs therefore have been determined and with appropriate provisions to assure use solely for such purposes, the Board of Directors may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Directors can best carry out such purposes and functions or help create new qualified charitable organizations to carry out such purposes and functions.

ARTICLE VIII

Administrative Provisions

- 8.1 *In General.* The Organization shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Organization) by reason of the fact that he is or was a Director, Officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a Director, Officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in a manner reasonably believed to be in or not opposed to the best interests of the Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of "no contest" or its equivalent, shall not, of itself create a presumption that the person did not act in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Organization, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- 8.2 *Conditions.* Subject to the terms contained in the Constitution, the Organization shall indemnify and hold harmless any person who was or is a part or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Organization to procure a judgment in its favor by reason of the fact he or she is or was a Director, Officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a Director, Officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Organization; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Organization, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite The adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
- 8.3 *Expenses Covered.* To the extent that a Director, Officer, employee or agent of the Organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 8.1 and 8.2 of this Article, or in defense of any claim, issue or matter therein, he or she

shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

- 8.4 *Authorization.* Except as provided in Section 8.3 of this Article and except as may be ordered by a court, any indemnification under Sections 8.1 and 8.2 of this Article shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 8.1 and 8.2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or (b) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by the firm of independent legal counsel then employed by the Organization in a written opinion.
- 8.5 *Prepayment.* Expenses incurred in defending a civil or criminal action, suitor proceeding may be paid by the Organization in advance of the final disposition of such action, suit or proceeding upon receipt of any undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Organization as authorized in this section.
- 8.6 *Other Rights.* The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights, in respect of indemnification of or otherwise, to which those seeking indemnification or advancement of expenses may be entitled under any resolution or agreement, either specifically or in general terms, approved by the affirmative vote of a majority of the members of the Board of Directors entitled to vote thereon taken at a meeting the notice of which specified that such resolution or agreement would be placed before the Board of Directors, both as to action by a Director, Officer employee or agent in his or her official capacity and as to action in another capacity while holding such office or position.
- 8.7 *Insurance.* To the extent permitted by State laws, the Organization may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a Director, Officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such whether or not the Organization would have the power to indemnify him or her against such liability under the provisions of this Section 8.7.
- 8.8 *Merger.* For purposes of sections 8.1 and 8.2 of this Article, reference to the Organization shall include, in addition to the surviving or new Organization, any merging or consolidating Organization (including any merging or consolidating Organization of a merging or consolidating organization) absorbed in a merger or consolidation with the Organization

so that any person who is or was a Director, Officer, employee or agent of such merging or consolidating Organization, or is or was serving at the request of such merging or consolidating Organization as a Director, Officer employee or agent of another organization. partnership, venture, trust or other enterprise, shall stand in the same position under the provisions or this Article with respect to the Organization as he or she would if he or she had served the Organization in the same capacity; provided, however, no indemnification under this Article as permitted by this Section shall be mandatory under this Section without the approval of such indemnification by the Board of Directors of the Organization.

- 8.9 *Continuance.* The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE IX

Books and Records

- 9.1 The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and any committees having and exercising any of the authority of the Board of Directors.
- 9.2 The General Body shall appoint two auditors who will audit all Organization accounts.

ARTICLE X

Fiscal Year

- 10.1 The fiscal year of the Organization shall commence on January 1 of each year and end on December 31, until otherwise determined by the Board of Directors.

ARTICLE XI

Miscellaneous

- 11.1 Books and Records, The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The Organization shall keep at its registered or principal office a record giving the names and addresses of the directors and any other information required under State law.

- 11.2 *Fiscal Year.* The Board of Directors is authorized to fix the fiscal year of the Organization and to change the same from time to time as it deems appropriate.
- 11.3 *Internal Revenue Code.* All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Laws, and to all regulations issued under such sections and provisions.
- 11.4 *Construction.* Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:
- (a) The remainder of these Bylaws shall be considered valid and operative; and
- (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.
- 11.5 *Table of Contents; Headings.* The table of contents and headings are for organization, convenience, and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.
- 11.6 *Relation to The Constitution.* These Bylaws are subject to, and governed by, the Constitution.

ARTICLE XII

Amendments

- 12.1 These Bylaws and the Constitution may be amended from time to time by a two-thirds majority vote at the Annual General Body Meeting or at a special meeting called for the purpose of considering such amendment.

ARTICLE XIII

Dissolution

- 13.1 *Dissolution:* Upon dissolution, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, such as charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal Government or to a state or local government for a public purpose.

ARTICLE XIV

Bangamela

- 14.1 The venue of Bangamela (Annual Cultural Program by the organization) and the host organization(s) shall be decided by the Board of Directors on a competitive basis from the participating cities/organizations and will be hosted by Affiliated Member organization(s).
- 14.2 A Bengali association proposing to host Bangamela must accept the guidelines set by the Board of Directors.
- 14.3 Financial responsibilities for hosting Bangamela shall be the responsibilities of the Bangamela organizing committee of the host city Bengali association.

ARTICLE XV

City Council

- 15.1 A "City Council" shall be constituted with two representatives from each associate member organization. This committee will serve in the capacity of Board of Advisors to the Executive Committee.

ARTICLE XVI

Strategic Committee

- 16.1 A 4-member "Strategic Committee" shall be elected by the General Body for a term of four (4) years to work on long-term projects in close cooperation with the Board of Directors. The initial committee shall form by electing two members for a two-year term and two members for a four-year term. Subsequently, two members shall be elected every two years to fill the vacant positions.

ARTICLE XVII

Annual General Meeting

- 17.1 The Annual General Meeting of the association shall be held at the Bangamela venue. Written notice of the call for every Annual General Meeting, together with a copy of the agenda and the financial report of the past year shall be sent to each member by the General Secretary at least fourteen days before the date of meeting.
- 17.2 The following items must be covered in the Annual General Meeting: financial report of the past year, plans for activities of the Association and budget proposal for the coming year, report on the accomplishment per plan from the previous year, ratification of the minutes of the last Annual General Meeting, and ratification of any amendments to the bylaws of the

Association, as proposed and adopted By the Executive Committee. Special General Body meeting may be held at any time upon a written request, either from two-thirds member of the Executive committee and/or two-thirds of paid members.

- 17.3 One-fifth (20%) of the membership of the Association will constitute quorum for Annual General Meeting. In the absence of a quorum, the meeting can still be conducted provided any resolution passed in the meeting is conveyed to the General Body by email and/or regular mail with a provision for members to respond either supporting or objecting to its passage to its passage within thirty (30) days from the date of the resolution. The resolution can be adopted only at least 20% of the members respond and the majority of the respondents support the passage of the resolution. The total number of respondents will comprise of those members who attended the meeting and those who responded by mail/email as stipulated in this article.
- 17.4 Roberts Rules of orders (revised) shall constitute the accepted parliamentary procedures of the meetings.
- 17.5 All meetings of MABA officials including a General Body Meeting and Executive Committee meeting can be conducted by teleconference and/or electronic means. All actions including but not limited to approval of General Body and/or Executive Committee meeting minutes and all matters can be approved and/or decided by voting conducted in these electronic meetings.

ARTICLE XVIII

Tax-Exempt Status

- 18.1 The affairs of the Organization at all times shall be conducted in such a manner as to assure the Organization's status as an organization qualifying from taxation pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIX

Adoption of Bylaws

- 19.1 The Mid America Bengali Association was organized under the laws of the State of Tennessee on November 11 ,2000. These Bylaws were adopted by resolution of the General Body, and became effective on xxxxxxxx, 200X.

APPROVED:

MID AMERICA BENGALI ASSOCIATION

Signed:
President

ATTEST:

Signed:
General Secretary