

**BYLAWS**  
**OF THE**  
**BENGALI ASSOCIATION OF GREATER ATLANTA, INC.**  
**A NONPROFIT CORPORATION**  
**Incorporated under the laws of the State of Georgia**

## ARTICLE I

### Name, Location and Offices

#### **1.1 Name :**

The name of this corporation shall be "Bengali Association of Greater Atlanta, Inc."; henceforth called BAGA (the "Corporation").

#### **1.2 Principal Office :**

The principal office of the Corporation for the transaction of its business shall be P.O. Box 88541, Atlanta, GA 30356.

#### **1.3 Principal Online presence :**

The principal online presence of the Corporation shall be as follows:

- Website with e-commerce capabilities at [www.baga.net](http://www.baga.net)
- Event microsite at [www.eventsbybaga.net](http://www.eventsbybaga.net)

Links to other online presence will be available in those websites.

## ARTICLE II

### Purpose

**2.1** This Corporation 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 Corporation shall inure to the benefit of or be distributable to its officers, directors, members or other private persons; but the corporation 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 Corporation shall be the carrying on of propaganda, or otherwise attempting to influence local, state, or federal legislation, except to the extent permitted by law, and the Corporation 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 of incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or by a corporation, 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 Corporation 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 these Articles of Incorporation and the Bylaws office Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

**2.3** The Corporation shall be a charitable, social, religious, non-profit and non-political organization with the following objectives:

- (a) To promote and sustain educational, cultural, religious and charitable activities.
- (b) To provide opportunities to learn, participate and to enjoy the richness of cultural heritage of Bengal.
- (c) Create an environment of mutual goodwill between all immigrant Bengalis and other local and regional ethnic groups in Georgia and neighboring states.
- (d) Ensure and promote the cultural heritage of Bengalis through religious, cultural and educational activities.
- (e) Organize events that promote the rich Bengali culture, creativity and intellect among our members.
- (f) Promote leadership and benevolence among BAGA youth and facilitate collaboration among various other non-profit organizations.
- (g) Support and assist charitable and humanitarian efforts.

(h) Represent Bengalis in the local community.

**2.4** The corporation should maintain the following operating framework as a guideline for all office bearers and members:

- a. To foster a culture of teamwork and camaraderie in everything we do at BAGA and treat each other with respect and humility.
- b. To ensure that proven BAGA approaches, experience and assets are appropriately leveraged.
- c. To expand our horizon to embrace the divergent and exciting new global Bengali culture and ensuing ideas.
- d. To communicate and gain traction within and outside the BAGA community.
- e. To promote our young BAGA leaders and enrich our cultural experiences with their ideas and thoughts.
- f. To ensure funds are appropriately used for charitable purposes as guided by the regulations of IRS 501(c) (3).

**2.5** The organization will observe at least three main Bengali religious festivities: Saraswati Puja, Durga Puja, and Laksmi Puja. Those three yearly religious festivities are the three main BAGA events.

**2.6** Participation in the organization's function will be open to all individuals who subscribe to the objectives and guidelines set forth above, regardless of individual's age, sex, race, religion, sexual orientation or national origin.

**2.7** No activity of the Corporation shall be conducted for the purpose of attempting to influence legislation, promoting any candidate for a public office, or espousing propaganda. Additionally, member promotion activities through BAGA which result in benefits to individual members will not be conducted unless such member promotional activity benefits BAGA objectives and fund raising initiatives.

## ARTICLE III

### Membership

**3.1 BAGA Membership** Membership shall be open to all as an individual or as a family who subscribe to the Objectives in Article II with details as described herein:

- (a) Annual BAGA Membership will have the following categories: General Memberships - family, couple, single parent family, individual, and Student memberships - family, couple, single parent family, and individual. Annual membership fees may be set differently for family, couple, single parent family, individual, and Student Memberships (family, couple, single parent family, and individual).
- (b) A primary member of BAGA is an individual above 18 years of age who has paid his/her annual membership fees for the current membership year. Similarly, student above 18 yrs. old (primary member) with student ID is authorized for student individual membership.
- (c)
  - i. A single parent family is defined as individual (primary member) with dependent children (up to undergraduate or 23 yrs. old whichever comes first). Similarly, single student (with student ID) memberships (primary members) with dependent children (up to undergraduate student) are also authorized for single parent families.
  - ii. A couple is defined as married spouses, or live-in partners (who shall be considered as the primary members) with no dependent children. Students (with student ID) memberships (primary members) with no dependent children are authorized for couples where none of the members are full time wage earners.
  - iii. A family is defined as married spouses, or live-in partners (who shall be considered as the primary members), with dependent children (up to undergraduate or 23 yrs. old whichever comes first). Students (with student ID) memberships (primary members) with dependent children (up to undergraduate student) are authorized for student families where none of the members are full time wage earners.
- (d) Minimum age requirement for becoming a primary member of BAGA is 18 years. Only primary members will have the voting privileges in any BAGA election during their membership period. There will be one vote allowed for each

primary BAGA member. There will be no absentee ballot allowed in any BAGA election.

- (e)
  - i. Annual membership period is from Saraswati Puja to one day prior to following year's Saraswati Puja. A person or a family can apply for annual membership by paying the annual membership fee at the time of Saraswati Puja or any time up to Durga Puja of that year. Annual Membership status will remain in effect from the time of membership to the following Saraswati Puja. No proration in the annual membership fees will be allowed, i.e., full membership fee must be paid regardless of timing of payment.
  - ii. A member in good standing is the status assigned to a member of BAGA when the member has remained current on organization records by paying the membership dues (in person or online) on or before the Saraswati Puja day for that year. Accordingly, a member loses the good standing status for the year if membership due is not paid on or before the day of Saraswati Puja.
  - iii. All EC & BOD officers and all applicants/nominees must renew their memberships by Saraswati Puja to keep their membership always in good standing. All BAGA members should have paid 2 (two) consecutive membership dues to be eligible to vote in any BAGA election. For a BOD election on Saraswati Puja day, all members should renew their membership by Saraswati Puja of that calendar year to be eligible to vote.
- (f) The Annual Membership fees for each membership category will be determined by the Executive Committee (EC) for each calendar year before the *Saraswati Puja* of the membership period, with the approval of majority vote of the Board of Directors. The Annual Membership fees will remain in effect until the next elected Executive Committee decides otherwise.
- (g) List (soft or hard copy) of BAGA members or their personal information should not be disclosed or sold by any BAGA member to any type of media, network, advertisers, sponsors, newspaper or organization.
- (h) All members shall abide by the code of ethics in Article XV.

## ARTICLE IV

### Board of Directors (BOD)

#### **4.1 Authority and Responsibility of the Board of Directors:**

- (a) The supreme authority of the Corporation and the governance and management of the affairs of the Corporation shall be vested in the Board of Directors (BOD); and all the powers, duties, and functions of the Corporation conferred by the Articles of Incorporation, 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 BAGA shall be the Board of Directors. The Board of Directors shall have supervision, management and control of affairs related to BAGA and shall set the policies as deemed necessary.
- (c) (i) **Annual General Body Meeting:**  
The Chairperson of the BOD must convene the Annual General Body Meeting (AGBM) before the end of the Calendar Year. The meeting should be announced through email and BAGA website at least 30 (thirty) days prior to the meeting. The announcement must include agenda, date, time and venue. The announcement also should request members to submit any additional agenda item for BOD's consideration to be included in the final agenda.
- (ii) **Voting:**  
Voting for any issue including Election by the Election Committee 4.3(a) or any amendment of By Laws (Article XIII), if needed, shall be by secret ballot in person.
- (d) **General Body Meeting:** All other General Body Meeting (GBM) should be convened following the above (4.1(c)) criteria.
- (e) The Board of Directors shall abide by the code of ethics in Article XV.
- (f) **Financial Responsibilities:**
  - i. Only the Board members shall be responsible and be signatory to any type of investment (such as Certificate of Deposit). A member relinquishes his/her signature authority at the end of his/her term and transfers it to an existing member.
  - ii. Financial responsibilities shall be distributed among all the Board members, and for each investment item (such as a CD) there shall be two signatories.

- iii. Type of investment of BAGA financial assets shall be determined by a majority vote of the BAGA general members at the General Body Meeting (GBM 4.1(d)), and shall be maintained that way until General Body decides otherwise.
- iv. The Board shall publish a financial statement of BAGA's long-term (reserve) status annually in its magazine -- the *Pratichi*.
- v. The Board shall have yearly organizational expenses; such as payment for the insurance, storage facility, P.O. Box, registering the organization, taxes, other relevant governing dues, etc. Beyond those organizational expenses the Board shall be eligible to spend no more than \$2000.00 yearly. To spend more than that allowed amount the Board shall get approval by General Body.
- vi. In case of a major disagreement with the Executive Committee (EC) about the budget of any BAGA event, the Board of Directors shall resolve the issue in a GBM (4.1(d)).

(g) The BOD responsibilities shall include:

- i. Governance and Management of BAGA.
- ii. All legal and fiduciary responsibilities of the organization.
- iii. Ensure compliance with 501 (c) (3) requirements.
- iv. Registering the organization, paying insurance, and paying other yearly relevant dues.
- v. Conduct membership drive in collaboration with the EC.
- vi. Drive charitable activities.
- vii. Assist the EC in venue selection and preservation.
- viii. Deliver a preliminary operating framework and budgetary guidelines for the new Executive Committee (EC) after each election.
- ix. Maintain up to date email distribution list.
- x. Help in fund raising independently and in collaboration with the EC.
- xi. Help the promotion of BAGA and BAGA interests collectively.
- xii. Audit all monetary transaction after each event within 30 days.
- xiii. Work with webmaster in maintaining the main website with uploading information on time and also in enhancing the website with content and design.

**4.2 Number of Directors.** The number of Directors may vary between a minimum of five (5) and maximum of seven (7) as fixed by resolution of the Directors from time to time. Any persons elected to the Board of Directors shall be elected as provided in Section 4.3 below.

**4.3 Additions: Vacancies.** Any addition to or vacancy occurring in the Board of Directors shall be filled in the following manner:

(a) The Board of Directors will form an Election Committee after the new BOD starts its new term on April 1<sup>st</sup> each year.

- i. *Election Committee:* The Committee will consist of 3 Board of Directors, chosen by a majority vote of the Board of Directors.
- ii. *Purpose:* Scrutinize nominations for election of new Directors and the Executive Committee; conduct elections following rules and regulation described in by-laws; and certify all election results regarding its validity.
- iii. *Process:* Opening of the election should be announced to the general body members by the BOD chairperson at least 6 (six) weeks prior to the election. The nomination papers should reach the Election Committee no later than 3 (three) weeks prior to the election. If required number of nominations has not been received by that time the BOD should take appropriate action and inform the general body. Upon the nominations being vetted by the Election Committee for eligibility, all valid nominations as well as unfilled positions, if any, should be disclosed to the BAGA members at least 1 (one) week prior to the Election Day either through email or by posting them on the BAGA website.
- iv. *Nomination Paper:* The nomination must be proposed by a member in good standing and seconded by another member in good standing. The nomination petition must be signed by the nominee, the nominating member, as well as the nomination supporting member. Same member cannot nominate and/or second more than one candidate. A member in good standing in a calendar year is one who has paid his/her dues for that calendar year to BAGA as stated in Article III, subscribes to its purpose as stated in Article II of the Bylaws and has not violated the Code of Ethics in Article XV.
- v. *Voting:* Voting shall be by secret ballot in person.

The Election Committee will make the final decision regarding the nominees for the elected position(s) in consultation with the Board of Directors. Election Committee member(s) shall not campaign or canvass for any candidate and shall not disclose any confidential information pertaining to election.

(b) Nomination for Board of Directors:

Any BAGA member in good standing who has previously served full term as a member of the BOD or EC may be nominated as a candidate for election to the Board of Directors. However, a current BOD member must wait at least one membership period before being eligible to be nominated to the BOD.

- (c) In general, election of the new Director (s) shall be completed during annual meeting on the day of *Saraswati Puja*. In case the number of directors falls below the minimum of five (5) due to resignation or removal per section 4.13 below, the BOD will decide by a majority vote whether to fill up a position or positions simply by appointment or through a mid-term election. In case a mid-term election is considered necessary, the election process will follow the same guidelines as above.
- (d) Vacancies of Directors will be announced through mass emails to all members and posted on BAGA's website at least 30 days before such vacancies come due.
- (e) A BAGA member can serve on the Board for no more than one term (two years). After one term, there should be a gap of at least one year before he/she can be nominated for election to the Board of Directors, or to the Executive Committee.
- (f) From a given family, only one BAGA member can be a part of the Board or the Executive Committee during the same term. After the expiry of the term of a member, a second member from the same family has to wait for at least one year before he/she can be elected to the Board.

**4.4 Tenure.** Each new Director shall assume office following their annual election for a term of two (2) years and until his or her successor is elected. A Director elected to fill a vacancy due to resignation or removal from office shall be elected or appointed by BOD the unexpired term of his/her predecessor in office.

Under any unprecedeted or emergency situation where there are no other options, then for the greater interest of the organization, BOD can appoint an existing BOD member to serve on the Executive Committee, as required. In that case, the incomplete tenure of the appointed member will be considered as complete.

**4.5 The Chairperson.** The Board of Directors shall elect a Chairperson among themselves by a simple majority vote of all the Directors on yearly basis. Any director is eligible for the chairperson position regardless of previous designation or years in term; however one year prior experience as a BOD member is desirable for eligibility for chairperson. The Chairperson will coordinate the day to day activities; convene any meeting to govern and control and have an extra vote in case of a deadlock. The Chairperson shall preside over all Board meetings, act on behalf of the Board of Directors, and fulfill the Objectives stated in Section 2.3. In his/her absence, a Chairperson may designate a Director to temporarily preside over Board meetings. The Chairperson shall:

- (a) attend and keep minutes of all meetings of the Board of Directors' meetings in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws as required by law;

- (c) be the custodian of the corporate records and of the seal, and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized;
- (d) keep a register of the post office address and telephone number(s) of each Director;
- (e) have general charge of the books and records of the Corporation; and
- (f) In general perform all duties incident to the office and such other duties as from time to time may be assigned to him or her by the Board of Directors.

**4.6 Compensation.** No Director of the Corporation shall receive directly, or indirectly, any salary or compensation there from as such Director or in any other capacity, unless authorized by the affirmative vote of two-third (2/3) of the Board of Directors at a special meeting of the Board of Directors called for that 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 Corporation in any other capacity and receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the Corporation.

**4.7 Place of Meeting.** The Board of Directors may hold its meetings at such place or places within or outside the State of Georgia, as it may from time to time determine.

**4.8 Regular Meetings.** Directors may provide by resolution, the time, place and date for the holding of regular meetings. The President of the current Executive Committee will be invited quarterly, or as needed to attend BAGA Board meetings but he/she will not have any voting rights.

**4.9 Special Meeting.** Special meetings of the Board of Directors may be called by the Chairperson with no less than two (2) days' notice verbally or by email. Any such special meeting shall be held at such time and place as shall be stated in the notice of the meeting.

**4.10 Absences.** Any Director, who fails to attend 3 consecutive regular or special meetings in absence of a valid reason, will be issued a notice by email by the Chairperson. A similar second notice will disqualify him/her the Directorship and he/she may be subject to removal from office by a vote by 2/3 of the Directors.

**4.11 Quorum.** At all meetings of the Board of Directors, the presence of majority of the Directors shall constitute a quorum for the transaction of business. Records of the minutes of all Board of Directors meetings shall be maintained.

**4.12 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 a written (mail or electronic) consent thereto is signed by the majority 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.

**4.13 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 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 4.12 shall constitute presence in person at such meeting.

**4.14 Removal, Termination.** Any Director may be removed or re-called from office by the Board if 30% of current BAGA members sign a petition to the Board with a statement and justification of such act. In case of such a situation, the Board shall convene a general body meeting before arriving at a decision.

## ARTICLE V

### Officers

#### **5.1 The Executive Committee (EC).**

- (a) Shall comprise of the President, and 4 (four) to 6 (six) Vice Presidents holding portfolios to support distinct functions such as (but not limited to):
  - i) Fund Raising
  - ii) Finance & Treasury
  - iii) Logistics & Event Management
  - iv) Puja & Religious Affairs
  - v) Cultural Programs
  - vi) Food & Hospitality
- (b) The Election Committee as defined in Section 4.3 (a) will conduct election of the Executive Committee.
- (c) The Executive Committee will be elected by BAGA members in good standing during *Laksmi Puja* on yearly basis. The election will be conducted by the Election Committee. If any executive officer position(s) is/are uncontested or no nomination is received by the closing date of nomination submission, there will be no election for the position(s) and the nominee(s) will be elected unopposed or appointed by the Board of Directors.
- (d) The Executive Committee members must be BAGA members with good standing for last 12 (twelve) months or paid 2 (two) consecutive membership dues to be eligible for nomination to the Vice President positions in EC. However, to be eligible for nomination for the position of President, the nominee should be a good standing member for at least last 24 (twenty four) months or paid 3 (three) consecutive membership dues. To apply for a position in BAGA BOD or EC any member who completed either one year or a two year term as specified in 5.2 (a), as well as their significant other must wait one (1) year before serving again. No two members of any family can serve on the BAGA EC or Board of Directors concurrently or sequentially.
- (e) The 12 (twelve) months term of the Executive Committee is from January 1 to December 31. The term of the new EC will begin after the official turnover meeting with the BOD and the outgoing Executive Committee and all documents are turned over to the new Committee. Official turn over will happen by the second week of January or 2 (two) weeks before *Saraswati Puja* whichever comes first.

- (f) Every member of the Executive Committee shall sign a Code of Ethics document defined in Article XV.
- (g) The Board of Directors will facilitate and oversee the smooth handover of all necessary documents as well as monetary transactions and financial and asset authorizations between the outgoing and the incoming elected Executive Committee.
- (h) The Executive Committee may form various sub-committees to help in their day-to-day activities and shall inform the Board of Directors about the subcommittees. The names of the Executive Committee and the sub-committee members may be posted in the BAGA website at the beginning of each term.
- (i) The President and/or the Vice President responsible for Finance & Treasury shall present financial documents to the Board of Directors on a quarterly basis. Budget before every major BAGA event and a Profit & Loss statement after every major BAGA event. A major event is defined as one where expenses are in excess of \$1000.
- (j) The President, in consultations with the Executive Committee members, can reassign portfolios of EC members, as needed during their term.

## **5.2 Tenure.**

- (a) Each Executive Officer of BAGA shall hold office for one term (12 months) for which he or she is elected or appointed and until his/her successor has been duly elected or appointed in case of resignation, removal from office, or any form of incapacitation. However, any EC member from the current committee can stand for a re-election for one additional (total of two terms) consecutive term only.
- (b) Board of Directors shall hold the right of termination of any executive officer in consultation with the Executive Committee provided there are sufficient documented justification(s) for such an act including but not limited violation of code of ethics in Article XV.
- (c) In case an executive officer resigns or is terminated, an appropriate notification should be provided at least fifteen (15) days prior to the effective date of resignation or termination. All documents and/or records retained by the said officer must be handed over to an executive officer delegated by BOD who will assume responsibilities.

**5.3 President.** The President shall be the principal executive officer of the Corporation and will, subject to the control of the Board of Directors, in general manage, supervise and control the affairs of the Corporation. He or she may sign, with any other proper officer of

the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, policies of insurance, contracts, investment certificates, or other instruments which the Board of Directors has authorized to be executed, except in cases where signing the execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**5.4 Vice Presidents.** In the absence of the President, or in the event of his/her incapacitation or refusal to act, one of the Vice Presidents of the EC, as determined by a majority vote of the BOD and in consultation with the EC shall perform the duties of the President, and when so acting shall have all the powers of and be subject to the restrictions upon the President. Any Vice President shall perform such other duties as shall from time to time be assigned to him or her by the President or by the Board of Directors. All Vice Presidents shall have such other duties as prescribed by the Board of Directors from time to time.

**5.5 Vice President – Finance & Treasury.** The VP-Finance & Treasury shall:

- (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as selected by the Board of Directors; and
- (b) In general perform all the duties incident to the office of Treasury and such other duties as from time to time may be assigned by the President and/or by the Board of Directors.

**5.6 Other Agents.** The Board of Directors may appoint from time to time such agents for special projects and initiatives, as deemed necessary or desirable.

**5.7 Vacancies.** A vacancy in any office arising at any time and from any cause may be filled for the unexpired term by majority vote of the Board of Directors.

## **ARTICLE VI**

### **Corporate Seal**

The Corporation shall have a seal, circular in design, bearing the words:

**BENGALI ASSOCIATION OF GREATER ATLANTA, INC.  
NONPROFIT CORPORATION  
GEORGIA**

## **ARTICLE VII**

### **Committees**

**7.1** The Board of Directors, by resolution adopted by a 2/3 of the Directors in office may designate one or more committees besides the Executive Committee and the Election Committee. The purpose and function of such committee(s) shall be announced to the BAGA community in a timely manner.

**7.2 Other Committees.** Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation 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 Corporation shall be served by such removal

## ARTICLE VIII

### Distribution and Disbursements

**8.1 Determination of Effective Agencies and Means for Carrying out the Charitable Purposes of the Corporation.** 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 Corporation, 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 Corporation or such of its principal as is not specifically restricted against such use.

**8.2 Furtherance of Charitable Purposes.** In furtherance of the charitable purposes and functions of the corporation, 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 IX

### Administrative Provisions

**9.1 In General.** The Corporation 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 Corporation) by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's 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 Corporation, 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 nolo contendere 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 Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

**9.2 Conditions.** Subject to the terms contained in the Articles of Incorporation, the Corporation 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 or suit by or in the right of the Corporation 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 Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's 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 Corporation; 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 Corporation, 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.

**9.3 Expenses Covered.** To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or

proceeding referred to in Sections 9.1 and 9.2 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.

**9.4 Authorization.** Except as provided in Section 9.3 of this Article and except as may be ordered by a court, any indemnification under Sections 9.1 and 9.2 of this Article shall be made by the Corporation 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 9.1 and 9.2. 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 Corporation in a written opinion.

**9.5 Prepayment.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation 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 Corporation as authorized in this section.

**9.6 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.

**9.7 Insurance.** To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, 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 Corporation would have the power to indemnify him or her against such liability under the provisions of this Section 9.7.

**9.8 Merger.** For purposes of sections 9.1 and 9.2 of this Article, reference to the

Corporation' shall include, in addition to the surviving or new Corporation, any merging or consolidating Corporation (including any merging or consolidating Corporation of a merging or consolidating corporation) absorbed in a merger or consolidation with the Corporation so that any person who is or was a Director, Officer, employee or agent of such merging or consolidating Corporation. or is or was serving at the request of such merging or consolidating Corporation as a Director, Officer employee or agent of another corporation. partnership, venture, trust or other enterprise, shall stand in the same position under the provisions or this Article with respect to the Corporation as he or she would if he or she had served the Corporation 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 Corporation.

**9.9 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 X**

### **Books and Records**

The Corporation 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.

## **ARTICLE XI**

### **Fiscal Year**

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

## **ARTICLE XII**

### **Miscellaneous**

**12.1 Books and Records:** The Corporation 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 Corporation shall keep at its registered or principal office a record giving the names and addresses of the directors and any other information required under Georgia law.

**12.2 Corporate Seal:** The corporate seal (of which there may be one or more examples) shall be in such form as the Board of Directors may from time to time determine.

**12.2 Fiscal Year:** The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

**12.4 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.

**12.5 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, as 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.

**12.6 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.

**12.7 Relation to Articles of Incorporation:** These Bylaws are subject to, and governed by, the Articles of Incorporation.

## **ARTICLE XIII**

### **Amendments**

These Bylaws and the Articles of Incorporation may be considered for amendment, as needed. The Chairperson shall call a General Body Meeting (GBM 4.1(d)) if 2/3 (two-thirds) majority of the Board of Directors request. The amendment with proposed language must be shared via email with the General Body members.

A minimum of 20% of the members will constitute a quorum. A majority vote will carry the decisions. In the event there is no quorum at the General Body Meeting, a second General Body Meeting will be called after due notice. Members present at this second General Body Meeting shall constitute a quorum. The General Body Meeting shall be chaired by the Chairperson of the Board of Directors.

## **ARTICLE XIV**

### **Tax-Exempt Status**

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

## ARTICLE XV

### Code of Ethics

**15.1** The objective of this code of ethics is to create and maintain a quality organization that gives ethical conduct the highest priority.

Code of Ethics contains broad principles reflecting the types of behavior BAGA expects towards constituents, donors, members, volunteers, peers, other businesses and organizations and the general public. Pursuant to mission and objectives, this code of ethics is intended to guide the Board of Directors, Executive Committee members and Office bearers in their conduct when acting on behalf of the organization. Violation of the code of ethics can constitute grounds for termination of any office bearer's position.

Board of Directors, Executive Committee members, Office bearers and Members should follow the code of Ethics.

- (i) Listen to the members and make all reasonable efforts to satisfy their needs and concerns within the scope of the mission, and to strive for excellence and innovation and demonstrate professional respect and responsiveness to our constituents, donors, peers and others.
- (ii) Make a sincere effort to understand, respect and support the constituents, exemplified by the contributions of the members and executive leadership, and to contribute to a culture that respects the diverse, individual contributions of the members and leadership.
- (iii) Respect the confidentiality of sensitive information of BAGA, its members, constituents, donors, peers and volunteers.
- (iv) Comply with the applicable federal, state and local laws, regulations and fiduciary responsibilities in an effort to create transparency and regulatory compliance in all BAGA operations.
- (v) For the board of directors, to provide credible and effective oversight of the organization's work without any personal bias or the influence of any special interest group or individuals.
- (vi) Not accept commissions, gifts, payments, loans, promises of future benefits or any items of value from anyone or any organization who has or may seek some benefit from BAGA in return
- (vii) Abide by the governing documents and policies of BAGA as described in this by-law.
- (viii) Be accountable for adhering to this Code of Ethics and bring to the attention of the office bearers any such violation.
- (ix) Act at all times in accordance with the highest ethical standards and in the best interest of BAGA, its members, constituents, volunteers, donors and reputation.
- (x) Refrain at all times from untruthful and deceptive behavior and actions.

- (xi) Honor the commitments and promises to the best of ones abilities and ensure there are no conflicts of interest in different activities. In a competitive situation, represent the best interest of BAGA in such competition.
- (xii) Appropriately acknowledge contributions from other individuals and organizations that help facilitate our goals commensurate to the assistance.
- (xiii) Advocate for all non-profit organizations, but not for any specific initiative - being respectful to the sector as a whole.
- (xiv) Not lobby with the intent to influence individual officer's decision making criteria.
- (xv) Confidential discussions within the BOD, within the EC and between the BOD and EC should not be divulged without express consent of the Chairperson or the President.

## ARTICLE XVI

### Adoption of Bylaws

The Bengali Association of Greater Atlanta, Inc. was organized under the law of the State of Georgia on **September 13, 1999**. These Bylaws were adopted by resolution of the initial Board of Directors of the Corporation, and became effective on **September 13, 1999**.

APPROVED:

BENGALI ASSOCIATION OF GREATER ATLANTA, INC.

Signed (Nita Bose)

By: Signed Malabika Bose  
Nita Bose. Presiden

ATTEST:

Signed: Ashoke Sarker  
Secretary

[CORPORATE SEAL]

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**AMENDMENTS TO THE BYLAWS  
BENGALI ASSOCIATION OF GREATER ATLANTA, INC.**

**Amendment 1.0**

Generally, the Board of Directors at its first meeting shall elect the following officers: a President, one or more Secretaries, one or more Treasurers and any other officer position that the Board of Directors determines shall be filled. The Board of Directors at any time and from time to time may elect or appoint such other officers as it shall deem necessary, including a Chairman of the Board of Directors, one or more Vice Presidents, one or more Assistant Vice Presidents, one or more Assistant Treasurers, and one or more Assistant Secretaries, who shall hold their offices for such terms as shall be determined by the Board of Directors and 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. Any person may hold two or more officers, except that no person may hold the office of President and Secretary. Officers need not be from within the Board of Directors but must be a member in good standing and be approved by a simple majority of the Board of Directors. This amendment is effective immediately.

This amendment modifies Article 5.1 of the Bylaws.

Proposed by Mr. Surajit Roy.

Seconded by Dr. Niranjan Talukdar.

Motion accepted and ratified by the Board of Directors on April 13, 2002 at 2:45PM.