

Amendment No. 014/2014

This amendment was accepted and ratified by the General Body Meeting held on January 18, 2014. According to this amendment Articles I, II, III, IV, V, and XIII in the BAGA bylaws will be replaced by the corresponding Articles below, and the Article XV below shall be added as a new Article to the bylaws.

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
- Event microsite at 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 two categories: General BAGA Membership – family and individual; and BAGA Student Membership - family and individual. Annual membership fees may be set differently for General Membership and Student Membership (individual and family).
- (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.
- (c) A family is defined as an individual, or married spouses, or live-in partners (who shall be considered as the primary members), their dependent children, and the dependent parents of the primary members. Student (with student ID) memberships are authorized for families where none of the family members are full time wage earners. At the age of 18 dependents have the option to become primary individual members.
- (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) 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 has to be paid regardless of timing of payment.
- (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) **Annual General Body Meeting:** The Chairperson of the BOD must convene the Annual General Body Meeting (AGBM) on the day of Saraswati Puja. 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.
- (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) The Board of Directors shall have the rights of monitoring and approval of budget process and are responsible for overseeing and approval of all investment decisions including assets and disbursement of funds from certificate of deposits and/or any other investments. The Board of Directors shall refrain from adopting any action which is inconsistent with the Objectives set forth in the Articles of Incorporation and Article II of the Bylaws. In case of a major disagreement with the Executive Committee (EC) about the budget of any BAGA event, the Board of Directors, by simple majority vote, shall have the right to withhold disbursement of BAGA funds until the issues are satisfactorily resolved.
- (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 1st 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 or electronically through a BAGA approved voting vehicle, if applicable. Individual identity of each voter will be preserved.

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:

- i. 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.
- ii. Any BAGA member in good standing for at least 5 (five) consecutive years and participated actively for the benefit of BAGA objectives, but has no prior experience of working in Executive Committee (EC) or BOD, can also submit nomination for BOD. However, there should be no more than one (1) such candidate filing nomination in a year. Such a person, if elected, cannot become the BOD Chairperson during the current 2 (two) year term.

(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. Also, the person elected based on section 4.3 (b) (ii) will not be eligible for this position. 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 XIII

Amendments

These Bylaws and the Articles of Incorporation may be considered for amendment, as needed, by a 2/3 (two-thirds) majority vote of the entire Board of Directors at any regular or special meeting called for the purpose of considering such amendment.

The purpose, context, and objective of such an amendment with proposed language must be shared via email (and/or posted on the BAGA website) with the general body members at least 21 (twenty one) days prior to such a meeting. If more than 30% of BAGA members request (by mail or electronic mail) a general body meeting to discuss the amendment, such a meeting will be convened by the Board of Directors (section 4.1 (d)), where a simple majority vote of those present at the meeting will be required to accept or decline the amendment(s). If 30% of members do not request a meeting, the amendment(s) will be ratified with a 2/3 (two-thirds) majority vote by the Board of Directors.

In an emergency case where 21 (twenty one) days waiting period is not possible for the general body notification and immediate action is required, the BOD is permitted to take appropriate action with its 2/3 (two-thirds) majority vote, but must seek approval for ratification from the general body as described above within 21 (twenty one) days.

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.