

BYLAWS

of the

PROBASHI BENGALI CHRISTIAN ASSOCIATION, INC.

ARTICLE I NAME AND PURPOSES

Section 1.01. Name. The name of the organization is PROBASHI BENGALI CHRISTIAN ASSOCIATION, INC.

Section 1.02. Purpose. The Not for Profit (501-C-3) Corporation is organized for the charitable and educational purposes of instilling into the residents of the community, especially the youth in the community, part of history which is the background, culture, traditions and heritage of the people of Bengali descent and culture, so they may be propagated to future generations.

ARTICLE II MEMBERS

Section 2.01. Classes. There shall be two classes of members: Class A Members who have voting rights and Class B Members who do not.

Section 2.02. Qualifications. Membership to Class A may be granted to any individual who supports the mission and purposes of the organization, and who pays the annual dues as set by the Board of Directors and resides in the tri-state area of New York, New Jersey and Connecticut and is referenced by three members of the Board of Directors and will have voting rights. Members of Class B may be granted to any individual who supports the mission and purposes of the organization, and who pays the annual dues as set by the Board of Directors but shall have no voting rights.

Section 2.03. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues.

Section 2.04. Resignation. Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Section 2.05. Dues. Dues for members shall be established by the Board of Directors. Dues as set by the the Board of Directors for both membership classes is \$15.00 per fiscal year.

Section 2.06. Meetings. The annual general meeting shall be held in the first sixty days of each fiscal year. A minimum of 10% of the total Class A members present in person or by proxy shall constitute a quorum for transaction of business at an annual general

meeting. Meetings may be called by the Chairperson or at the request of at least 20% of the members by notice mailed, telephoned, emailed or faxed to each member not less than thirty (30) days before such meeting.

ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS

Section 3.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Section 3.02. Number, Selection, and Tenure. The Board shall consist of not less than seven (7) directors. Each director shall hold office for a term of two (2) years. Each Director shall hold office for two consecutive terms at that position if elected. Directors shall be elected every two years at the annual general meeting with majority vote for each position. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office. Any member who has been an active participant in the organization and a good standing paying member of Class A for three consecutive years is eligible to stand for election to hold a position on the Board of Directors after paying an election fee of \$50.00 for that position.

Section 3.03. Resignation. Resignations are effective upon receipt by the Secretary of the Corporation of written notification.

Section 3.04. Regular Meetings. The Board of Directors shall hold at least two (4) regular meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.05. Special Meetings. Meetings shall be at such dates, times and places as the Board shall determine.

Section 3.06. Notice. Meetings may be called by the Chairperson or at the request of any two (2) directors by notice emailed, mailed, telephoned, emailed or faxed to each member of the Board not less than forty eight (48) hours before such meeting.

Section 3.07. Quorum. A quorum shall consist of a majority of the Board attending in person or through teleconferencing. A quorum shall consist of fifty percent (50%) of the Board members. All decisions will be by majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting on occasion without further notice.

Section 3.08. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific

action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.09. Participation in Meeting by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as members participating in such meeting can hear one another.

Section 3.10. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation.

Section 3.11. Nominating Committee. There shall be a Nominating Committee, composed of the President and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority.

Section 3.12. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation therefore.

ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS

Section 4.01. Officers. The officers of the Corporation shall be a President, a Vice-President, a General Secretary, a Treasurer, an Organizing Secretary, two joint Cultural Secretaries, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the offices of President the Vice President, General Secretary and the Treasurer.

Section 4.02. Appointment of Officers; Terms of Office. The officers of the Corporation shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office may be established by the Board of Directors, but shall not exceed two (2) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 4.03. Resignation. Resignations are effective upon receipt by the Secretary of the Board of a written notification.

Section 4.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 3.08, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 4.05. President. The President shall be a director of the Corporation and will preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors.

Section 4.06. Vice-President. The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

Section 4.07. General Secretary. The General Secretary shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The General Secretary shall organize, call, perform and adjourn the Annual General Meeting with the consent of the President and the majority of the Board of Directors.

Section 4.08. Treasurer. The Treasurer shall report to the Board of Directors at each regular meeting on the status of the Council's finances. The Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation, and shall perform such other duties as occasionally may be assigned by the Board of Directors. He is responsible to maintain all the books of account of the Corporation. He is authorized to be a signatory on checks along with the President and the General Secretary. He has to present the annual financial statements at the AGM. He should participate with the other Board of Directors to prepare the annual financial budget. The Treasurer along with the Board of Directors should appoint another individual to review the books of accounts for accuracy.

Section 4.09. Assistant Treasurer. The assistant treasurer has all the responsibilities of the treasurer in the treasurer's absence and assisting the treasurer in performing all his responsibilities including accounting and bookkeeping duties.

Section 4.10. Organizing Secretary. The organizing secretary is responsible for all preparations, planning and coordination of organizing events, meetings, functions. He is also responsible for scheduling events, contacting and inviting participants, arranging and planning for the hall and venue of the events in conjunction with the general secretary and the other members of the board.

Section 4.11. Two Joint Cultural Secretaries. It is the responsibility of each of the joint cultural secretaries to set up cultural events and arrange and plan the cultural content

and performances at events including contacting participants and rehearsals and related activities.

Section 4.12. Youth and Sports Secretary. The Youth and Sports Secretary will be responsible for planning and executing all youth and sports activities of the organization in conjunction with the other members of the Board of Directors. He/She will also be responsible for maintaining an agenda for the youth of the community who will share and liason with the youth in the community.

Section 4.13. Two Executive Members of the Board- In addition to all the Board members above these two positions are created to serve on the Board of Directors as mentors and strong supporters of the organization to help and assist in developing new members as well as provide marketing support for the organization as a whole.

ARTICLE V INDEMNIFICATION

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

ARTICLE VI ADVISORY BOARDS AND COMMITTEES

Section 6.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committees.

Section 6.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

ARTICLE VII FINANCIAL ADMINISTRATION

Section 7.01. Fiscal Year. The fiscal year of the Corporation shall be April 1st - March 31st but may be changed by resolution of the Board of Directors.

Section 7.02. Checks, Drafts, Etc. All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 7.03. Deposits and Accounts. All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by the President, Vice President, General Secretary or Treasurer of the corporation.

Section 7.04. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VIII BOOKS AND RECORDS

Correct books of account of the activities and transactions of the Corporation shall be kept at the office of the Corporation. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.

ARTICLE IX AMENDMENT OF BYLAWS

These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken. The Board of Directors at its discretion by a majority vote may take proposed amendments to be decided at the Annual General Meeting by a majority vote of the members of the organization.

AMENDMENTS TO THE BYLAWS

of the

PROBASHI BENGALI CHRISTIAN ASSOCIATION, INC.

Amendment 1 – Article II Members - section 2.05 Dues

Made at the 17th Annual General Meeting of PBCA -2003

Annual membership dues should be paid based on the following schedules:

- a. For Non Election years – by December 31st of the prior year eg. At the 2001 Annual General meeting the annual membership dues should be paid by 12/31/2000.
- b. For Election years – by March 31st of the current year eg. At the 2001 Annual General meeting the annual membership dues should be paid by 3/31/2001.

Amendment 2 – Article II Members - section 2.06 Meetings

Made at the 17th Annual General Meeting of PBCA -2003

The Annual General Meeting invitation letter and annual financial statement package will be mailed to only those members who have paid all their membership dues and are current on their membership dues, and only those paid members will be eligible to vote at the election of the new cabinet.

Amendment 3 – Article II Members - section 2.03 Termination of Membership

Made at the 17th Annual General Meeting of PBCA -2003

No alcoholic beverages will be allowed at any Probashi Bengali Christian Association sponsored function. Anyone in violation will be fined \$500.00 to be paid to PBCA and will be suspended from all PBCA functions for two consecutive years from the date of violation.

Amendment 4 – Article III AUTHORITY AND DUTIES OF DIRECTORS - Section 3.02. Number, Selection, and Tenure

Made at the 17th Annual General Meeting of PBCA -2003

To provide a systematic solution to the entire election procedure process and reduce the time it takes to perform the elections so that it is coherent and efficient, PBCA will apply these policies for all elections to the board of directors of PBCA:

- a. All candidates for election to the board of directors of Probashi Bengali Christian Association board will have to fill out the application for nomination provided by the cabinet and mail it to the election commissioner or to PBCA mail box before the designated deadline date.

- b. There will be a \$50.00 non-refundable administrative fee charged, to be made payable to PBCA, for each position by each candidate with the application to be paid by the designated deadline date.
- c. All candidates must be at least eighteen years of age to apply to be a board member.
- d. All candidates must be a resident of New York or New Jersey or Connecticut for at least two consecutive years to apply to be elected as a board member.
- e. All candidates must be up to date on all membership dues to PBCA at the time of application to the board.
- f. No nominations for election to the board of directors will be made from the floor on the day of the Annual General Meeting.

**Amendment 5 – Article III AUTHORITY AND DUTIES OF DIRECTORS -
Section 3.02. Number, Selection, and Tenure**

Made at the 17th Annual General Meeting of PBCA -2003

Based on the increase in PBCA membership and the relevant increased workload, the total number of board members will be increased from eleven (11) to thirteen (13) by adding the following **two** board positions:

- Assistant General Secretary
- Joint Youth and Sports Secretary

Amendment 6 – Article II MEMBERS - Section 2.05. Dues

Made at the 19th Annual General Meeting of PBCA -2005

As per the requirements of Not for Profit organizations in New York State, Probashi Bengali Christian Association membership fees will be based on individual members and not per families. All members 18 years and older will be charged \$10.00 (ten dollars) per year to be paid by the due dates as mentioned in amendment 1.

Amendment 7 – Article I NAME AND PURPOSE - Section 1.01. Name

Made at the 19th Annual General Meeting of PBCA -2005

The Probashi Bengali Christian Association Inc. brand and logo will not include the words NY/NJ/CT, instead will be USA. All new PBCA marketing materials, including banners, letterheads and mailing distributions will include this change.