

BENGALI
ASSOCIATION

OF

DELAWARE
VALLEY

Constitution and By-Laws

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ARTICLE I: Name and Base of Operation

1. The name of this organization is "BENGALI ASSOCIATION OF DELAWARE VALLEY, Inc."
2. The base of its operation is the Delaware Valley area.

ARTICLE II: Organization Objectives

BENGALI ASSOCIATION OF DELAWARE VALLEY, Inc. (hereafter called "BENGALI ASSOCIATION OF DELAWARE VALLEY") is a non-profit, non-political, social, cultural, and charitable organization consisting of Bengalis and people interested in the Bengali culture and heritage.

Objectives of The BENGALI ASSOCIATION OF DELAWARE VALLEY are to:

1. organize religious activities such as community prayers and worships commonly practiced by Bengalis
2. raise consciousness about social and cultural heritage of Bengalis of all generations
3. organize and sponsor cultural activities that are common to Bengalis, and
4. promote and sustain charitable, educational and literary activities on behalf of the Bengali community

ARTICLE III: Membership

- a. Membership shall be open to all individuals 18 years or older who subscribe to the above objective. Each individual or "family" shall pay the necessary and annual membership fee, the amount of which shall be approved each year by the Executive Committee. Children who are financially dependent and/or full time student, under ~~23~~ 18 years of age shall be covered by the family membership – but they will be not-voting members. **In terms of voting privileges, maximum of 2 votes are allowed for family membership.**
- b. Individuals under 18 years of age who subscribe to the objectives shall be eligible to become non-voting Members and shall not be required to pay any membership dues.
- c. The membership year shall begin on ~~April 1~~ January 1 **and end on December 31** of each year. ~~at which time all~~ **Membership fees shall be due by October 31 of the membership year.**
- d. Any individual with at least 9 months of membership will be considered to be a member in good standing and be eligible ~~to participate fully in election~~ **eligible to participate fully in the election voting process.**

- e. Full time students, 18 years and older, may be eligible for student membership as an individual **or family at a discounted rate of 25%.** ~~and voting rights to be stipulated by the executive committee.~~

ARTICLE IV: Organization

1. This organization shall comprise of an elected Board of Trustees (hereafter called the "Board"), an elected Executive Committee and a general body of members (hereafter called "General Members" or "General Membership").
2. The main function of the Board shall be to maintain the continuity of The BENGALI ASSOCIATION OF DELAWARE VALLEY by giving advice and guidance to the Executive Committee in carrying out the objectives of the organization, to initiate formulation of new ideas and activities, and to act as the caretaker of all assets of The BENGALI ASSOCIATION OF DELAWARE VALLEY.
The board shall not have any executive powers unless the entire executive committee (EC) resigns or the EC is dysfunctional and/or there is discord among the officials and would require intervention. In which case the Board shall request the EC to address all contested matters to be satisfactorily resolved internally within a specified time frame, failing which the Board can deem it necessary to suspend the EC and bring the matter to the attention of General Members within 30 days with choice of options on way forward.
3. The main function of the Executive Committee shall be to carry out the normal activities of The BENGALI ASSOCIATION OF DELAWARE VALLEY on a regular basis, execute the wishes of the General Membership and to coordinate with the Board as and when necessary. This may include formation of ad-hoc committees, in consultation with the Board and the General Membership, to address any special issues or events.

ARTICLE V: Election

1. This organization shall hold a General Election to elect the Executive Committee every two years. The Election shall be conducted by an independent ad-hoc Election Committee comprising of two members in good standing, nominated by the Board prior to the election.
2. This organization shall hold a General Election to elect the Board of Trustees every ~~two three~~ years. **The election shall be conducted by the same independent ad-hoc Election Committee mentioned in article V.1**
3. Nominated election committee members must have acceptance of the 2/3 majority of the General Members, which can be confirmed by a voice vote, **written vote or electronic vote**, if necessary.
4. Nominated election committee members must be a member of the BADV for at least two years in good standing.
5. Election Procedures
 - i. The Ad Hoc Election Committee shall

- a. be responsible for administering the nomination process. For Executive Committee election, nominations will be required for the specific positions of President, General Secretary, Treasurer and Cultural Secretary.
- b. conduct the election to all elective positions of BADV.
- c. be responsible for obtaining additional nominations, to present at least one nominee for each vacant position, by solicitation among General Members.
- d. Nomination towards a balanced representation of both men and women in the Executive Committee and the Board of Trustees should be encouraged.
- e. announce the results.
- ii. Elections for EC shall be held on or before ~~the annual Bengali New Year celebration.~~ November 30th of the election year.
- iii. Elections for BOT shall be held before January 31st following the EC election.
- iv. Any member with one year of continuous membership in the organization shall be eligible to be nominated for election to the Executive Committee. Nomination to the Board shall additionally require at least 2 years of continuous membership in this organization.
- v. For family membership, the eligibility to run for elected office within BOT or EC (if nominated/elected) will be limited to either husband or wife.
- vi. Each nomination shall be made by at least two General Members in good standing. No more than two nominations shall be accepted from the same General Member. The nominated candidate must confirm acceptance of his or her nomination.
- ~~vii. Any elected office bearer can serve a maximum of two consecutive terms for a particular position. Second term for the committee members will be allowed.~~
- viii. Election commissioners will not run for election for that term.
- ix. Self nomination is allowed.

ARTICLE VI: Board of Trustees

1. The Board shall comprise of ~~three~~ ~~six~~ **two** members as defined below:
 - a. ~~Two~~ ~~Five~~ members elected by the general membership.
 - b. The President, ~~or his or her nominee~~, from the preceding Executive Committee **that has served full term.**
 - c. If article VI.1.b is not applicable, an additional member will be elected by the general membership.

2. Trustees shall not serve concurrently on any other governing body of the Association during their tenure on the Board.
3. The President of the current Executive Committee, ~~or his or her nominee,~~ shall participate as a non-voting Member of the Board.
4. The Board shall elect a chairperson from its elected members every year. The chairperson will be responsible for organizing the board meetings as well as distributing, recording and archiving the meeting minutes.
5. An elected member of the Board may resign by submitting a letter of resignation to the Board. In case of any vacancy in the Board, the Executive Committee shall fill the vacancy in consultation with the remaining members of the Board And the General Membership.
6. All members of the Board of Trustees shall serve on a voluntary basis, without any remuneration.
7. The board shall meet with the Executive Committee every 6 months within each membership year to review status of the operating fund and general fund (see Article X.2), discuss ~~the fiscal "health" of the organization,~~ any new initiatives and other relevant topics.
8. The board will be responsible for the formation of an Independent Audit Committee comprising of at least 2 members from the general membership to conduct yearly audit of the organization's financial activities. This audit for the previous membership year should be completed by March 31 of the following year.

ARTICLE VII: Executive Committee

1. The Executive Committee will comprise of ~~no less than five~~ four (4) ~~and no more than seven (7)~~ elected members (see article V.5.i.a).
2. It is preferred that the Executive Committee ~~shall~~ not comprise of all men or all women
3. ~~The elected members of the Executive Committee shall elect from among themselves a President, a Vice President, a Treasurer, a General Secretary and convenors of different activities. (define convenors)~~ As needed, Executive Committee will conduct the organization's activities through formation of ad-hoc sub-committees comprising of interested general members serving in a voluntary capacity.
4. The President shall preside over all Executive Committee and General Body Meetings. In all matters of the Executive Committee, the President has the privilege of using an additional "casting vote" to break ~~in case of~~ a tie.

5. The **General Secretary** shall assume the responsibilities of the President in the absence or in the event of the resignation of the latter.
6. The Treasurer shall:
 - a. maintain the bank accounts of BENGALI ASSOCIATION OF DELAWARE VALLEY (see Article IX),
 - b. maintain accurate records of the revenues and expenditures of the organization,
 - c. make all payments authorized by the Executive Committee
 - ~~d.~~ make available to the General Body an annual statement of accounts, properly verified and printed, at the end of each year of operation **by the Executive Committee.**
 - e. **Ensure timely filing of taxes.**
 - f. **Maintain insurance coverage to protect BADV office bearers from liability.**
 - g. **Carry out other functions as decided by the President and the Executive Committee.**
7. The General Secretary shall:
 - a. distribute and maintain accurate minutes of all Executive Committee and General Body meetings.
 - b. be responsible for all authorized correspondences on behalf of the President and the Executive Committee.
 - c. carry out other functions as decided by the President and the Executive Committee.
 - d. **be responsible for keeping current the membership roster and maintaining the organization's website.**
8. **The Cultural Secretary shall:**
 - a. **arrange and co-ordinate various cultural programs and activities of BADV.**
 - b. **carry out other functions as decided by the President and the Executive Committee.**
9. Any member of the Executive Committee, the Board, or any General Member in good standing and supported by a minimum of one fifth of the General Membership, has the right to inspect the records of the General Secretary or the Treasurer with prior notice.
10. The President may remove any Executive Committee member from the Committee **with combined majority approval of the board of trustees and EC**
 - a. **if he or she fails to attend three consecutive meetings without just cause.**
 - b. **if he or she becomes detrimental to effective functioning of the Executive Committee.**

11. Any vacancy in the Executive Committee, by resignation, removal or death shall be filled, if necessary, by nomination from the President with the consent of the majority of the remaining members of the Executive Committee.
12. Any appeal for resignation by the President or the entire Executive Committee should be made to the Board of Trustees at least 60 days prior to the effective date. The board will make every attempt to avoid such resignation. However, if such resignation is unavoidable, the board will forward the appeal to the general membership for appropriate action.
13. A resolution to remove any or all members of the Executive Committee or the Board of Trustees may be introduced by any General Member in good standing and supported by one-third of the members in good standing. To be effective, such a resolution shall be approved in writing by a simple majority (over 50%) of the existing General Membership.
14. All members of the Executive Committee shall serve on a voluntary basis, without any remuneration.

ARTICLE VIII: Meetings, Quorums & Communications

1. The Executive Committee must hold meetings at regular intervals and shall arrange for General Body meetings ~~at least once within the membership year, on or before the Bengali New Year celebration.~~ The first meeting should be held by January 15. The primary purpose of this meeting will be for the EC to present the annual budget for all annual events for approval by the general membership.
2. All members of the General Membership will be allowed to attend the Executive Committee meeting, but they will not be allowed to participate in the discussion.
3. Executive Committee shall open the floor for discussion and comments, at the end of the meeting.
4. Executive Committee shall maintain a record of the meeting minutes for the general membership to review if they wish to. Meeting minutes should be published within 14 ~~24~~ days of the meeting date. A copy of such records should be maintained in the organization's website for general membership access.
5. A special General Body meeting may be called by the Executive Committee or if requested by at least one-fifth of the General Membership through a written petition.
6. All meetings shall be conducted according to accepted rules of parliamentary procedure (e.g. "Robert's Rules").
7. All meeting minutes will be documented "live" during the progression of the meeting and shared with the attendees at the end of the meeting and organized and maintained in organization's website for future reference.
8. Non-members can attend General Body meetings but they shall not have any voting privilege.

9. Any decision involving a budget of \$500.00 or more needs to be passed through a general body meeting of the voting members.
10. Any decision exceeding expenses over \$2000 will have to be approved by at least one-third of the general membership. If needed, such approval can be obtained by electronic means.
11. Quorum of Executive Committee or Board of Trustees meetings or joint meetings of the two Committees shall be at least ~~two~~ ~~one~~ one-third of the members.
- ~~12. To raise any issue to be voted on, a quorum of one third the general membership is required.~~
13. To decide on any issue by vote, participation by majority of voting members is required. Such majority voting can be solicited electronically to obtain such a quorum.
14. Any electronic or written communication pertaining to BADV matters between members and any office bearers of the organization will be considered public information and, if needed, can be shared broadly with the membership.

ARTICLE IX: Public Statements & Publications

1. In no case shall the name of BENGALI ASSOCIATION OF DELAWARE VALLEY be used in any publication, news media or in any public forum by any member without prior knowledge and proper approval of the Executive Committee. No member shall make any personal gain at the expense of BENGALI ASSOCIATION OF DELAWARE VALLEY.

ARTICLE X: Finance

1. To meet the objectives of the organization (see Article II), funds shall be raised by general subscription and/or from any other source deemed appropriate by the Executive Committee or the Board of Trustees.
2. This organization shall maintain an Operating Fund and a General Fund, which shall be separate and distinct. The Operating Fund shall consist of funds required for and collected from normal operations, including membership fees. The General Fund shall hold all monetary assets of BENGALI ASSOCIATION OF DELAWARE VALLEY, except for the Operating Fund.
3. The Operating Fund
 - a. The Executive Committee shall conduct the normal activities of BENGALI ASSOCIATION OF DELAWARE VALLEY from the Operating Fund. At the beginning of the term of an Executive Committee, the Board and the Executive Committee shall meet to jointly decide on the beginning amount of Operating Fund to be held by the Executive Committee. Any transfer of money between the

Operating Fund and the General Fund, if necessary, shall be made at this time.

- b. Bank accounts for the Operating Fund shall be maintained by the Treasurer in the name of BENGALI ASSOCIATION OF DELAWARE VALLEY. At a minimum, the Treasurer and the President shall have the authority to operate these accounts. The President may also confer the same authority on other committee members, if he or she desires.

4. The General Fund

- c. The General Membership shall vote to make all decisions regarding the use of the General Fund. The Board shall be responsible to the General Membership for recommending actions regarding the General Fund.
- d. Bank accounts for the General Fund shall be maintained by the Treasurer in the name of BENGALI ASSOCIATION OF DELAWARE VALLEY. At a minimum, the Treasurer and one designated member of the Board shall have the authority to jointly operate the General Fund accounts.

5. Reimbursements

Any actual and reasonable cash expenses incurred by any member in the business of BENGALI ASSOCIATION OF DELAWARE VALLEY (BADV) shall be reimbursed with proper documentation.

~~5. Any decision involving a budget of \$500.00 or more needs to be passed through a general body meeting of the voting members.~~

ARTICLE XI: Amendments to the Constitution

1 Submission of Proposed Amendment (Part 1)

- a. Any proposed amendment to the BADV Constitution can be submitted by a general member, with a clear reason for change and endorsed by twelve other members, to BADV Executive Committee (EC) with a request for distribution to the BADV members. In absence of EC, such submittal can be made to the Board of Trustees (BOT) with approval of general membership.
- b. The proposed amendment shall be presented in a structured format with particular emphasis on, but not limited to, intent/purpose, potential benefits to the organization, operational mechanisms, administrative procedures and details of potential financial impacts.

2 Administrative Review(Part 2)

- a. Within 30 days of its receipt, the EC complete review of the proposed amendment to insure that it meets the objectives of the BADV, as outlined in Article II of the constitution and for completeness as

outlined in Part 1 above. All commentary and feedback for necessary clarification must be communicated directly to the author of the proposed amendment

3 Distribution of Proposed Amendment (Part 3)

- a. BADV EC shall distribute the final proposed amendment in its entirety to the BADV members within the next 30-day period.

4 Review and Written Comment Period for BADV Members (Part 4)

- a. The BADV members shall be allowed a period not less than 30 days to review and provide written comments on the proposed amendment.
- b. Written comments and proposed modifications may be submitted to the Secretary of the BADV. ~~by certified mail~~
- c. The Secretary of the BADV shall record and submit all written comments received within the allowed comment period to the author(s) of the proposed amendment.
- d. The author(s) of the proposed amendment shall evaluate the written comments and proposed modifications. The author(s) reserve the right to adopt only those that are deemed appropriate.
- e. The author(s) of the proposed amendment shall submit the final draft of the proposed amendment to the BADV EC for ratification in a General Body Meeting.
- f. A simple majority write-in from the BADV members (i.e., general membership) against the proposed amendment, submitted during the review and comment period, shall remove the proposed amendment from further consideration.

5 Ratification in General Body Meeting (Part 5)

- a. The BADV EC shall notify the BADV members regarding the General Body Meeting and the particular agenda item regarding the proposed amendment at least 15 days in advance.
- b. The final draft of the proposed amendment will be presented for ratification in a General Body Meeting by the author(s).
- c. BADV members present at the General Body Meeting shall be allowed the opportunity to present their viewpoints in support or against the final draft of the proposed amendment.
- d. A simple majority vote in the General Body Meeting with quorum shall be required for passage of the proposed amendment.
- e. Quorum for amendment purposes shall consist of at least 50% of the General Body Membership.
- f. Proposed amendments may also be ratified at the General Body Meeting through the submittal of mail-in and email write-in from the BADV members. In overall a simple majority vote and a quorum of at

least 50% of the General membership is required for passage and ratification of the amendment(s).

6 Adoption of the Ratified Amendment (Part 6)

- a. Proposed amendments that are ratified in a General Body Meeting as outlined in Part 5 shall be adopted by the BADV organization within thirty (30) days. The language in the BADV Constitution shall be modified accordingly by the BADV responsible officer(s) to reflect the adoption of the ratified amendment.

7 In Articles XI.1 to XI.6, if no EC exists, EC's role can be fulfilled by BOT or by BOT designated ad-hoc committee as long as it is approved by the general membership.