



Bengali Association of South Florida

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By Laws as Adopted by Bengali Association of South Florida Inc.

1. General: The provisions of this document constitute the By Laws of the Bengali Association of South Florida, Inc., a Florida not for profit corporation (hereinafter referred to as the "Corporation"), which By Laws, until changed by an amendment hereto shall be utilized to govern the management and operations of the Corporation for all purposes from and hereinafter January 19, 2007.
2. Mission and statement: Bengali Association of South Florida is a non profit Socio cultural organization and the platform of the people speaks Bengali to exercise their rich culture and uphold the values and transmit towards the new generations.
3. Purpose & Function: The organization is organized exclusively for religious and cultural educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code as detailed below.
 - 3.1. Improve public awareness about Bengali culture in South Florida by organizing cultural activity like Bengali New Year's Celebration, Rabindra Joyanti, Duga Puja and Sarswati Puja.
 - 3.2. Improve communications among people interested in Bengali culture.
 - 3.3. Promote and enhance professional recognition of Bengali culture.
 - 3.4. Encourage and carry on research and education for the benefit of the people relate to Bengali culture.
4. Principle Office: The principal office of the Corporation shall be located at a place to be established by the membership of the Chapter and may be changed from time to time by a majority vote of the membership meeting.
5. Membership & Dues:
 - 5.1. Membership Eligibility: Anyone of age 18 or older will be eligible to apply for the membership applying through the prescribed form and must have to be approved by the executive committee.
 - 5.1.1. The membership period is from January to December of the current year.
 - 5.2. Institutional Members: Corporations, partnerships, governmental agencies, business and trade groups, and other entities supportive of the profession are eligible for this classification. Institutional members are granted all individual membership privileges for three designated members of the Institutional Member.
 - 5.3. Membership Revoke: Any membership could be revoked as a disciplinary action by the executive committee.



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5.4. General Member: The person who is listed in the member's directory upon clearing the dues. All members of the Corporation shall be eligible to vote on any matters that come before the Association.

5.5. Executive Member: The person who is in the executive committee as prescribed in 5.5.

5.6. Dues: The Executive committee by a majority vote of those present and voting at a properly convened meeting assess members on an annual basis for projected expenses necessary to chapter operation. Nonpayment of approved assessments within the 30 days following notification thereof may result in termination of membership.

5.7. **Directors:** Initially there will be at least four directors and can be expanded as per the need.

5.7.1. Responsibility of **Directors:** Directors will be responsible for taking executive decisions as per by-laws.

5.8. **Executive Committee:** As per the prescribed structure composed of minimum eleven persons who's name also be submitted to the Florida board to maintain non profit organization. The executive committee is the backbone of this organization. It will make decision and execute regarding any matter.

5.8.1. Responsibilities of **Executive Committee:** The business and affairs of the Corporation shall be managed by and shall be under the direction of its Executive Committee which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-laws directed to or required to be exercised or done by the members.

5.9. **President:** President is the team leader of the committee. Any meeting will be presided by the president. She/He is the person who will organize all the activities along with her/his committee. She/He shall have the general powers and duties of supervision and management of the organization.

5.9.1. Responsibilities of **President:** In every meeting opening and closing speech will be delivered by the president. Any member will be able to give his/her opinion with the permission of president. President would be the moderator of the meeting. In the annual general meeting he/she will also preside the meeting and will conclude the meeting.

5.10. **Vice President:** In absence of president vice president(s) will play the role of president to preside the meetings in accordance to the position. The vice president(s) shall have such powers and perform such duties as usually pertain to such office or as are properly required by the Executive Committee or the President. In the absence or disability of the president, the vice president shall perform the duties and exercise the powers of the President.



By Laws as Adopted by Bengali Association of South Florida Inc.

- 5.11. **General Secretary:** The Secretary shall issue notices of all meetings of members and the Executive Committee where notices of such meetings are required by law or these By-laws. He or she shall keep the minutes of meetings of members and of the Executive Committee; he or she shall have charge of the seal and corporate books and shall sign such instruments as require his or her signature and shall perform such other duties as usually pertain to him or her office or as are properly required of him or her by the Executive Committee or the President.
- 5.11.1. Responsibilities of **General Secretary:** He/she is the person 1st responsible to help the president as well as the committee to organize all the activities. In every annual general meeting he/she will submit a detail report of the time period of the committee. One copy of printed report would be provided to the each and every member before starting the AGM. All the official papers & documents would be maintained by the general secretary. Basically he/she will maintain the office. He/she may take the minutes of the meeting.
- 5.12. **Cultural Secretary:** Any cultural program should be organized by the cultural secretary with the help of Joint Cultural Secretary and others.
- 5.13. **Treasurer:** Main responsibility of treasurer to maintain the financial matters of the organization. Each and every penny of earning and expense should be documented and maintained by the treasurer. In the AGM he/she will submit the detailed financial report of the committee and ought to give any explanation asked by any member. A copy of the report should be provided to each and every member before starting the AGM. He/she is the co-signer along with the president for banking matters.
- 5.14. **Executive Members:** They will play the active role in making any decision. In absence of President / Vice President they will be presiding the meeting in accordance to their positions
6. Liabilities of **Executive Members:** No person who is now, or who later becomes, a member of this Corporation or its Executive Committee shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this chapter shall look only to its assets for payment.
7. Compensation: The Directors, as such, shall not receive any stated salaries for their services, but, by resolution of the Executive Committee, a Director may be entitled to reimbursement of expenses incurred in the capacity of Director of the Corporation. Nothing herein contained shall preclude any Director from serving the Corporation in any other capacity and receiving compensation for such services.
8. Time Frame: Time frame of the Executive Committee would be one year/12months/365 days. Usually it would be from 1st January to 31st December. After that it will be handed to the new committee. Executive Committee of the Corporation in the Articles of Incorporation shall serve as the initial Executive Committee of the Corporation and shall hold office until their successors are elected or



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admitted to office by the members of the Corporation at the next Annual Meeting of members and until their successors have been duly qualified.

9. **Term of Office:** The officers of the Corporation shall be elected for a term ending upon the date of the next Annual Meeting of the Members, but shall hold office until their successors are elected and have qualified. Any officer, however, may be removed, with or without cause, at any time by the membership at any duly called Annual or Special Meeting of the membership.
10. Executive Committee (EC) Meeting:
 - 10.1. Calling of a regular EC meeting: It is the responsibility of the general secretary to call the meeting. He/she must notify each and every one of the EC members via webpage/e-mail/letter/phone at least 14 days before the meeting. Meeting would be held at the place convenient for everyone and it could be a conference call also if needed.
 - 10.2. Special/Emergency meetings: Emergency meeting of the Executive Committee for good and compelling reason may be called at any time by the President or by any two persons of EC. Written (e-mail) or oral notice (phone) of such meeting shall be given to all members of the Board of Directors at least three (3) days preceding the meeting. The notice shall set for the time, place and general purpose of the meeting and no additional matters shall be acted or voted on by the board members present at such meeting.
11. Decision without an EC Meeting: This only applicable when regular or special/emergency meeting is not possible by the EC. Any action to be taken at a meeting of the Executive Committee of the Corporation or a committee thereof may be taken without a meeting if a consent in writing setting forth the actions so to be taken is signed all by the Directors or all of the members of the committee, as the case may be, and filed in the minutes of the Executive Committee or of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote of the Executive Committee or a committee thereof at a duly called and convened meeting thereof.
12. Quorum for the meeting:
 - 12.1. To hold a meeting at least 6 of the EC members must be present in the meeting.
 - 12.2. No decision could be made without quorum. It would be a simply discussion. No decision can be changed (like talking to the EC members over phone or via e-mail) whatever made in the meeting without having another meeting.
 - 12.3. Attendance: Every member of the EC has to sign and that has to be attached with the minutes. If any member fails to show up in the majority of the regular meetings, she / he will be loosing her / his position automatically from the EC irrespective of any valid reason to be absent.
13. Conducting a meeting: President will preside the meeting. Basically she/he would be the moderator of the meeting. If president is absent one of the Vice Presidents or the members will be presiding in accordance to their positions.



By Laws as Adopted by Bengali Association of South Florida Inc.

14. Means of Communication: Participation of Directors by Means of Communications Equipment: Members of the Executive Committee, or of any committee thereof, shall be deemed present at a meeting of such Board or committee if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.
15. Decision: Any stalemate should be decided on voting, hand count or secret ballot.
16. Minutes: A full and complete record of all business transacted at meetings of the membership and the Executive Committee shall be maintained in an orderly manner and shall be certified as to accuracy by the secretary of the Corporation, and shall be maintained in a place accessible to the membership upon reasonable request. Minutes of the meetings shall be approved by a majority of those present and voting at the next subsequent regular or special meeting of the membership, or the Executive Committee, as the case may be. Every meeting minutes should be preserved as a written document.
17. Removal of EC Personnel: Any EC personnel may be removed from office at any time as a part of disciplinary action by the affirmative vote of a majority of the members at any duly called and convened meeting of the members. To make a decision 2/3 of the attendee should vote in favor of.
18. Co Opt: It is the responsibility of the EC to fill up the committee on the very 1st meeting of the committee as soon as a position declared vacant.
19. Selection / Election of the Executive Committee:
 - 19.1. Election Commissioner: As a part of the selection or election of the new committee the EC will nominate 3 Election commissioners (who are not interested to be on the executive committee) 60 days before the time frame of the existing committee. Her/his responsibility is to conduct the election or selection of the committee.
 - 19.2. He/she will contact each and every member via webpage/letter/e-mail
 - 19.3. A prescribed nomination paper will also be enclosed with it which will also contain the returning date nomination withdrawal date and return address.
 - 19.4. After receiving the nomination papers it will be reviewed and finalized.
 - 19.5. If there is more then one person interested for one position that will be subjected to the election and they will send the ballot paper to each and every member which will contain return deadline.
 - 19.6. Winner will be declared upon counting all the returned ballots. It has to be done in presence of the contender and their representatives.
 - 19.7. If there is no one person interested in a post, she/he should be subjected to selection during AGM and the person has to be elected by the majority consent of the attendees. If majority attendee fails to agree, then Election commissioner should look for an alternate candidate.
 - 19.8. Voting could be open (hand count) or confidential ballot



By Laws as Adopted by Bengali Association of South Florida Inc.

20. Finance & Audit:

- 20.1. The funds of the Corporation shall be deposited in its name with such bank or banks, trust company or trust companies, as the Executive Committee may from time to time designate. All checks, notes, drafts and other negotiable instruments of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees, as the Executive Committee may, from time to time designate, and in such manner as may be prescribed by the Board. No officers, agents or employees of the Corporation, either singly or together, shall have power to make any check, note, draft or other negotiable instrument in the name of the Corporation or to bind the Corporation thereby, except as provided in this Article VIII.
- 20.2. The Corporation shall keep correct and complete records of all its financial transactions, which shall be open to inspection at any reasonable time by any member or Director of the Corporation.
- 20.3. Disbursements: All checks drawn on bank accounts of the Corporation shall be signed by two (2) officers of the Chapter, one of which shall be either the president or the vice-president and of the other which shall be the treasurer.
- 20.4. Income Tax Reporting: If required, annual income tax returns shall be prepared and filed by the treasurer.
- 20.5. The fiscal year shall begin on the first day of January in each year.
- 20.6. Financial audit must be done by each and every executive committee and should be presented in AGM. If required/advised, audit should be done by a 3rd party hired by EC.

21. AGM (Annual General Meeting):

- 21.1. There shall be an annual meeting of the members of the Corporation at a time and place to be determined by the Executive Committee. Notice shall be sent to each voting member by mail or other form of written communication (e-mail), charges prepaid, addressed to the member at the member's address as it is shown on the records of the Corporation. Any notice will either be mailed or delivered not less than five (5) nor more than thirty (30) days before the date of the meetings.
- 21.2. Every year the out going committee will hand over the charge to the new committee after briefing the whole year activity and the treasurer's financial report in the AGM.
- 21.3. After President's closing speech he/she will introduce the new committee on stage and the new President will take over with his opening speech.
- 21.4. They will hand over all the official documents / accounts / cash /webpage control / directory / address log to the new committee on the day of AGM without any exception.
- 21.5. General Secretary and Treasurer's annual report:
 - 21.5.1. Both General Secretary and treasurer will provide a printed report to the general members before starting the AGM so that they can go over the report to check if they have any question to ask.
 - 21.5.2. General Secretary and Treasurer ought to explain in detail any questions raised by any member present in the meeting.
- 21.6. Both the reports have to be approved by the general members present in the meeting.



By Laws as Adopted by Bengali Association of South Florida Inc.

22. Extra Ordinary General Meeting (EGM):

22.1. EGM is the meeting could be called by any member (executive or general) to establish and to take measure of any complain or discrepancies. Written notification of such meeting shall be mailed and postmarked no less than five (5) nor more than thirty (30) days before the date of the meetings. The written notification shall set forth the time, place, and the agenda of the meeting and no additional matter shall be acted or voted on by the members present at such meeting.

23. Amendment to by-laws:

23.1. In order to amend the By Laws, at least 2/3 of the executive members must be present and decision can be made upon voting. Voting in person or by written proxy, unless specified otherwise herein Signed written proxies may be used for purposes of quorum and voting.

23.2. For any amendment the prescribed form has to be used and submitted to the EC.

23.3. EC will review and take decision and will inform the proposed changes to all the executive members.

23.4. To avoid any complications an amendment of the constitution should be made once a year during the AGM collecting and reviewing all the proposals throughout the year.

23.5. Any urgent amendment could also be made by the EC after careful reviewing.

24. Dissolution : In the event of dissolution of the Corporation, all assets remaining after satisfaction of Corporate liabilities shall be distributed to such organization organized and operated exclusively for charitable, educational, religious, or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under S501(c)(3) and S170(c)(2), and a "public charity" under S509(a)(1) or (2) of the Code or corresponding sections of any prior or future Internal Revenue Code.

25. Expulsion-Disciplinary Action: A member general or EC) may be expelled or subjected to other disciplinary action for cause such as a violation of any of the provisions of the Bylaws or for conduct which in the opinion of the Executive Committee is improper and prejudicial to the best interest of the association. The Executive Committee shall consider proceedings looking toward the expulsion or other discipline of any member upon the written request of ten (10) or more members of the Corporation. Prior to its consideration of any such case, the Executive Committee shall advise the member, in writing, of the charges, shall notify the member of the time and place of the meeting of the Executive Committee at which the case is to be considered, and shall invite the member to present, at such time, a defense either in person or in writing. Evidence supporting the charges shall be presented to the Executive Committee at the meeting and the member charged shall have a full opportunity to reply and present evidence in rebuttal of the charges. The final action of the Executive Committee shall be by ballot at a meeting of the Executive Committee. After consideration of all evidence presented at the meeting of the Executive Committee at which the case is considered, the Executive Committee may decide that the charges against a member of the Corporation are not sufficient to justify expulsion Or, if the charges be sustained or proven, the Executive Committee, at



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its discretion may direct a suspension of the member or other disciplinary action. A finding that the charges against the member have been sustained or proven shall require the affirmative vote of a majority of the entire Executive Committee. If the vote is less than unanimous, disciplinary action shall be restricted to a letter of admonition. Affirmative votes of the entire Executive Committee shall be required for expulsion. No person who has been expelled from membership and no member who has been suspended, shall, during the period of his/her suspension be allowed any of the rights or privileges of membership in the Corporation. Service on committees, at all levels, shall be denied to a person expelled from the Corporation.

26. Seal: The seal of the Corporation shall be circular in form, with the name of the Corporation in the outer circle.
27. Conflict of Interest: The Corporation adopts the sample conflict of interest policy as stated in Appendix IRS 1023 Instructional document as the conflict of interest policy.