## OF THE

## BENGALI ASSOCIATION OF GREATER ATLANTA (BAGA),

 INC.
## A NONPROFIT CORPORATION

Incorporated under the laws of the State of Georgia,
USA

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## 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 5154, Alpharetta, GA 30023.

### 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



## ARTICLE II

## Purpose

2.1 This Corporation shall always be organized and 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 other 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 youths 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 may observe the following Bengali religious festivities: Saraswati Puja, Mahalaya, Durga Puja, Lakshmi Puja, and Kali Puja. Those yearly religious festivities including a yearly Picnic are the main BAGA cultural events. The festivities observed in a year will depend on the financial situation of BAGA and may be adjusted accordingly.
2.6 The organization may arrange sports activities to foster teamwork, comradery, and leadership nature and qualities among its members. Sports should only be for recreational purposes within the organizational philosophy.
2.7 BAGA cherishes human qualities such as Honesty, Accountability, Acceptance, Sportsmanship, Friendship, Cooperative, Courage, Fairness, Generosity, Gratefulness, Leadership, etc. and is supportive of efforts for our youths to build such qualities and become future leaders of our society.
2.8 Participation in the organization's functions and activities will be open to the members (see Article IV) who subscribe to the objectives and guidelines set forth in this document, regardless of individual's age, sex, race, religion, sexual orientation, or national origin.
2.9 No activity of the Corporation shall be conducted for the purpose of attempting to influence legislation, promoting any candidate for 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

## BAGA Organization

### 3.1 The Organizational Structure of the BAGA as a Corporation:

(a) According to the purpose / motto of the organization set forth in Article II the management structure of the organization is as shown:


Each club is assigned responsibilities to serve the purpose defined in Article II. To properly execute those responsibilities each club will have its own Executive Committee (EC).
(b) BAGA Board of Directors (BOD):

It is responsible for the proper functioning of the entire organization and is elected by the organization members.
(c) BAGA Cultural Club (BCC):

The EC of this club will organize all cultural and religious events. The EC is elected by the organization members.
(d) BAGA Sports Club (BSC):

The EC, elected by the club members, will organize all sport activities within BAGA philosophy and objectives, and only for recreational purposes.
(e) BAGA Youth Club (BYC):

The EC formed by the members of this club will organize activities for our youths to develop their leadership and comradery nature. The Board also designates parent coordinators as mentors or chaperones for the children of the club.

### 3.2 Allegiance to the Constitution:

No branch or branches shall supersede or divert the objectives and purpose of this organization defined in Article II. The sole purpose of the branches is merely to serve Article II.

Each and every BAGA officer in the BOD, BCC, BSC, BYC Executive Committees, and BYC Parent Coordinators shall abide by the By Laws enacted herein.

All BAGA officers should abide by the standard for Conflict of Interest as defined by IRS practices. Failure to do so may result in disbarment from holding office.

### 3.3 The Voluntary Organization:

BAGA is a completely voluntary organization. Everyone in this organization, all committees and members serve for the organizational Objective (Article II) without any salary or remuneration, or any kind of personal benefits.

### 3.4 Unauthorized Use of the Word BAGA:

The word BAGA stands for the Bengali Association of Greater Atlanta. This must not be used without any formal and written authorization from the BOD. Its use without formal approval shall not be allowed.

### 3.5 Managing social media:

(a) Social media platforms, such as Facebook and WhatsApp, that are commonly used by the BOD together with the Clubs shall be managed by administrators, with one representative from the current BOD and one from the Clubs' current Executive Committees.
(b) Media platforms, such as WhatsApp and Facebook, that are used by individual Clubs shall be managed exclusively by the respective current Executive Committee members serving as administrators.
(c) These administrators shall oversee and control the content posted on these media platforms. All postings must align with the Purpose and Objectives (Article II) of the organization. Posting for any political or personal purposes is strictly prohibited. Administrators of these social media platforms will have the authority to remove posts or members if they do not follow the community guidelines.

## ARTICLE IV

## Membership

4.1 BAGA Membership: Membership shall be open to all who subscribe to the Objectives in Article II with details as described herein:
(a) Annual BAGA Membership will have the following categories:

## (i) General Memberships: Individual, Single Parent Family, Couple, and Family

(ii) Student memberships: Individual, Single Parent Family, Couple, and Family
Annual membership fees may be set differently for different categories.
(b) Individual:
(i) General: A member of BAGA is an individual above 18 years of age who has paid his/her annual membership fees for the current membership year.
(ii) Student: A student above 18 yrs. old with student ID is authorized for student individual membership.

## (c) Single parent family:

(i) General: Single parent family is defined as an individual with dependent children (6 yrs. up to undergraduate with student ID or 23 yrs . old whichever comes first).
(ii) Student: Single student (with student ID) with dependent children (6 yrs. up to undergraduate with student ID or 23 yrs. old whichever comes first).

## (d) Couple:

(i) General: It is defined as married spouses, or live-in partners with no dependent children (6 yrs. up to undergraduate or 23 yrs. old whichever comes first).
(ii) Student: Married spouses, or live-in partners with student ID with no dependent children ( 6 yrs. up to undergraduate with student ID or 23 yrs. old whichever comes first) where none of the members are full time wage earners are authorized for couples.

## (e) Family:

(i) General: It is defined as married spouses, or live-in partners with dependent children (6 yrs. up to undergraduate with student ID or 23 yrs. old whichever comes first).
(ii) Student: Student spouses or live-in partners with student ID with dependent children ( 6 yrs. up to undergraduate with student ID or 23 yrs. old whichever comes first) where none of the members are full time wage earners.
(f) The annual membership period is from January First (1) to December Thirty First (31) of each calendar year. A person or a family can get annual membership by paying the annual membership fee any time on or before August Thirty First (31) to get membership benefits. No proration in the annual membership fees will be allowed, i.e., a full nonrefundable membership fee must be paid regardless of the timing of payment.
(g) Membership may include certain BAGA events namely Saraswati Puja, Picnic, Mahalaya, Durga Puja, and Lakshmi Puja. The Kali Puja coverage will depend on the budget and financial status of the year.
(h) Membership fees: It should be such that the following expenses could be supported:
i. expenses for all the religious and cultural activities/functions of the organization in its basic form.
ii. expenses for the governance/management of the organization.
iii. the charity complying with 501 (c)(3) status.
iv. a minimum of $5 \%$ (of the membership earned during the calendar year) holding for the reserve money.
v. No rollover of the remaining fund to the next BCC EC.

Generally, all activities are subject to the financial condition of BAGA.
The above list is not an exhaustive but a reasonable representation of the expenses to be supported by the membership fees.
(i) Eligible Members: Members who obtain or renew their membership by the last calendar day of February of the current year will enjoy a special privilege, granting them the ability to submit Nomination for BAGA offices and participate in Voting during BAGA elections, Bylaws amendments, and other relevant cases as required for the current year.
(j) List (soft or hard copy) of BAGA members or their personal information should not be disclosed or sold by any BAGA member for any purpose, and to any type of media, network, advertisers, sponsors, newspaper, or organization; however, the Board with majority vote can decide to share the list with an external entity, taking the responsibility and precisely defining its usage. The responsibility of maintaining the privacy of the BAGA membership information will rest with the
receiving entity under these circumstances and BAGA can't be held liable for any privacy compromise.
4.2 Non-Members: Non-members may participate in BAGA-arranged events, if permitted, by paying the non-refundable event fees set by the committee(s) arranging the event.


## ARTICLE V <br> Board of Directors (BOD)

### 5.1 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); 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 at least one Annual General Body Meeting (AGBM) before the end of each Calendar Year. The meeting should be announced through email and BAGA website at least Thirty (30) 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: Other than Annual General Body Meeting (AGBM) BOD may from time to time convene General Body Meeting (GBM) with Thirty (30) Days' notice for reporting organizational activities and its health (financial, etc.) to the members. These meetings should also be used for information exchange and healthy debate amongst members on different issues, if any.

Members have the option to request the Board to organize a General Body Meeting (GBM) with a proposed agenda. After a thorough evaluation of the agenda, if the Board deems it appropriate, a General Body Meeting will be convened with the specified agenda.

A minimum of Twenty Percent (20\%) of the members will constitute a quorum for any General Body Meeting (AGBM and GBM) for any purpose.

### 5.2 Annual Membership:

The sole responsibility to define and set Annual membership fees for BAGA lies with BOD. The BOD will consult out-going and in-coming BAGA Cultural Club Executive Committee (BCC-EC) of the organization and will follow Article IV 4.1(h) to evaluate and revise if needed the annual membership fees every year. It should be announced by the end of the Fourth week of December of the passing calendar year.

### 5.3 Financial Responsibilities:

(a) Only the Board members shall be responsible and be signatory to any type of investment (such as Certificate of Deposit (CD)). A member must relinquish his/her signature authority at the end of his/her term and transfer it to an existing member.
(b) Financial responsibilities shall be distributed among all the Board members, and for each investment item (such as a CD) there shall be two signatories.
(c) The type of investment of BAGA financial assets shall be determined by at least Fifty One percent (51\%) affirmative votes of eligible voters (Article IV) and shall be maintained that way.
(d) The Board shall report a financial statement of BAGA's financial status annually to the members.
(e) BAGA shall and must Donate to charitable causes; it's the requirement as a 501 (c)(3) organization. All precautions should be taken to avoid conflicts between different BAGA clubs while raising funds
(f) The Board also shall have expenses for Governance and Maintenance of the organization; it has yearly organizational expenses, such as payment for the insurance, P.O. Box, registering the organization, website maintenance and updates, taxes, relevant improvement and maintenance, governing dues, etc., and the procurement of Pratima idol whenever needed.
(g) Beyond those organizational expenses the Board shall be eligible to spend no more than $\$ \mathbf{2 0 0 0 . 0 0}$ yearly. To spend more than that allowed amount the Board shall get at least Fifty One percent (51\%) affirmative votes of eligible voters (Article IV).
(h) The BOD responsibilities shall also include:
i. Governance and Management of BAGA.
ii. All legal and fiduciary responsibilities of the organization.
iii. Ensuring compliance with 501 (c) (3) requirements.
iv. Conducting BOD and ECs election(s), if necessary.
v. Registering the organization, paying insurance, and paying for other yearly relevant governing, maintaining, and upgrading expenses.
vi. Help in fundraising for the organization.
vii. Drive charitable activities. All precautions should be taken to avoid conflicts between different BAGA clubs while raising funds.
viii. Help the promotion of BAGA and BAGA interests collectively.
ix. Audit all monetary transactions after each event within 30 days.
x. All financial documents audited by a CPA during tax filings.
xi. Work with the Webmaster/Digital advisory group in maintaining and updating the digital/internet activities.
5.4 Disagreement with ECs. In case of a major disagreement in any issue with any of the executive committees, the Board shall try to resolve it in a joint meeting between the concerned EC and the BOD. In the worst case the decision by the BOD should prevail.
5.5 Number of Directors. The Board of Directors shall comprise of 5 (five) to 7 (seven) Directors.
5.6 Additions: Vacancies. Any addition to or vacancy occurring in the Board of Directors shall be filled following the Election Process (see this Bylaws). The regular election time for Directors is every year March Second Sunday. In case the number of directors falls below the minimum of Five (5) due to resignation or removal, the position or positions shall be filled up through a special election to satisfy the requirement of Five (5) directors.

The Board shall have a handover meeting between the outgoing and incoming directors at the latest by the Second Week of April.
5.7 Tenure. Each new Director shall assume office following their election from April First for a term of Two (2) Years and until his or her successor is elected. A Director elected or appointed to fill a vacancy due to resignation or removal from office shall be only for the unexpired term of his/her predecessor in office.
5.8 Special Circumstances. Under any unprecedented or emergency where there are no other options, then for the greater interest of the organization, BOD members in turn, shall help run any of the EC, as required.
5.9 The Chairperson. The Board of Directors shall elect a Chairperson among themselves by a simple majority vote of all the Directors on a yearly basis. Any director is eligible for the chairperson position regardless of previous designation or years in term. The Chairperson will coordinate the day-to-day activities; convene any meeting to govern and control. 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 designated director should temporarily preside over the Board meetings. The Chairperson shall:
(a) attend and keep minutes of all meetings of the Board of Directors' meetings.
(b) use tiebreaker vote, if needed. The chairperson's role also to be the official tiebreaker for any voting in any committee that is split evenly.
(c) see that all notices are duly given in accordance with the provisions of these Bylaws as required by law.
(d) assign or distribute responsibilities: Secretary, Treasurer, Digital/Internet, Election Committee, etc.
(e) be the custodian of the corporate records, even though all the directors are equally responsible for preserving the records.
(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.
5.10 Portfolio Reassignment. The Board at any time with majority vote can reassign the responsibilities among themselves.
5.11 Quorum. At all meetings of the Board of Directors, the presence of the majority of the Directors shall constitute a quorum for the transaction of business.

### 5.12 Removal, Termination.

(a) Any Director may be removed or recalled from office by the members of the organization by the at least Fifty One percent (51\%) affirmative votes of eligible voters (see this Bylaws Article IV). The Board should conduct this voting if Thirty Percent (30\%) members request it with a signed (with proper in person validation otherwise name will be removed from the list) petition collected within a period of Thirty (30) days from the date of notification to the BOD and submit to the Board with a statement and justification of such act.
(b) The Board with Two-Third (2/3) majority of no-confidence votes can adopt a resolution for any valid reason, to issue a notice to any Board member. Similar third (3rd.) notice will disqualify him/her the Directorship and he/she may be subject to removal from office by a vote by Two Third (2/3) of the Directors.

## ARTICLE VI

## BCC Executive Committee

### 6.1 The Executive Committee (EC).

(a) Shall comprise of the President, and 4 (four) to 8 (eight) Vice Presidents holding portfolios to support distinct functions such as (but not limited to):
i) Puja \& Religious Affairs
ii) Cultural Programs
iii) Food \& Hospitality
iv) Fund Raising
v) Finance \& Treasury
vi) Logistics \& Event Management

### 6.2Tenure.

(a) Each new executive officer to be elected in the Second Sunday of November shall assume office from January One (1) for a term of One (1) Calendar Year and until his or her successor is elected or appointed in case of resignation, removal from office, or any form of incapacitation.
(b) The Board of Directors shall hold the right to terminate any executive officer in consultation with the Executive Committee provided there are sufficient documented justification(s) for such an act. The Board decision shall be final.
(c) In case an executive officer resigns or is terminated, an appropriate notification should be provided to the Directors and relevant Committee members at least thirty (30) days for resignation and 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.
(d) If suggested by the Executive Committee and / or as deemed by the Board, the Board can include new member(s) to the committee.
(e) The Board of Directors will facilitate and oversee the smooth handover of all necessary documents, accounts, and assets between the outgoing and the incoming Executive Committee. Official turnover should happen by the Second Week of January.
(f) The President, in consultations with the Executive Committee members, can reassign portfolios to EC members, as needed during their term.
(g) The Executive Committee may form various sub-committees to help in their day-to-day activities and may inform the Board of Directors about the subcommittees.

### 6.3 Vacancies.

A vacancy arising at any time and from any cause, and if the number of members goes below the minimum number of Five (5), may be filled by the majority vote of the Board of Directors, for the duration till the end of the calendar year.

### 6.4 Responsibilities.

(a) The President and/or the Vice President responsible for Finance \& Treasury shall present the latest financial status supported by the bank statements to the Board of Directors on a quarterly basis, and whenever requested by the Board to present in any GBM or AGBM and for any other reasons. In addition, the Board Chairperson and Treasurer should also be informed of the BCC financial status, at the end of every month sending the bank statement. Also, the budget at least Thirty (30) days before every major BAGA event and a Profit \& Loss statement within Thirty (30) days after the event are required to be submitted to the Board for review. A major event is defined as one where expenses are more than $\$ 1000$ (One thousand).
(b) The Executive Committee at the end of its term should transfer all monetary and financial assets to the BOD. This is mandatory for properly filing the IRS Taxes by the BOD. The outgoing committee should also support the BOD for any auditing necessary during Tax filing or as required by IRS or for any other reasons.

### 6.5 President.

(a) The President shall manage, supervise, and control the affairs of the committee following the BAGA guidelines described in this Bylaws document.
(b) The President with the approval of the Executive Committee shall submit all contracts other than any Venue reservations, food, and Puja related expenses to the Board for its formal approval. However, any contracts more than Ten Thousand ( $\mathbf{\$ 1 0 , 0 0 0}$ ) not only should be formally approved by the Board but should also be signed by the Chairperson of the Board.

### 6.6 Vice Presidents.

In the absence of the President, one of the Vice Presidents of the EC, as determined by a majority vote 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 duties as shall from time to time be assigned to him or her by the President or by the Board of Directors.
6.7 Vice President - Finance. The VP-Finance shall have charge and custody of and be responsible for all funds of the Club; receive and give receipts for all receivable and payable financial transactions, and deposit all such monies in the name of the Corporation in such banks, as selected by the Board of Directors.

## ARTICLE VII

## BSC Executive Committee

### 7.1 Membership.

Individuals who are members of BAGA, have a passion for sports, and have participated in at least one BSC-organized sports event are eligible for membership in the BAGA Sports Club (BSC).

### 7.2 The Executive Committee (EC).

(a) It shall comprise of $\mathbf{3}$ (three) to $\mathbf{5}$ (five) Vice Presidents holding portfolios to support distinct functions such as (but not limited to):
i) Logistics \& Event Management
ii) Fund Raising
iii) Finance \& Treasury
(b) The Vice Presidents will elect one President, one Secretary, and one Treasurer among themselves by a simple majority vote.

### 7.3 Tenure.

(a) Each new executive officer elected in November Second Sunday, shall assume office from January One (1) for a term of two (2) calendar years and until his or her successor is elected.
(b) The Board of Directors shall hold the right to terminate any executive officer in consultation with the Executive Committee provided there are sufficient documented justification(s) for such an act.

Also, consulting with the Board, the committee can include additional member(s) as long as its total number does not exceed Five (5).
(c) The Board of Directors will facilitate and oversee the smooth handover of all necessary documents as well as monetary transactions, financial and asset authorizations between the outgoing and the incoming elected Executive Committee. Official turnover will happen by the Second Week of January.
(d) The Executive Committee may form various sub-committees to help in their day-today activities and may inform the Board of Directors about the subcommittees.

### 7.4 Vacancies.

A vacancy arising at any time and from any cause may be filled for the remaining duration of the vacated position.

### 7.5 Responsibilities.

(a) The President and/or the Vice President responsible for Finance shall present financial documents supported by the bank statements to the Board of Directors on a quarterly basis. Budget before every sport event and a Profit \& Loss statement after every sport event shall be submitted to the BOD for review.
(b) The President, in consultations with the Executive Committee members, can reassign portfolios to EC members, as needed during their term.
(c) The committee shall be responsible for keeping records of attendance and participation at BSC meetings and BSC organized events to determine future eligibility.
(d) The BSC executive committee shall plan Several various sport Events in every calendar year and shall publish well ahead of time coordinating with other BAGA clubs. The committee shall plan sports events keeping in mind maintaining BSC primarily financially self-dependent. In the event of loss-making events, BSC is eligible to request to the BOD for a maximum of $\$ 500$ recovery within two years.
(e) The organization shall not in any manner be responsible for any personal injury of the participants to the sports events. The committee should make that clear to each participant, and therefore it is required to have a waver in that regard from each of them prior to any sports event. BAGA overall will not be liable for any injuries.
(f) While reserving a facility for a BSC event, the committee will review the rental agreement to avoid any potential risk to BAGA members and the liability.
(g) Maintain a list of all BAGA members who have participated in at least one BSC hosted event.
7.6 President. The President shall be the principal executive officer of the Club and in general manage, supervise, and control the affairs of the Club with formal authorization and review by the Board, especially when signing any contract. The President 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. The president shall be accountable for ensuring WAIVER forms are signed.
7.7 Vice Presidents. In the absence of the President one of the Vice Presidents of 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.
7.8 Vice President - Finance. The VP-Finance shall have charge and custody of and be responsible for all funds of the Club; receive and give receipts for monies due and payable to the Club/Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks as selected by the Board of Directors.

## ARTICLE VIII

## BYC Executive Committee

### 8.1 Membership.

Children in the age group of Middle School to High School are eligible to be a member of this club. Only the children of the BAGA members are eligible to serve as officials of the Executive Committee.

Every year, towards the end of the year, through multiple member emails, the BOD will invite young children within the above specified age group to join the club.

### 8.2 Coordinators:

(a) The BOD will designate Two (2) to Three (3) adults as Coordinators of the club to maintain coordinators to children ratio to a reasonable level. The BOD should try to seek male and female coordinators so that youth from both genders feel a sense of belonging. It is not essential or a requirement for a Coordinator to be a parent of a BYC member. BOD can assign to any BAGA member that responsibility who can fulfill its purpose.
(b) Coordinators should help to nourish and cultivate leadership qualities, resolve disciplinary issues, if any, and should provide help when asked or needed by the youth members. The coordinators should work hard not to impose his or her preferences on the members. Coordinators should not behave in any way which will be a hindrance to children's development process.
(c) Coordinators shall get written waivers from the parent(s) of the children before taking them to any activities.
(d) Coordinators are assigned by the Board, and their term is usually from January One (1) for a term of One (1) calendar year and until his or her successor is assigned. The Board can reassign a Coordinator, if needed.

### 8.3 The Executive Committee (EC).

(a) Shall comprise of 6 (six) to $\mathbf{1 2}$ (twelve) Vice Presidents holding portfolios to support distinct functions such as (but not limited to):
i) Promote ideas for Leadership
ii) Organize Charity
iii) Finance \& Treasury
iv) Logistics \& Event Management
(b) The Vice Presidents will elect Two Co-Presidents, Two Co-Secretaries, and Two CoTreasurers among themselves by a simple majority vote on yearly basis, if possible, from boys and girls equally. In a very special case, if for a valid reason there are more than two presidents or two secretaries, or two treasurers then that type of officers may be divided into groups to take turns in a cycle.

Any of the vice presidents is eligible for any of the position regardless of his/her school class/grade level or previous designation.

### 8.4 Tenure.

(a) Each new executive officer elected in November Second Sunday, shall assume office from January One (1) for a term of One (1) calendar year and until his or her successor is elected.
(b) The Board of Directors shall hold the right of termination of any executive officer in consultation with the coordinators.
(e) The coordinators will facilitate and oversee the smooth handover of all necessary documents as well as monetary transactions, financial, and asset authorizations between the outgoing and the incoming elected Executive Committees. Official turnover will happen by the Second Week of January.

### 8.5 Responsibilities.

(a) The President and/or the Vice President responsible for Finance \& Treasury shall present financial documents to the Board of Directors on a regular basis. It is important that the club plans according to its financial ability, and to remain self-dependent.
(b) The committee shall be responsible for keeping records of attendance and participation at BYC meetings and BYC organized events to determine future eligibility.
(c) The BYC executive committee, besides other events, shall plan various sports events in every calendar year in collaboration with the BSC executive committee. The BYC shall also participate or serve various possible community activities.

### 8.6 Meeting.

(a) The BOD shall encourage the children for their activities adhering to the club objectives.
(b) The BOD's role shall be to ensure that the main objectives of the BYC do not get lost, and the coordinators are really helping to cultivate the members' \& BAGA's ideas and thoughts.

## ARTICLE IX

## Eligibility of BOD Directors and Clubs' EC Members

### 9.1 Membership Renewal

Current BOD, and BCC EC Members: All the BOD Directors, and BCC Executive Committee members must renew their membership by the end of the First Week of January each calendar year.

The BSC Executive Committee members must renew their membership by the last day of February each calendar year.

This is a requirement for continuation of their membership; otherwise, they will not be able to hold any official responsibilities.

### 9.2 Eligibility for Nomination

(a) General Restriction:
i) Any member who was previously Suspended or Terminated from any BAGA committees for any reason, the member and his/her spouse shall not be eligible for any BAGA official positions.
ii) No member and his/her spouse shall be eligible for any BAGA official positions for at least three calendar years after leaving for another non BAGA organization or ending dual membership to other organization, if that is not because of relocation.
iii) Any pending federal or state offenses, and any conflict of interest as defined by IRS if known to BAGA BOD shall restrict any member and his/her spouse to submit nomination until all pending litigations are resolved without a conviction.

## (b) BOD Candidates:

I. Members who have previously served on the BOD or in the BCC EC and are also eligible voters (as per Article IV) for at least two (2) consecutive calendar years prior to the current calendar year in addition to the current calendar year shall be eligible to submit nominations. Nevertheless, any prior BOD or BCC EC service shall not be factored into eligibility for nomination in the event of a break in membership following such service. An exception to this rule
may be granted by the BAGA BOD Election Committee in special circumstances, such as relocation, etc. The ultimate decision regarding exceptions rests solely with the BAGA BOD Election Committee.
II. Current BOD and BCC EC members after finishing their term of tenure should wait at least One (1) Calendar Year after the current calendar year before submitting his/her nomination for BOD or BCC EC position.
(c) BCC EC, BSC EC, and BYC EC Candidates:

## i) BCC EC

- President: Any member, who has at least two (2) consecutive calendar year of eligible membership (Article IV) before the current calendar year in addition to current calendar year shall be eligible for submitting nomination.
- Vice President: Any member, who has at least One (1) Calendar Year of eligible membership (Article IV) before the current calendar year in addition to current calendar year shall be eligible for submitting nomination.
- Second Year: The BCC EC members from the current committee can submit nominations for re-election for one additional (total of two terms) consecutive term only provided all requirements are met.
ii) BSC EC

Any member who attended Fifty Percent (50\%) of BSC meetings \& BSC organized events, and eligible member (Article IV) for at least one calendar year before the current year in addition to current calendar year shall be eligible for submitting nomination.
iii) BYC EC

For BYC EC, a member of this club must attend Fifty Percent (50\%) of BYC meetings and BYC organized events, for at least one calendar year to be eligible to become a BYC Executive Committee official.
iv) BOD, and BCC EC

Member of one committee to go to another committee (BOD and BCC EC) after finishing his/her term, must wait for at least One (1) Full Calendar Year after the current calendar year.
(d) Same Family Restriction:

From a given family, only one BAGA member can be a part of any of the BOD and BCC Executive Committee at the same time. After the expiry of the official term of a member, any member from the same family must wait for at least One (1) Calendar

Year (1) after the current year, before he/she can be eligible for submitting nomination for a position to any of those committees.

### 9.3 Special Circumstances

In the event it becomes difficult to get BOD and BCC EC members, BOD can provide exceptions to any of the above requirements based on the then circumstances.

## ARTICLE X

## Election and Voting

### 10.1 Election Committee:

The Election Committee composed of Three (3) BOD directors, formed by the BOD will oversee and conduct the election process.

### 10.2 Election Days:

(a) Any election for any of the Executive Committees (BCC, BSC, and BYC) shall be conducted during the Second Sunday of November.
(b) Election for the BOD shall be conducted during the Second Sunday of March.
(c) For BOD, BCC EC, and BSC EC, Voting will be on On-Line and for Twelve (12) Hours from 7:00 AM to 7:00 PM (EST) on the election day. If for any reason the online voting capabilities are not available, the election committee may approve in-person voting using physical ballot paper. Election committee must share detailed reasons to the members for the reason for manual voting; only acceptable reasons include software malfunction or no outside vendor available for conducting the election.
(d) For BSC EC, Voting may also be conducted using Email or Fax (electronic voting processes permitted in Georgia) and for Twelve (12) Hours from 7:00 AM to 7:00 PM (EST) on the election day.

### 10.3 Election Process:

(a) BSC and BYC Election:

The Election Committee, each year at least Five (5) Weeks prior to the Election Day shall announce and inform BSC and the coordinators of BYC to initiate the election process if necessary, and request to respond with the names of the new executive committee members by the end of the Election Day latest.

The club members shall elect their Executive Committee. For BYC, the coordinators will facilitate the election, if necessary.

If required, the Election Committee members may oversee the election process for each of those committees.
(b) BOD, BCC and BSC Election:
i. The process shall start by announcing to the general members by the Election Committee at least Five (5) Weeks prior to the Election Day requesting the nomination from the qualified members (Article IX) for the open positions.
ii. The nomination papers should reach the Election Committee no later than Three (3) weeks prior to the election week. If the required number of nominations are not received by that time the BOD should take appropriate action and inform the general members.

## iii. Nominations:

(a) BOD and BCC EC: The nomination must be proposed and seconded by two Eligible members of the current year (Article IV).
(b) BSC EC: The nomination must be proposed and seconded by two members of the club who were a part of at least one current BSC organized sport event.
(c) The same member cannot nominate and/or second more than one candidate. The nomination paper must be duly signed by the nominee and proposing and seconding members.
iv. Submitted nominations will be vetted by the Election Committee for eligibility (Articles IV and IX). During this time any of the candidates may prefer to withdraw his/her nomination. Final valid nominations should be announced to the BAGA members at least One (1) Week prior to the Election Day declaring the election if there are more final valid nominations than the number of open positions.

## V. Voters:

(a) BOD and BCC EC Elections: Only the Eligible members of the current year (Article IV) will participate in voting
(b) BSC EC Election: Only the club members who were a part of at least one current BSC organized sport event will participate in voting.
vi. The Election Committee will declare the result, certified by the Board soon after the election. The Election Committee member(s) shall not campaign or canvass for any candidate and shall not disclose any confidential information pertaining to election.

## ARTICLE XI

## Committees

The Board of Directors, by resolution adopted by a Two Third (2/3) of the Directors in office may form and designate one or more committees, within and maintaining the BAGA Purpose and Goal (Article II). The purpose and function of such committee(s) shall be announced to the BAGA community in a timely manner.


## ARTICLE XII

## Amendments

12.1 Amendment Process - General: These Bylaws and the Articles of Incorporation may be considered for amendment, as needed, if majority of the Board of Directors approved. The amendment with proposed language must be shared with the General Body members prior to the Amendment Voting process.

Voting will be held as defined in ARTICLE XIII.
The eligible voters are defined in Article IV.
The Amendment shall be accepted if and only at least Fifty One Percent (51\%) Eligible Voters Votes Affirmative.
12.2 Amendment to Comply with Federal/State Law: BAGA is a 501 (c) (3) Organization, and therefore should always comply with Federal and Georgia State law requirements. Whenever Federal and State law changes, it should automatically dictate these Bylaws to be updated accordingly. The Board should have the right to include those changes to these Bylaws to make it compatible with those requirements without seeking any vote from BAGA members and should inform BAGA community accordingly.

## ARTICLE XIII

## Voting in-general

All voting shall be conducted online. If for any reason the online voting capabilities are not available, the election committee may approve in-person voting using physical ballot paper. Election committee must share detailed reasons to the members for the reason for manual voting; only acceptable reasons include software malfunction or no outside vendor available for conducting the election.
In exceptional circumstances where online voting is not feasible for an eligible voter, a mailin voting ballot paper shall be made available upon request to the authorized election committee. The voter must cast their mail-in vote by registered mail to the BAGA PO Box address and additionally a scanned copy of the ballot must be e-mailed to the election committee. The duration of the BAGA Elections and Bylaws Amendment (Article X and XII) as specified above in the Bylaws must be open for Twelve (12) Hours from 7:00 AM to 7:00 PM (EST) on the Election Day. Other cases the duration will be decided by the respective committee asking for the vote. Also, the eligibility of the voters other than the instances wherever it is specified in the Bylaws shall be determined by the asking committee.

## ARTICLE XIV Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and any committees having and exercising any of the authority of the Board of Directors.

## ARTICLE XV

## Fiscal Year

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

## ARTICLE XVI

## Miscellaneous

16.1 Books and Records: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The Corporation shall keep at its registered or principal office a record giving the names and addresses of the directors and any other information required under Georgia law.
16.2 Corporate Seal: The corporate seal (of which there may be one or more examples) shall be in such form as the Board of Directors may from time to time determine.
16.3 Fiscal Year: The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.
16.4 Internal Revenue Code: All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Laws, and to all regulations issued under such sections and provisions.

## ARTICLE XVII

## Tax-Exempt Status

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

## ARTICLE XVIII

## Liabilities

18.1 BAGA shall not be held responsible for any illnesses incurred by attendees at any of its hosted events. All attendees participate voluntarily and at their own risk.
a) BSC Executive Committee must receive signed paper or signed electronic liability waiver from all the participants for any arranged events. It is the requirement.
b) BYC Coordinators must receive signed paper or signed electronic liability waiver from the parent(s) of the children before taking them to any activities and sport participation. It is the requirement.
c) BCC Executive Committee members must receive signed paper or signed electronic waiver from all volunteers participating in any BCC owned events. It is the requirement.
d) In the event an individual provides services to BAGA without the waiver form, it would be at his / her own risk and BAGA will not be liable for any issues.
18.2 All members are expected to behave professionally during all BAGA organized events.
(a) BAGA will not be responsible for any member's prohibited behavior within the event premises. The liability is absolutely to the individual member.
(b) The organization is not liable for any member's indecent behavior within the event premises.
(c) Members are responsible and liable for any unruly behavior of the dependents and children, or anyone accompanying them.
(d) All attendees to any BAGA hosted event must abide by the required rules \& regulations of the venue.

BAGA (the organization) hereby declares that it is not responsible for any accidents, injuries, deaths, conflicts, claims by members, or any harassments, including sexual harassment, that may occur during or because of participation in its activities. BAGA and its office bearers expressly disclaim any liability and cannot be held accountable or sued
for any such incidents. Participants are advised to engage in BAGA events with full awareness of potential risks, and by participating, they acknowledge and accept personal responsibility for their well-being and actions.
All members must be aware of this complete and unequivocal disclaimer from the organization. The Bengali Association of Greater Atlanta (BAGA) is a place for Bengali diasporas to enjoy together our culture and heritage and be proud of.
18.3 No BAGA officials can be sued for any reason whatsoever.


ARTICLE XIX

## Adoption of Bylaws

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


