

AMENDMENTS TO THE BYLAWS
BENGALI ASSOCIATION OF GREATER ATLANTA, INC.

Amendment No. 001/2002

Generally. The Board of Directors at its first meeting shall elect the following officers: a President, one or more Secretaries, one or more Treasurers and any other officer position that the Board of Directors determines shall be filled. The Board of Directors at any time and from time to time may elect or appoint such other officers as it shall deem necessary, including a Chairman of the Board of Directors, one or more Vice Presidents, one or more Assistant Vice Presidents, one or more Assistant Treasurers, and one or more Assistant Secretaries, who shall hold their offices for such terms as shall be determined by the Board of Directors and shall exercise such powers and perform such duties as are specified in these Bylaws, or as shall be determined from time to time by the Board of Directors. Any person may hold two or more officers, except that no person may hold the office of President and Secretary. Officers need not be from within the Board of Directors but must be a member in good standing and be approved by a simple majority of the Board of Directors. This amendment is effective immediately.

This amendment modifies Article 5.1 of the Bylaws.

Proposed by Mr. Surajit Roy.

Seconded by Dr. Niranjan Talukdar.

Motion accepted and ratified by the Board of Directors on April 13, 2002 at 2:45 PM.

This resolution was adopted by the Board of Directors:

PREAMBLE

We, the members of Bengali Association of Greater Atlanta (BAGA), solemnly adopt the rules and regulations enumerated in the By Laws and these amendments.

This resolution was accepted by majority consensus of General member body at the meeting held on October 18, 2008 at Atlanta, Georgia and ratified by the Board of Directors on November 2, 2008. The proceedings were appropriately recorded in the Minutes of the Meeting. The stipulations herein will be effective January 1, 2009.

This resolution was adopted by the Board of Directors to implement some minor *editorial* correction in the original Bylaws:

Spelling Errors & Minor Corrections:

(a) Article I11 to read Article II (Sec 2.1, line 7); (b) Section 501(c)(3) to read 501(c)(4) (Sec 2.2, line 3); (c) 'heritable' to read 'heritage' (Sec 2.3 (c), line 1); (d) 'byte' to read 'by the' (Sec 4.10, line 4); (e) Second Section 4.12 to read 4.13; (f) 'fill' to read 'full' (Sec 4.16, line 2); (g) Delete 'and Editors' and add 'and' before 'Treasurers' (Sec 5.7, line 2); (h) Delete 'during' to 'at' (Sec 5.8, line 3); (i) Change '3' to 'G', 'h' to 'I', 'NC' to 'INC' (Article VI, line 3); (j) 'otter' to read 'other' (Sec 8.1, line 10); (k) 'm' to read 'in' (Sec 8.2, line 5); (l) 'tines'

to read 'fines' (Sec 9.1, line 9); (m) 'exemplars' to read 'examples' (Sec 12.2, line 2); (n) section 501(c)(3) to read 501(c)(4) (Article XIV, line 3); (o) Add '13' after 'September' (Article XV, line 7)

This resolution was accepted by majority consensus of General member body at the meeting held on October 18, 2008 at Atlanta, Georgia and ratified by the Board of Directors on November 2, 2008. The proceedings were appropriately recorded in the Minutes of the Meeting. The stipulations herein will be effective January 1, 2009.

Amendment No. 002/2008

This resolution adopted by the Board of Directors amends ARTICLE I of BYLAWS of the Bengali Association of Greater Atlanta and to replace Section 1.2 and Section 1.3 in its entirety with the following:

1.2 *Registered Office and Agent.* The registered office of the Corporation shall be at Smith, White, Sharma & Halpern, 3006 Clairmont Road, Atlanta, Georgia 30329. The Registered Agent of the Corporation at such address shall be Chandler Sharma.

1.3 *Principal Office:* The principal office of the Corporation for the transaction of its business shall be P.O. Box 8854, Atlanta, GA 30356.

This amendment was accepted by majority consensus of General member body at the meeting held on October 18, 2008 at Atlanta, Georgia and ratified by the Board of Directors on November 2, 2008. The proceedings were appropriately recorded in the Minutes of the Meeting. The stipulations herein will be effective January 1, 2009.

Amendment No. 003/2008

This resolution adopted by the Board of Directors amends ARTICLE II of BYLAWS of the Bengali Association of Greater Atlanta and to replace Section 2.3 in its entirety with the following:

2.3 The Corporation shall be a charitable, social, religious, nonprofit and nonpolitical organization with the following objectives:

- (a) To organize and collect funds for charitable efforts
- (b) To promote and sustain educational, cultural, religious and charitable activities.
- (c) To provide opportunities to learn, participate and enjoy the richness of the cultural heritage of Bengal.

This amendment was accepted by majority consensus of General member body at the meeting held on October 18, 2008 at Atlanta, Georgia and ratified by the Board of Directors on November 2, 2008. The proceedings were appropriately recorded in the Minutes of the Meeting. The stipulations herein will be effective January 1, 2009.

Amendment No. 004/2008

This resolution adopted by the Board of Directors amends ARTICLE III of BYLAWS of the Bengali Association of Greater Atlanta and to replace Article III in its entirety with the

following:

3.1 *BAGA Membership*: Membership shall be open to all as an individual or as a family who subscribe to the Objectives in Article II with details as described herein:

- (a) Membership will have two categories: General BAGA Membership - family and individual; BAGA Student Membership - family and individual. Annual membership fees may be set differently for General Membership and Student Membership (individual and family).
- (b) A family is defined as spouses, dependent children and dependent parents of the primary members.
- (c) Minimum age for BAGA membership is 18 years. Anyone 18 and above will have to register as a BAGA member to vote in the general election. There will be one vote for each individual BAGA member. There will be no absentee ballot.
- (d) Annual membership period is from *Saraswati Puja* to following year's *Saraswati Puja*. A person or a family can apply for annual membership by paying membership fee at the time of *Saraswati Puja* or any time up to November 30 of that year. Annual Membership will remain in effect from the time of membership to the following *Saraswati Puja*.
- (e) Membership fees will be determined by the Executive Committee for each calendar year with the approval of minimum 3/4 of the Board of Directors and will remain in effect until the next Executive Committee is elected.
- (f) New BAGA members are required to wait a minimum of 12-months before being entitled to vote or serve as a member of the Executive Committee.
- (g) List (soft or hard copy) of BAGA members or their personal information should not be disclosed to any type of media, network, newspaper or organization.

This amendment was accepted by majority consensus of General member body at the meeting held on October 18, 2008 at Atlanta, Georgia and ratified by the Board of Directors on November 2, 2008. The proceedings were appropriately recorded in the Minutes of the Meeting. The stipulations herein will be effective January 1, 2009.

Amendment No. 005/2008

This resolution adopted by the Board of Directors amends ARTICLE IV of BYLAWS of the Bengali Association of Greater Atlanta and to replace Article IV in its entirety with the following:

- 4.1 Authority and Responsibility of the Board of Directors.
 - (a) The supreme authority of the Corporation and the government and management of the affairs of the Corporation shall be vested in the Board of Directors; and all the powers, duties, and functions of the Corporation conferred by the Articles of Incorporation, these Bylaws, state statutes common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.
 - (b) The governing body of BAGA shall be the Board of Directors. The Board of Directors shall have supervision, management and control of affairs related to BAGA and shall set the policies as deemed necessary.

(c) The Board of Directors shall have the rights of monitoring and approval of budget process and are responsible for overseeing and approval of all investment decisions including assets and disbursement of funds from certificate of deposits and/or any other investments. The Board of Directors shall refrain from adopting any action which is inconsistent with the *Objectives* set forth in the Articles of Incorporation and Article II of the Bylaws. In case of a major disagreement with the Executive Committee about the budget of any BAGA event, the Board of Directors shall have the right to withhold disbursement of BAGA funds until the issues are satisfactorily resolved.

4.2 *Number of Directors:* The number of Directors may vary between a minimum of five (5) and maximum of seven (7) as fixed by resolution of the Directors from time to time. Any persons subsequently elected to the Board of Directors shall be elected as provided in Section 4.3 below.

4.3 *Additions: vacancies:* Any addition to or vacancy occurring in the Board of Directors shall be filled in the following manner:

(a) The Board of Directors will form an Election Committee by 31st December of the prior year before vacancies occur or additional Directors are deemed necessary.

i. *Election Committee:* The Committee will consist of 3 Board of Directors, chosen by a majority vote of the Board of Directors.

ii. *Purpose:* To solicit nominations for election of new Directors and the Executive Committee; conduct elections following rules and regulation described in by-laws; and certify all election results regarding its validity.

The Election Committee will make the final decision regarding the elected position(s) in consultation with the Board of Directors. Election Committee member(s) shall not campaign or canvass for any candidate and shall not disclose any confidential information pertaining to election.

(b) *Nomination:* Any BAGA member in good standing who is currently serving or has previously served full term as a member of the Executive Committee may be nominated as a candidate for election to the Board of Directors. The nomination must be proposed by a member in good standing and seconded by two (2) additional members in good standing. The nomination petition must be signed by the nominee, the nominating member and the nomination supporting member. One member can not nominate more than one candidate. Nomination must be sent to the Election Committee at least 15 days prior to the date of election. All valid nominations will be placed on the BAGA website two days prior to the election. A member in good standing in a calendar year is one who has paid his/her dues by November 30 of that calendar year to BAGA and subscribes to its purpose as stated in Article II of the Bylaws.

(c) Voting shall be by secret ballot. The member has to cast his/her ballot in person during the election process. Individual identity of each voter must be preserved.

- (d) In general, election of the new Director (s) shall be completed during annual meeting on the day of *Saraswati Puja*. In case the number of directors falls below the minimum of five (5) due to resignation or removal per section 4.16 below in mid-term, the BOD will decide by a majority vote if a mid-term election should be conducted. In case a mid-term election is considered necessary, the election process will follow the same guidelines as above.
 - (e) Vacancies of Directors will be announced through mass emails to all members and posted on BAGA's website at least 30 days before such vacancies come due.
 - (f) A BAGA member can serve on the Board for no more than one term. After one term, there should be a gap of at least one year before he/she can be nominated for election to the Board.
 - (g) From a given family, only one BAGA member can be a part of the Board or the Executive Committee. Right after the expiry of the term of a member, a second member from the same family has to wait for one year before he/she can be elected to the Board.
- 4.4 *Tenure.* Each new Director shall assume office following their annual election for a term of two (2) years and until his or her successor is elected. A Director elected to fill a vacancy mid-term due to resignation or removal from office shall be elected or appointed by BOD the unexpired term of his/her predecessor in office.
- 4.5 Henceforth, there will be no classification among the Board of Directors.
- 4.6 *The Chairperson:* The Board of Directors shall elect a new Chairperson among themselves by a simple majority vote of all the Directors on yearly basis. The Chairman of the Board will coordinate the day to day activities; convene any meeting to govern and control and have an extra vote in case of a deadlock. The Chairperson shall preside over all Board meetings and act on behalf of the Board of Directors and fulfills *Objectives* stated in Section 2.3. In his/her absence, a Chairperson may designate a Director to temporarily preside over Board meetings.
- 4.7 *Compensation.* No Director of the Corporation shall receive directly, or indirectly, any salary or compensation there from as such Director or in any other capacity, unless authorized by the affirmative vote of three-fourths (3/4) of the full Board of Directors at a special meeting of the Board of Directors called for that purpose. The notice of the meeting shall specify that such action is the purpose of the meeting. However, nothing contained herein shall be construed to prevent any Director from serving the Corporation in any other capacity and receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the Corporation.
- 4.8 *Place of Meeting.* The Board of Directors may hold its meetings at such place or places within or outside the State of Georgia, as it may from time to time determine.
- 4.9 *Regular Meetings:* Directors may provide by resolution, the time, place and date for the holding of regular meetings. The President of the Board of the

current Executive Committee will be invited quarterly to attend BAGA Board meetings but he/she will not have any voting rights.

- 4.10 *Special Meeting:* Special meetings of the Board of Directors may be called by the Chairperson with no less than two (2) day's notice verbally or by email. Any such special meeting shall be held at such time and place as shall be stated in the notice of the meeting.
- 4.11 *Absences:* Any Director, who fails to attend 3 consecutive regular or special meetings in absence of a valid reason, will be issued a notice by email by the Chairperson. A similar second notice will disqualify him/her the Directorship and he/she may be subject to removal from office by a vote by 3/4 of the Directors.
- 4.12 *Quorum:* At all meetings of the Board of Directors, the presence of a 2/3 of the Directors shall constitute a quorum for the transaction of business. Records of all Board of Directors meeting minutes shall be maintained.
- 4.13 *Manner of Acting.* The act of a majority of the Directors present at any meeting at which a quorum is present shall be the Act of the Board of Directors.
- 4.14 *Action without Formal Meeting.* Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof may be taken without a meeting if written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the Minutes of the proceedings of the Board or committee.
- 4.15 *Conference Call Meetings.* A member of the Board of Directors, or any committee designated by such Board, may participate in a meeting of such Board committee by means of conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other, and participation in a meeting pursuant to this Section 4.15 shall constitute presence in person at such meeting.
- 4.16 *Removal, Termination:* Any Director may be removed or re-called from office by the Board if 3/4 of BAGA members sign a petition to the Board with a statement and justification of such act. In case of such a situation, the Board shall convene a general body meeting before arriving at a decision.

This amendment was accepted by majority consensus of General member body at the meeting held on October 18, 2008 at Atlanta, Georgia and ratified by the Board of Directors on November 2, 2008. The proceedings were appropriately recorded in the Minutes of the Meeting. The stipulations herein will be effective January 1, 2009.

Amendment No. 006/2008

This resolution adopted by the Board of Directors amends Section 5.1 of ARTICLE V of BYLAWS of the Bengali Association of Greater Atlanta and to replace Section 5.1 of Article V in its entirety with the following:

5.1 *The Executive Committee*

- (a) Shall comprise of the President, joint Vice-presidents, a Secretary, and a Treasurer.
- (b) The Election Committee as defined in Section 4.3 (a) will conduct election of the Executive Committee. The nominations for Executive Officers should reach the Election Committee no later than fifteen (15) days prior to the election. All valid nominations will be placed on the BAGA website 48-hours prior to the election.
- (c) The Executive Committee will be elected through a secret ballot by BAGA members in good standing during *Saraswati Puja* on yearly basis in a general body meeting convened by the Chairman of the BAGA Board of Directors. If any executive officer position(s) is/are uncontested or no nomination is received by the closing date of nomination submission, there will be no election for the position(s) and the nominee(s) will be elected unopposed or appointed by the Board of Directors.
- (d) The Executive Committee members must be BAGA members with good standing for twelve months prior to be elected in this position. Any Executive Committee or BOD member has to wait at least one year before he/she can be nominated as a member of the Executive Committee.
- (e) The term of the new Executive Committee will begin after the official turnover meeting with the BOD and the outgoing Executive Committee and all documents are turned over to the new Committee.
- (f) The Board of Directors will facilitate and oversee the smooth handover of all necessary documents as well as monetary transactions between the previous and the newly elected Executive Committee.
- (g) The Executive Committee may form various sub-committees to help in their day-to-day activities and shall inform the Board of Directors about the sub-committees. The names of the Executive Committee and the sub-committee members will be posted in the BAGA website at the beginning of each term.
- (h) The President and/or the Treasurer shall present financial and other documents to the Board of Directors on a quarterly basis.

This amendment was accepted by majority consensus of General member body at the meeting held on October 18, 2008 at Atlanta, Georgia and ratified by the Board of Directors on November 2, 2008. The proceedings were appropriately recorded in the Minutes of the Meeting. The stipulations herein will be effective January 1, 2009.

Amendment No. 007/2008

This resolution adopted by the Board of Directors amends Section 5.2 of ARTICLE V of BYLAWS of the Bengali Association of Greater Atlanta and to replace Section 5.2 of Article V in its entirety with the following:

5.2 *Tenure*

- (a) Each Executive Officer of BAGA shall hold office for the term of one (1) year for which he is elected or appointed and until his successor has been duly elected or appointed in case of resignation, removal from office or death.
- (b) Board of Directors shall hold the right of termination of any executive officer provided there are sufficient documented justification(s) for such an act.
- (c) In case an executive officer resigns or is terminated, an appropriate notification should be provided at least fifteen (15) days prior to the effective date of resignation or termination. All documents and/or records retained by the said officer must be handed over to an executive officer delegated by BOD who will assume responsibilities.

This amendment was accepted by majority consensus of General member body at the meeting held on October 18, 2008 at Atlanta, Georgia and ratified by the Board of Directors on November 2, 2008. The proceedings were appropriately recorded in the Minutes of the Meeting. The stipulations herein will be effective January 1, 2009.

Amendment No. 008/2008

This resolution adopted by the Board of Directors amends Section 7.1 of ARTICLE VII of BYLAWS of the Bengali Association of Greater Atlanta and to replace Section 7.1 of Article VII in its entirety with the following:

7.1 *Committees of Directors*

The Board of Directors, by resolution adopted by a 3/4 of the Directors in office may designate one or more committees besides the Executive Committee and the Election Committee. The purpose and function of such committee (s) shall be announced to the BAGA community in a timely manner.

This amendment was accepted by majority consensus of General member body at the meeting held on October 18, 2008 at Atlanta, Georgia and ratified by the Board of Directors on November 2, 2008. The proceedings were appropriately recorded in the Minutes of the Meeting. The stipulations herein will be effective January 1, 2009.
