

BYLAWS  
OF THE  
BENGALI ASSOCIATION OF GREATER ATLANTA, INC.  
A NONPROFIT CORPORATION

Incorporated under the laws of the State of Georgia

ARTICLE I

Name, Location and Offices

1.1 Name. The name of this corporation shall be "Bengali Association of Greater Atlanta, Inc." (the "Corporation").

1.2 Registered Office and Agent. The initial registered office of the Corporation shall be at Chamberlain, Hardwick, White, Williams & Martin, 191 Peachtree Street, N.E., 9<sup>th</sup> Floor, Atlanta, Georgia 30303. The initial Registered Agent of the Corporation at such address shall be Charles E. Hodges II.

1.3 Principal Office. The principal office of the Corporation for the transaction of its business shall be located at 555 Sun Valley Drive, N.W., Suite L2, Roswell, Georgia 30076.

ARTICLE II

Purpose

2.1 This Corporation shall be organized and at all times 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, 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 III. 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, nonprofit and nonpolitical organization with the following objectives:

- (a) To organize and collect funds for charitable efforts
- (b) To create an environment of mutual goodwill between immigrant Bengalis from India and other local ethnic groups; and
- (c) To ensure and promote the cultural heritable of Bengalis through religious, cultural and educational activities.

2.4 Participation in the organization's function will be open to all individuals who subscribe to the objectives set forth above, regardless of individual's sex, race, religion or national origin.

2.5 No activity of the Corporation shall be conducted for the purpose of attempting to influence legislation, promoting any candidate for a public office, or espousing propaganda.

### ARTICLE III

#### Membership

The Corporation shall initial]y have no members.

## ARTICLE IV

### Board of Directors

#### 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 the Corporation shall be the Board of Directors. The Board of Directors shall have supervision control and direction of the management affairs, and property of the Corporation, shall determine its policies of changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable. However, under no circumstances, shall any actions be taken which are inconsistent with the purposes set forth in the Articles of Incorporation and these Bylaws.

4.2 Number of Directors. The number of Directors constituting the initial Board of Directors shall be as fixed by the Articles of incorporation. The number of Directors may vary between a minimum of three (3) and a maximum of twelve (12) 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 may be filled by the affirmative vote of a majority of the existing or remaining Directors or through less than a quorum of the Board of Directors. Except for the initial Board of Directors named in the Articles of Incorporation, for purposes of this Article IV any and all persons shall become a Director in the following manner:

(a) such person(s) shall first be nominated by the Board of Directors or by a nominating committee formed for such purpose whose members shall be designated by the President (or if otherwise incapacitated, any other presiding officer); and

(b) second, upon submission of name(s) to the Board of Directors pursuant to Section 4.3(a), such names shall be voted upon and either approved for election to the Board of Directors effective as of a date to be fixed by the Board of Directors at the time of election, subject to the other conditions of election to office stated herein, or rejected, such election to be conducted in accordance with the provisions of this Article IV.

4.4 Tenure. The Directors constituting the initial Board of Directors are named in the Articles of incorporation and shall hold office until an Annual Meeting of the Board of Directors. Each Director elected at an Annual Meeting shall hold office for a term of two (2) years and until his or her successor shall have been elected or appointed and qualified, or until his or her earlier resignation, removal from office, or death. A Director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his or her predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors, but only for a term of office continuing until the next election of Directors by the Board of Directors.

4.5 Classification. The Board of Directors, by resolution passed by a majority of the whole Board, at any time or from time to time may determine that the then existing Directors shall constitute one class of Directors (the Even Year Class”) and the new Directors shall constitute another class of Directors (the ‘Odd Year Class”). In such event, the next Annual Meeting thereafter for the election of Directors who will be members of the Board shall be designated either as the Odd Year Class or the Even Year Class, depending upon their respective year of election. The size of the classes may be varied from time to time by the Directors. No decrease in number shall have the effect of shortening the term of any incumbent Director. Vacancies resulting from an increase may be filled by the Board of Directors (subject to Sections 4.3 and 4.4, above).

4.6 Presiding Officer. The President, or in his absence, the most senior Vice President present, in terms of tenure in office, shall preside overall Board meetings.

4.7 Compensation. No Director of the Corporation shall receive directly, or indirectly, any salary or compensation therefrom 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. The Board of Directors may provide by resolution, the time, place and date within or without the State of Georgia, for the holding of regular meetings without other notice than such resolution,

4.10 Special Meetings. Special meetings of the Board of Directors may be called by the President on not less than two (2) days notice by mail, telegram, cablegram, facsimile transmission or personal delivery to each Director and shall be called by the President or the Secretary in like manner and on like notice on the written request of any two (2) or more Directors provided that one of the Directors is also an Officer. Any such special meeting shall be held at such time and place as shall be stated in the notice of the meeting.

4.11 Notice, Waiver by Attendance. No notice of a meeting of the Board of Directors need be given to any Director who signs a waiver of notice before or after the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting or the manner in which it has been called or convened except when a Director states, at the beginning of the meeting, any such objection or objections to the transaction of business.

4.12 Quorum. At all meetings of the Board of Directors, the presence of a majority of the Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn from time to time until a quorum be had. Notice of the time and place of any adjourned meeting need only be given by announcement at the meeting at which adjournment is taken.

4.12 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 or

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. Any Director may be removed from office, with or without cause, 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.

## ARTICLE V

### Officers

5.1 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 offices, except that no person may hold the office of President and Secretary. Officers must be Directors.

5.2 Tenure. Each officer of the Corporation shall hold his or her office for the term of one (1) year for which he or she is elected or appointed, and until his successor has been duly elected or appointed and has qualified, or until his or her earlier resignation, removal from office or death. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

5.3 President. The President shall be the principal executive officer of the Corporation and will, subject to the control of the Board of Directors, in general manage, supervise and control the affairs of the Corporation. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, policies of insurance, contracts, investment certificates, or other instruments which the Board of Directors has authorized to be executed, except in cases where signing the execution thereof shall be expressly delegated by the Board of Directors the Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or

executed; and 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.

5.4 Vice Presidents. In the absence of the President, or in the event of his death or inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in order of election) 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. All Vice Presidents shall have such other duties as prescribed by the Board of Directors from time to time.

5.5 Secretary, The Secretary shall: (a) attend and keep minutes of all meetings of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws as required by law; (c) be the custodian of the corporate records and of the seal, and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office address and telephone number(s) of each Director which shall be furnished to the Secretary by such Director; (e) have general charge of the books and records of the Corporation; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

5.6 Treasurer. The Treasurer, unless otherwise determined by the Board of Directors, shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as selected by the Board of Directors; and (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

5.7 Assistant Officers The Assistant Vice Presidents, Secretaries, Treasures and Editors, in general, shall perform such duties as shall be assigned by the Vice President(s), Secretary or Treasurer, respectively. or by the President or by the Board of Directors.

5.8 Other Agents. The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office during the pleasure of the Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Board of

Directors may from time to time determine.

5.9 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

## ARTICLE VI

### Corporate Seal

The Corporation shall have a seal, circular in design, bearing the words:

BENGALI ASSOCIATION OF (3REATERATHANTA, NC.  
NONPROFIT CORPORATION  
GEORGIA

## ARTICLE VII

### Committees

7.1 Committees of Directors. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, including but not limited to an Executive Committee and a Nominating Committee, each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law. The Board of Directors may, by resolution adopted from time to time, establish the procedure for the nomination of candidates for Director by the Nominating Committee, subject to Sections 4.3 and 4.4, above.

7.2 Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal



## ARTICLE VIII

### Distribution and Disbursements

8.1 Determination of Effective Agencies and Means for Carrying out the Charitable Purposes of the Corporation. The Board of Directors shall gather and analyze facts and conduct such investigation and research as from time to time may be necessary or desirable in order to determine the most effective agencies and means for carrying out the charitable purposes and functions of the Corporation, and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Directors, including salaries for such professional and other assistance as it from time to time deems necessary or desirable, shall be directed to be paid so far as possible, first from any funds designated for such purposes, and any balance out of income of the funds of the Corporation or such of its principal as is not specifically restricted against such use.

8.2 Furtherance of Charitable Purposes. In furtherance of the charitable purposes and functions of the corporation, when needs therefore have been determined and with appropriate provisions to assure use solely for such purposes, the Board of Directors may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Directors can best carry out such purposes and functions or help create new qualified charitable organizations to carry out such purposes and functions

## ARTICLE IX

### Administrative Provisions

9.1 In General. The Corporation shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact That he is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no

reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself create a presumption that the person did not act in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

9.2 Conditions. Subject to the terms contained in the Articles of Incorporation, the Corporation shall indemnify' and hold harmless any person who was or is a part or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact he or she is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite The adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

9.3 Expenses Covered. To the extent that a Director, Officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 9.1 and 9.2 of this Article, or in defense of any claim, issue or matter Therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

9.4 Authorization. Except as provided in Section 9.3 of this Article and except as may be ordered by a court, any indemnification under Sections 9.1 and 9.2 of this Article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 9.1 and 9.2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by the firm of independent legal counsel then employed by the Corporation in a written opinion.

9.5 Prepayment. Expenses incurred in defending a civil or criminal action, suitor proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of any undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this section.

9.6 Other Rights. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights, in respect of indemnification of or otherwise, to which those seeking indemnification or advancement of expenses may be entitled under any resolution or agreement, either specifically or in general terms, approved by the affirmative vote of a majority of the members of the Board of Directors entitled to vote thereon taken at a meeting the notice of which specified that such resolution or agreement would be placed before the Board of Directors, both as to action by a Director, Officer employee or agent in his or her official capacity and as to action in another capacity while holding such office or position.

9.7 Insurance. To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Section 9.7.

9.8 Merger. For purposes of sections 9.1 and 9.2 of this Article, reference to the Corporation' shall include, in addition to the surviving or new Corporation, any merging or consolidating Corporation (including any merging or consolidating Corporation of a merging or consolidating corporation) absorbed in a merger or consolidation with the Corporation so that any person who is or was a Director, Officer, employee or agent of such merging or consolidating Corporation, or is or was serving at the request of such merging or consolidating Corporation as a Director, Officer employee or agent of another corporation, partnership, venture, trust or other enterprise, shall stand in the same position under the provisions or this Article with respect to the Corporation as he or she would if he or she had served the Corporation in the same capacity; provided, however, no indemnification under this Article as permitted by this Section shall be mandatory under this Section without the approval of such indemnification by the Board of Directors of the Corporation.

9.9 Continuance. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

## ARTICLE X

### 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 XI

### Fiscal Year

The fiscal year of the Corporation shall commence on January 1 of each year and end

on December 31, until otherwise determined by the Board of Directors.

## ARTICLE XII

### Miscellaneous

12.1 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.

12.2 Corporate Seal The corporate seal (of which there may be one or more exemplars) shall be in such form as the Board of Directors may from time to time determine.

12.2 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.

12.4 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.

12.5 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:

(a) The remainder of these Bylaws shall be considered valid and operative; and

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

12.6 Table of Contents; Headings. The table of contents and headings are for organization, convenience, and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.

12.7 Relation to Articles of Incorporation. These Bylaws are subject to, and governed by, the Articles of Incorporation.

## ARTICLE XIII

### Amendments

These Bylaws and the Articles of Incorporation may be amended from time to time by a two-thirds majority vote of the entire Board of Directors at any regular or special meeting called for the purpose of considering such amendment.

ARTICLE XIV

Tax-Exempt Status

The affairs of the Corporation at all times shall 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 XV

Adoption of Bylaws

The Bengali Association of Greater Atlanta, Inc. was organized under the laws 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 1999.

APPROVED:

BENGALI ASSOCIATION OF  
GREATER ATLANTA, INC.

Signed (Nita Bose)

By: Signed Malabika Bose  
Nita Bose. President

ATTEST:

Signed: Ashoke Sarker  
Secretary

[CORPORATE SEAL

