

BENGALI ASSOCIATION OF SOUTHERN CALIFORNIA BYLAWS

EIN # 95-3568482

Approved by the members on February 12, 2011

Article I: Name of Corporation

The name of this corporation shall be THE BENGALI ASSOCIATION OF SOUTHERN CALIFORNIA. It has been registered with the Secretary of the State of California and assigned entity number C1283687. Throughout this document the corporation shall be referred to as "BASC".

Article II: Offices

The principal executive office for the transaction of the activities and affairs of the corporation is located at an address designated by the Board of Directors, in the State of California. The Board of Directors may change the location of the principal executive office, and may at any time establish branch offices at any place where the corporation is qualified to do business.

Article III: Statement of Purpose

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for (public and charitable) purposes.

The purpose of this corporation is to nurture and promote the Bengali or Indian culture, language and religion by engaging in educational, religious, charitable activities such as:

1. BASC will nurture and promote the Bengali and/or Indian culture and language in Southern California, including conducting classes to teach the language and other cultural traditions.
2. BASC will observe and promote religious, traditional and cultural practices in Southern California. Notwithstanding any provision of this article, BASC will promote the inter-cultural and inter-faith understanding.
3. BASC will act as an agency to collect and transfer funds for humanitarian causes both inside and outside United States at the discretion of the Executive Committee. Notwithstanding any provision of these articles, BASC will not collect and/or transfer funds in contravention of U.S. statutory law.
4. BASC will provide a forum for exchange of ideas, information and mutual cooperation between similar organizations around the world.
5. BASC will attempt to construct and maintain a multi-purpose facility to provide a location to facilitate its mission.



This corporation is operated exclusively for charitable and educational purposes within the meaning of §501 (c) (3) of the Internal Revenue Code of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Bylaws, this corporation shall not engage in any activity or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried out by a corporation exempt from Federal Income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

Article IV: Limitations on Powers

Section 1: Political activity

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of any candidate for public office.

Section 2: Property

The property, assets, profits and net income are dedicated irrevocably to purposes set forth in the Articles of Incorporation and in these Bylaws. No part of the profits or net earnings of this corporation shall ever inure to the benefit of any of its Directors, trustees, officers, members, employees, or to the benefit of any private individual.

Section 3: Dissolution

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the payment of the debts, obligations and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).



Article V: Membership

Section 1: Determination and Rights of Members

The Corporation will have two classes of members, Regular Members and Honorary Members. Regular members are those persons as defined in Corporations Code 5056. Each qualifying person is entitled to one Regular Membership. Honorary Members are not members as defined in Corporations Code 5056; they do not have the power to vote. Honorary Members are individuals that in the opinion of the Board of Directors have performed services for the Corporation warranting their appointment as Honorary Members. Any subsidiary of the Corporation shall not be admitted to membership of the Corporation. A person defined in Corporations Code Section 5065 may not hold more than one membership in each class.

Section 2: Qualification of Members

Membership shall be open to any person or institution interested in BASC mission regardless of race, gender, nationality or religious belief.

Section 3: Admission of Members

1. General Members: Individuals and Families shall enroll as members of the 'General Body' by filling in membership forms, contributing an annual membership fee to BASC and by complying with the conditions set forth in the Bylaws. These members will be known as General Members. Amount of annual membership fee will be determined by the current Board of Directors.
2. Family Membership will consist of a maximum of two adult members (typically husband and wife) who will be treated as General Members.
3. Dependent Members are dependents of Family Member(s) and may include dependent children and parents. Dependent members are not considered as General Members for election and voting purposes; therefore, Dependent Members do not have the right to vote at any election, but enjoy all other benefits of BASC membership.
4. Honorary Members are persons who have performed distinguished services to BASC or to the Indian community in general. Honorary members will not pay any membership fee and will not have the rights to vote or hold office. An Honorary member should be nominated by an active BASC member and approved by the current BASC Board of Directors.

Section 4: Fees and Dues

1. General members are required to pay an annual membership fee. The annual membership



fee will be determined by the current Board of Directors and may vary from year to year. The annual membership will be valid from January 1 to December 31 of each year.

2. General membership may be of four types:
 - a. Family Membership,
 - b. Couple Membership,
 - c. Individual Membership, and
 - d. Honorary Membership.
3. Family Membership will consist of a maximum of two adult members (typically husband and wife) who will be General Members. All other members of a family including children will be treated as Dependent members as per section 3.3.
4. Couple Membership will consist of a two adult members (spouses or significant others).
5. A single person who resides with a member family shall be considered a Dependent member of the family provided he/she is under the age of 21 or financially dependent on the family.
6. A family membership will include a maximum of four (4) adults (including parents of members). Additional adults of a family will incur additional membership dues as determined by the Board of Directors.
7. Couples without children or other relatives will be treated as Family Members and pay the same membership dues as other Family Members.
8. Individual membership will include a single member. Individual Membership fee will be less than Family Membership fee.
9. Honorary Members are not required to pay membership fee.
10. Students: Current students of schools and colleges with a valid student ID can participate in BASC events. Students do not pay any annual membership fee and are not treated as General Members for the purpose of voting or election.
11. Non-members may participate in religious and cultural activities and ceremonies, and volunteer work. Non-members may also make financial contributions to BASC. Non-members are not part of the General Members and do not have rights to vote in BASC elections or hold office. Non-members, include, but are not limited to, students or visitors.

Section 5: Duties

Every General Member has an obligation to abide by the Articles and Bylaws of BASC. All General Members are expected to volunteer for various BASC activities as and when needed.

Section 6: Privileges

1. All General Members shall have the same privileges, duties, and obligations including eligibility to nominate candidates and vote in an election. They shall observe the Articles of Incorporation and Bylaws of BASC. For family membership, the eligibility to run for an elected office is limited to one General Member at a time (either the husband or the wife).
2. All General members and Students may attend any BASC event free of cost with the exception of Durga and Laxmi Puja and other ticketed fund raising events.



3. Membership dues must be paid by May 31 of every fiscal year to enjoy member benefits. A late charge may be imposed after May 31.

Section 7: Number of Members

There is no limit on the number of members the corporation may admit.

Section 8: Membership Book

The Corporation shall keep a membership book, on paper or in electronic format, containing the name and address of each member. Termination of membership of any member shall be recorded in the book together with the date of termination of such membership. Such book shall be kept in the Corporation's principal office.

Subsection A: Inspection Rights of Members-Demand

Subject to the Corporation's right to set aside a demand for inspection pursuant to Corporation's Code Section 6331 and the authority of the Court to limit inspection rights pursuant to Corporation's Code 6332, and unless the Corporation provides a reasonable alternative as permitted by these Bylaws, a member satisfying the qualifications set forth may do either or both of the following:

1. Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five business days prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested; or
2. Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand must state the purpose for which the list is requested. The membership list will be available on or before the later of 10 business days after the demand is received, or after the date specified in the demand as the date as of which the list is to be compiled.

Subsection B: Members Permitted to Exercise Rights of Inspection

The rights of inspection set forth in these Bylaws may be exercised by the following: Any member in good standing, for a purpose reasonably related to that person's interest as a member;

Subsection C: Alternative Method of Achieving Purpose



The Corporation, within 10 business days after receiving a demand for inspection from a member in good standing pursuant to these Bylaws, may either deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand will be deemed reasonable, unless within a reasonable time after acceptance of the offer the Corporation fails to affect the alternative method. Any rejection of the offer must be in writing and indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to the bylaws.

Section 9: Non liability of Members

A member of this Corporation is not as such personally liable for the debts, liabilities or obligations of the Corporation.

Section 10: Non transferability of Membership

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's dissolution, death or termination of membership.

Section 11: Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

1. Upon his or her notice of termination delivered to the president or secretary of the Corporation personally or by certified mail, such membership shall terminate upon the date of delivery of the notice.
2. Upon failure to renew his or her membership within 30 calendar days of the due date. Note: The member may renew membership by paying the entire delinquent amount at a later date subject to approval by the Board of Directors. A late payment penalty may be applied by the Board in event of such delinquency.
3. Upon the death of an individual member.
4. Upon the dissolution of a member, if the member is an organization.
5. After providing the member with reasonable written notice and opportunity to be heard either orally or in writing, upon determination by a committee composed of members of the board of directors that the member has engaged in conduct materially and seriously prejudicial to the interests and purposes of the Corporation.

The termination procedures require:



- A. A written notice to be given personally or sent by registered mail to the last known address of the member as shown on the records of the Corporation at least 15 days prior to the termination hearing date stating the reasons for termination.
- B. The member being terminated shall have the right to be heard either in person (orally) or in writing at least 5 days before the effective termination date.
- C. The hearing must be conducted at by a committee composed of the President, Secretary and Treasurer. If the named officers are not available then they may designate another board member to replace them on the committee. The hearing will be presided over by the President of the Corporation, or his/her designee, who will perform the following duties:
 - i. Read the charges against the member,
 - ii. Require the charges be verified by the testimony of the person or persons making them,
 - iii. Hear any other witnesses against the member,
 - iv. Allow the member to cross examine each witness following the testimony of that witness,
 - v. All the member to make a statement in his/her own behalf,
 - vi. Allow the member to call witnesses in his or her own behalf,
 - vii. All the members of the committee conducting the hearing to question the witnesses after they have been questioned by the member.

The committee conducting the hearing will conduct the hearing in good faith and in a fair and reasonable manner. The committee has the exclusive power and authority to decide that the proposed termination not take place.

All rights of a member in the Corporation shall cease on termination of membership as provided in these bylaws.

Section 12: Member Meetings

Subsection A: Regular Meetings

Regular meetings of the members shall be held at least every year during the Saraswati Puja Festival or on a suitable date in the month of January or February. This meeting will be called Annual General Body Meeting (AGBM). Annual Financial report must be presented in AGBM.

Subsection B: Special Meetings of Members

Special meetings of members for any lawful purpose may be called by the board, the president, or such other persons, if any, as are specified in the bylaws. In addition, special meetings of members for any lawful purpose may be called by 5 percent or more of the members.



Subsection C: Notice

Regular meetings may be held without notice if the time and place of the meetings are fixed. If the regular meeting is not fixed, then notice of the member meeting shall be given to all members at least fifteen (15) days before the member meeting. Notice of special meetings of the Board shall be sent to each Director not less than forty-eight (48) hours prior to the meeting if delivered by hand, or by telephone, by fax or ten (10) days prior to the meeting if sent by first-class mail and not more than thirty (30) days before the special meeting. Notice shall state the purpose, the time and the place of the special meeting.

Subsection D: Waiver of Notice

Notice of a meeting need not be given to any member who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approval shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting without protesting before or at its commencement the lack of notice to such Director.

Subsection E: Quorum

A quorum shall consist of twenty-five (25%) of the voting members of the Corporation. For meetings where advance notice is given, response to the notice by mail, email or other electronic means shall be used for establishing quorum.

Subsection F: Voting

Each member present at a meeting shall be entitled to cast one (1) vote on any subject presented for consideration. All matters shall be decided by a vote of a simple majority of the members attending a meeting where a quorum is present.

Subsection G: Place of Meeting

Meeting of the Members shall be held at the principal office of the corporation or at such other place as has been designated by the Board. In the absence of any such designation, meeting shall be held at the principal office of the corporation. Any meeting may be held by conference telephone or similar communication equipment, so long as all members participating in the meeting can hear one another, and all such members shall be deemed to be present in person at such meeting.



Subsection H: Adjournment

A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Subsection I: Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the members who were not present at the time of the adjournment.

Subsection J: Action without Meeting

Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the members. Such written consent or consents shall be filed with the minutes of the proceedings of the members.

Subsection K: Action by Written Ballot

Except as otherwise provided under the Articles of Incorporation, these bylaws or provisions of California law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes written ballots to each member entitled to vote on the matter. The ballot shall:

1. set forth the proposed action,
2. provide an opportunity to specify approval or disapproval of each proposal,
3. indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted,
4. specify the date by which the ballot must be received by the Corporation to be counted. The date set shall afford the member a reasonable time within which to return the ballots to the Corporation, and
5. be mailed or delivered in the manner required for giving of notice of membership meetings as specified in these bylaws.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

Subsection L: Conduct of Members meetings



Meetings of members shall be presided over by the President of the Board, or if there is no President or the President is not available then by Vice President; if there is no Vice President, then by the Treasurer or in the absence of these persons by a chairman chosen by the majority of the voting members present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of members, in his/her absence any of the other officers shall act as Secretary for the members meetings.

Meetings shall be governed by Roberts Rules of Order, as such may be revised from time to time, so long as Roberts Rules of Order do not conflict with the Articles of Incorporation, these bylaws or any provision of California law.

ARTICLE VI: Board of Directors

Section 1: Powers and Board Action

The Board of Directors has the formal legal responsibility to manage the corporation, to conduct its business, subject to the California Nonprofit Public Benefit Corporations Law. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board of Directors.

Section 2: Specific Powers

Without prejudice to the Board's general powers, but subject to the same limitations, the Directors shall have the power to:

1. Appoint and remove, at the pleasure of the Board, all officers, agents and employees of the corporation; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties;
2. Change the principal office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting, including annual meetings;
3. Adopt and use a corporate seal and alter its form; and
4. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the purposes of the corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

Section 3: Authorized Number of Directors



The Board shall consist of no fewer than nine (9) and no more than Eleven (11) Directors, unless otherwise changed by amendment to these Bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the Board. The authorized number of Directors can be changed by resolution of the Board members, provided that no reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires. At least 20% of all Board member positions must be filled by women members.

Section 4: Term of Directors

The Board members shall serve for three (3) year terms. They can serve a maximum of two (2) consecutive three (3) year terms in the same capacity.

Section 5: Initial Directors

The initial Board members shall be elected by the incorporator(s) named in the corporation's Articles of Incorporation.

Section 6: Subsequent Directors

At the expiration or earlier termination of the terms of office of the initial Directors, their successors shall be chosen by a simple majority vote of the Members.

Section 7: Qualifications of Directors

To be a director of the board all of the following qualify criteria have to be met:

1. The individual is a member in good standing with the organization for a minimum of 1 year, meaning that they have paid their dues, and any fees or assessments; and
2. The individual is willing to abide by the Article of Incorporations, Bylaws and all rules of conduct, ethics and guiding principles established by the organization; and
3. The individual is 18 years or older.
4. The candidates for President, the Vice President, the Secretary and the Treasurer must be members of BASC for at least three years prior to holding office.
5. The President should have served as a member of the BASC Board of Directors in the past.

Section 8: Leave of Absence

Directors must request a leave of absence, for no more than 30 days, in writing. Leave is subject to Board approval.



Section 9: Resignation

Any director may resign at any time after delivering a written resignation to the President or the Secretary.

Section 10: Removal

Any Director may be removed with or without cause at any time by the affirmative vote of a majority of the Directors of the corporation present at a meeting of the Directors, the notice of which shall have specified the proposed removal. Without limiting the board's ability to remove a director with or without cause at any time, but for illustration purposes the following examples are given:

1. Failing to fulfill its responsibilities to the organization, including but not limited to a director's failure to:
 - a. follow the organization's code of conduct,
 - b. fulfill their duties as a director,
 - c. failure to participate or contribute to the organizational activities, or
2. Engaging in any unlawful, dishonest or, disruptive behavior to the organization,
3. Failing to maintain its duty of loyalty or fiduciary responsibilities to the organization,
4. Engaging in any activity that jeopardizes the financial security or the reputation of the organization,
5. Any Director who misses three (3) consecutive meetings, without a satisfactory excuse to the Board, may be removed by the affirmative votes of a majority of the Directors present at a meeting where a quorum is present. Written notice and a hearing shall be given to the Director being removed.

Section 11: Vacancies

A vacancy on the Board of Directors shall exist on the occurrence of any of the following:

1. The death or resignation of any Director;
2. The removal of a Director by the Board for missing more than three consecutive meetings without a satisfactory excuse such as an illness, vacation, family emergency, etc.;
3. The expansion of the authorized number of Directors in accordance with these Bylaws;
4. The declaration by resolution of the Board of a vacancy of the office of a Director who has been declared of unsound mind by an order of the court.

All vacancies, except vacancies for President and Secretary, shall be filled by a majority vote of the Board appointing a new Director who shall hold office for the remainder of the unexpired term. An election must be conducted for vacant position of President or Secretary within 90 days from the date of vacancy.



Section 12: Board Meetings

Subsection A: Regular Meetings

Regular meetings of the Board shall be held each alternate month for a minimum of 6 meetings per calendar year.

Subsection B: Special Meetings

Special meetings shall be held at any time when called by the President, Treasurer, Secretary or any two Directors.

Subsection C: Notice

Regular meetings may be held without notice if the time and place of the meetings are fixed. Notice of special meetings of the Board shall be sent to each Director not less than forty-eight (48) hours prior to the meeting if delivered by hand or by telephone, by fax or four (4) days prior to the meeting if sent by first-class mail. Notice shall state the purpose, the time and the place of the meeting.

Subsection D: Waiver of Notice

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approval shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting without protesting before or at its commencement the lack of notice to such Director.

Subsection E: Quorum

At any meeting of the Board the presence of the simple majority of the duly elected Directors, shall be necessary and sufficient to constitute a quorum.

Subsection F: Voting

Each Director present at a Board meeting shall be entitled to cast one (1) vote on any subject presented for consideration. All matters shall be decided by a vote of a majority of the Directors



attending a meeting where a quorum is present Votes can also be cast by email if the Directors cannot attend the meeting.

Subsection G: Place of Meeting

Meeting of the Board shall be held at the principal office of the corporation or at such other place as has been designated by the Board. In the absence of any such designation, meeting shall be held at any convenient location. Any meeting may be held by conference telephone, electronic video screen communication or electronic transmission by and to the corporation. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at the meeting as long as all members participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication constitutes presence in person at that meeting if both of the following apply:

1. Each member participating in the meeting can communicate with all of the other members concurrently.
2. Each member is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Subsection H: Adjournment

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Subsection I: Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of any adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Subsection J: Action without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Written consent can be in the form of properly authenticated emails. For the purposes of this Section only, "all members of the Board" shall not include Directors who have a material financial interest in a transaction to which the corporation is a party.



Section 13: Restrictions on Interested Directors

No director may be an interested person. An interested person is:

1. Any person being compensated by the corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and
2. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, daughter-in-law, son-in-law, mother-in-law, or father-in-law of any such person.

Section 14: Compensation

The Directors shall serve without compensation. The Board may authorize the payment by the corporation of the reasonable expenses incurred by the Directors in the performance of their duties.

ARTICLE VII: ELECTION OF BOARD OF DIRECTORS

Section 1: Frequency

Directors shall be elected by the General members either at a members meeting or by written ballot, to hold office for three (3) years. Each director, including a director elected to fill a vacancy or elected at a special members' meeting or by written ballot, shall hold office until expiration of the term for which elected, and until a successor has been elected and qualified, provided, however, a director's term shall not be deemed to have expired if the Corporation would be left without a duly elected director.

For each election a slate of open positions for Directors will be advertised. The nominee receiving the highest number of votes for each of the following four positions: President, Vice President, Secretary, and Treasurer shall be deemed elected to those offices. For other members of the board, nominees receiving the largest number of votes will be elected till all the open positions are filled.

Each voting member shall cast one vote, with voting held by ballot, which can be submitted electronically or on paper.

Section 2: Qualifications

To be a director of the board all of the following qualifying criteria have to be met:

1. An individual that is a member in good standing with the organization for at least 1 year, meaning that they have paid their dues, and any fees or assessments; and



2. An individual is willing to abide by the Articles of Incorporation, Bylaws, rules of conduct, ethics and guiding principles established by the organization; and
3. The individual is 18 years or older; and
4. The candidates for President, the Vice President, the Secretary and the Treasurer must be members of BASC for at least three years prior to holding office; and
5. The President should have served as a BASC Board of Director in the past

Section 3: Term of Office

The term of each Director shall be for three (3) years. There shall be a limit to the number of consecutive terms a Director may serve. The limit is two (2) consecutive terms.

The Board of Directors shall be divided into three groups designated: Group I, Group II and Group III.

1. Group I shall consist of one-third of the total number of authorized directors, whose initial term shall expire at the next ensuing annual meeting following adoption of these Bylaws; i.e., one (1) year.
2. Group II shall consist of one-third of the total number of authorized directors and whose initial term shall be two (2) years and which initial term shall expire one year after the expiration of the term of the initial Class I directors.
3. Group III shall consist of the remaining number of authorized directors whose term shall be three (3) years.

At each annual election held thereafter, the directors for each Group shall be elected for a full three (3) year term to succeed the directors of the Group whose term then expires. If the number of authorized directors is increased, the Board shall designate the Group(s) in which such director(s) shall be placed.

Section 4: Election Procedure

1. An election committee will be formed by the first week of October of each year or 90 days before the annual members' meeting at which elections will take place, whichever is later. The Compliance Committee will form the Election Committee to conduct the election.
2. The Election Committee is charged with developing and implementing the election process and establishing rules, so long as the election process and rules established do not conflict with any Federal or State Law.
3. Nomination for specific positions on the Board of Directors must be submitted in writing by filling out a nomination form distributed by the Election Committee. It should be seconded by at least one General Member.
4. If a candidate wants to accept a nomination, he/she must sign the nomination form indicating they accept to be a candidate for the Board of Directors.
5. Election will be by secret ballot, except when a member is uncontested.



6. Every General Member in good standing will be eligible to vote in the election.
7. The election committee will be responsible for tallying the votes and announcing the election results.
8. The election committee will automatically dissolve once it has announced the election results.
9. The Directors shall be classified into three groups for the purpose of providing, as nearly as numerically possible, for the election of one-third of the Board at each annual member meeting. Each group will consist of three (3) members.
10. If any annual member meeting is not held or the Directors are not appointed at a special member meeting, the Directors may be appointed at any meeting of the members. A Director may succeed herself or himself in office.

ARTICLE VIII: OFFICERS

Section 1: Terms of Office

The officers of the Board of Directors shall consist of

1. President,
2. Vice President,
3. Treasurer (Chief Financial Officer),
4. Secretary, and
5. Any other officers as the Board may designate by resolution.

Officers must be elected as members to the board and elected to their position as officers of the Corporation by the members for a term of three (3) years. The members will vote for one President, one Vice President, one Secretary, one Treasurer and seven (7) directors at large.

Section 2: Duties of Officers

1. President: The president of the Board shall:
 - a. Preside at all board meetings of the corporation;
 - b. Appoint any persons to committees necessary to carry out the executive function (with the advice and consent of the Board); and
 - c. Call special meetings of the Board for specific purposes.
2. Vice President, if any or President Elect: The Vice President of the Board shall:
 - a. Shall assist the President in all his/her duties and shall perform the duties of the President if the President is not available;
 - b. Shall work as liaison between Board of Directors and the Compliance committee.
3. Secretary: The secretary shall:
 - a. Keep permanent comprehensive records of the corporation, including list of members;
 - b. Record the minutes at each and every meeting, and prepare the said minutes for presentation and approval at the next regularly scheduled meeting; and
 - c. Handle any correspondence at the request of the Board or committee members.
4. Treasurer: The treasurer shall:



- a. Maintain all the financial books and records of the corporation, consistent with generally accepted accounting principles;
- b. Make regular financial reports to the Board at regular business meetings;
- c. Prepare and present summary financial report in the Annual General Meeting;
- d. Ensure that all disbursements of the corporation are signed by the treasurer, or executive director, or president or Director of Finance and Administration; and
- e. Ensure that all corporation funds are collected and disbursed appropriately.

Section 3: Removal and Resignation

Any officer may be removed at any time, either with or without cause, by the Board of Directors by absolute majority vote of the Directors at a duly held meeting of the Board, a quorum being assembled. Proper notice specifying the proposed removal shall be given prior to any meeting of the Board of Directors at which such removal shall be considered. Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance for such resignation shall not be necessary to make it effective.

Section 4: Vacancies

Any vacancy in an office may be filled for the unexpired portion of the term by the consent of a majority of the Board of Directors.

ARTICLE IX: STANDARD OF CARE

Section 1: General

A Director shall perform the duties of a Director, including duties as a member of any committee of the Board on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One or more officers or employees of the corporation whom the Director believes to be reliable and competent in the matters presented;
2. Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or



3. A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence, so long as in any such case, the Director acts in good faith, makes reasonable inquiry, and has no reason to believe that such reliance would be unwarranted.

Section 2: Loans

This corporation shall not make any loan of money to, or guarantee the obligation of, any Director or officer; provided, however, that this corporation may advance money to a Director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such Director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3: Right of Indemnity

To the full extent permitted by law, this corporation shall indemnify its directors, officers, employees and other persons described in Section 5238(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding", as that term is used in such Section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by such Section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporation Code.

1. Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporation Code, the Board shall promptly determine in accordance with Section 5238(e) of the Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met.
2. Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the corporation therefore.



Section 4: Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Director of the corporation against any liability asserted against or incurred by the Director in such capacity or arising out of the Director's status as such.

ARTICLE X: COMMITTEES

Section 1: General

The Board of Directors, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of one or more Directors, to serve at the pleasure of the board. Appointments to committees of the Board shall be by majority vote of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee, who may replace an absent member at any meeting. Any such committee, to the extent provided in the resolution of the Board, shall have all of the authority of the Board, except that no committee, regardless of Board resolution may:

1. fill vacancies on the Board or in any committee which has the authority of the Board;
2. establish or fix compensation of the Director for serving on the Board or on any committee;
3. amend or repeal Bylaws or adopt new Bylaws;
4. amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
5. appoint any other committees of the board or the members of these committees;
6. approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as such approval is provided for in Section 5233(d)(3) of the California Corporations Code.

There shall be two (2) standing committees comprising of General Members and members from Board of Directors:

- A. Fundraising Committee. This committee shall work on developing and implementing the organization's fundraising plan. The committee will recommend and oversee fundraising policies approved by the Board.
- B. Compliance Committee. This committee will ensure that the organization maintains its nonprofit and tax exempt status.

Duties and composition of the Compliance Committee is discussed under Article XVII.

Section 2: Meetings and Actions of the Committees

Meetings and action of committees of the Board shall be governed by, held and taken in accordance with, the provisions of Article VI of these Bylaws, concerning meetings and other action of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the Board or, if there is no



Board resolution, by resolution of the committee of the Board. Minutes shall be kept of each meeting of any committee of the Board and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws or in the absence of rules adopted by the Board, the committee may adopt such rules.

ARTICLE XI: FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end the last day of December of each year.

ARTICLE XII: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1: Deposit of Funds

All funds of the corporation not otherwise expended shall be promptly deposited in such banks, trust companies, credit unions or other reliable and insured depositories as the Board shall determine.

Section 2: Checks and Notes

All checks, drafts, endorsements, notes and evidence of debt shall be signed by the President, Vice President or Treasurer.

Section 3: Loans

No loans or advances or promises of payment shall be contracted or accepted on behalf of, or in the name of the corporation, except those contracts authorized by the Board.

Section 4: Contracts

The President may in the name of and on behalf of the corporation, enter into contracts which are authorized by the Board.

Section 5: Expenditures/Disbursements



The President or Treasurer may spend up to a maximum of \$500 over a 12 month period for emergencies without having prior approval of the Board. The Board must approve all expenditures/disbursements over \$500 dollars before expenses are accrued or checks are issued. All emergency expenses made without the Board's prior approval must also be approved by the Board within 30 days of incurring the expense, irrespective of the amount of expenditure. All approvals or disapprovals of expenditures or disbursements shall be recorded in the official minutes of the Board meetings.

Section 6: Funds for BASC facility/Capital Campaign

A minimum of 12% of the gross annual funds collected, except Membership Fees, shall be set aside for a BASC facility/BASC Capital Campaign and the funds will be maintained in a separate bank account to be spent on the expenses related to the acquisition, rehabilitation, construction, or maintenance, of a BASC facility, including but not limited to real estate fees, attorney fees, architect fees, engineering fees, escrow and title fees, purchase price, general contractor, insurance, bonds. All contributions or income specifically designated for BASC facility / BASC Capital Campaign shall not be considered as part of gross annual income for BASC.

ARTICLE XIII: CORPORATE RECORDS, REPORTS, AND SEAL

Section 1: Maintenance of Corporate Records

The corporation shall keep at its principal office:

1. Minutes of the meeting of Directors and Board committees, indicating the time and place of such meetings, how called, the notice given, the names of those present, and the proceedings thereof.
2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, contracts, gains and losses.
3. A record of Directors indicating their names and addresses.
4. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date.
5. All such books, records, minutes, lists, contracts and documents shall be made available for inspection, with proper prior notice, at any reasonable time during usual business hours, by any Director or Member of the corporation, or any duly authorized representative thereof, for any lawful purpose.

Upon leaving office, each Director, officer or agent of the corporation shall turn over to his/her successor, or the President, in good order, such monies, books, records, minutes, lists, documents, contracts of other property of the corporation as have been in the custody of such individual during his/her term of office.



Section 2: Annual Report

An annual report may be prepared and furnished to each of the Directors and Members within 120 days after the end of this corporation's fiscal year. Such report shall contain in appropriate detail the following information:

1. The assets and liabilities, including the trust funds, of the corporation at the end of the fiscal year;
2. The principal changes in assets and liabilities, including the trust funds, during the fiscal year;
3. The revenue and receipts of the corporation both unrestricted and restricted to particular purposes, for the fiscal year;
4. The expense and disbursements of the corporation, for both the general and restricted purposes, during the fiscal year; and
5. Any information required by California Corporations Code §6322 concerning certain self-dealing transactions involving more than \$50,000 or indemnification involving more than \$10,000, which took place during the fiscal year.

The annual report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE XIV: DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and those purpose permitted under the California Nonprofit Public Benefit Corporation Law and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director or officer thereof or to the benefit of any private person. Upon dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and those purposes stated in the Articles of Incorporation and these Bylaws and which has established its tax exempt status under §501 (c) (3) of the Internal Revenue Code.

ARTICLE XV: CONFLICT RESOLUTION

If conflicts arise between Directors, or between staff, every effort shall be made to equitably resolve such disputes by the Compliance Committee. If unable to resolve such disputes internally, a community mediation service shall be contacted and brought in to help resolve the conflict. If the mediation effort fails, the corporation shall try arbitration.

ARTICLE XVI: CONFLICT OF INTEREST POLICY



Section 1: Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's ("Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

Subsection A: Interested Person

Any director, principal officer, or member of a committee with powers delegated by the governing board, who has a direct or indirect financial interest, as defined below, is an interested person.

Subsection B: Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Subsection C.2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Subsection C: Procedures

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave



the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:
 - a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.
4. Violations of the Conflicts of Interest Policy:
 - a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 - b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Subsection D: Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.



Subsection E: Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Subsection F: Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Subsection G: Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Subsection H: Use of Outside Experts

When conducting the periodic reviews as provided for in Article XV, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.



ARTICLE XVII: COMPLIANCE COMMITTEE

The Corporation will have a Compliance Committee. Compliance Committee members shall be current General Members of the Corporation.

Section 1: Qualifications

To be a Compliance Committee member of the corporation, all of the following criteria have to be met:

1. The individual is concerned or interested in mission of the organization.
2. The individual agrees in writing to fulfill its responsibilities to the organization, including following the Articles of Incorporation, Bylaws, code of conduct, fulfilling the duties of an advisory council member, promoting the organization, participating and contributing in a positive manner in organizational activities.
3. The individual has been a member in good standing with the organization for at least five (5) years.

Section 2: Termination or Removal of Compliance Committee Member

A member of Compliance Committee can be removed by a majority vote of the rest of the Compliance Committee members. In case of a tie, the VP or President of the Board will exercise the tie breaking vote.

In case the Board wishes to remove and replace multiple (or all) members of the Compliance Committee, the matter will be referred to the General Body and the Board will need to obtain written or electronic consent from more than 50% of the voting members.

Section 3: Duties and responsibilities of Compliance Committee Members

1. The Compliance Committee will act as an oversight and consulting body for the Board.
2. Compliance Committee will not directly interfere with day to day activities of the Corporation in any manner.
3. The Compliance Committee will ensure that the Board works within the boundaries of Corporation Constitution and By Laws; and future amendments to the By Laws. The Compliance Committee will also ensure that all State and Federal regulations are observed by the Corporation.
4. The Compliance Committee will arrange to perform at least one audit in a year to ensure compliance with Corporation Constitution and By Laws. The Compliance Committee will notify the Board of its findings, if any, and suggest ways to correct the same.
5. In case of any crisis between the Board and one or more General Members of the Corporation; or among members of the Board; the Compliance Committee shall act as mediator to resolve the



- dispute at the request of the majority of the members of the Board. In such cases the Compliance Committee's decision would be binding on all parties.
6. The Compliance Committee will supervise transition of responsibilities between successive Boards and will conduct the election process at the end of a Board's tenure.
 7. Members of the Compliance Committee will be nominated by a selection panel appointed by the current Board. There will be no election for Compliance Committee positions.
 8. There will be five (5) members of the Compliance Committee. The immediate past president of Board shall become ex officio member of the Compliance Committee for the entire tenure of the current President.
 9. If the immediate past president is unavailable or unwilling to serve in the Compliance Committee, the Board will designate a member of the past Board to fill this position.
 10. Out of other four Compliance Committee members, initially two members will be nominated for a period of three (3) years and the other two members will be nominated for five (5) years. After the initial three years, two Compliance Committee members will be nominated to serve for a period of five (5) years in every alternate year.
 11. The Compliance Committee will not directly interact with General Members without specific approval of the current Board.
 12. Compliance Committee members are not eligible to run for office in Board elections.
 13. While the Compliance Committee members are eligible to vote in Elections as General Members, they may not nominate any candidate, or actively support or show any preference to a specific candidate during the election process.

ARTICLE XVIII: AMENDMENT

These Bylaws may be adopted, amended, or replaced by a majority vote of the Board of directors and Compliance Committee at a duly called Board meeting where adequate notice was given. However, if proposed amendments include certain provisions as stated in the California Public Benefit Corporation's Law concerning membership interests, or if proposed amendments somehow affects rights or interests of General members, then the majority of the Members must vote to amend or replace the bylaws. Such provisions include, but are not limited to, merger, dissolution, election, and rights and duties of General Members.



ARTICLE XIX: ADOPTION OF BYLAWS

We, the undersigned, are the current Directors of the Bengali Association of Southern California, a California Non Profit Public Benefit corporation, and do hereby adopt by unanimous written consent the foregoing Bylaws as the Bylaws of this corporation.

Dated: February 12, 2011

Soumya K Mukherjee, President

Mitra Nag, Vice President

Tridivesh Kidambi, Secretary

Subhra Banerjee, Treasurer

Amit Ganguly, Director

Siddharth Dasgupta, Director

Soma Prasad, Director

Rangan Ganguly, Director

Shukla Sarkar, Director

Saikat Chakraborty, Director



CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting Secretary of Bengali Association of Southern California, a California public benefit corporation, and the above Bylaws, consisting of 29 pages, are the Bylaws of this corporation as adopted at the Annual General Meeting and the Board of Directors on February 12, 2011, and that they have not been amended or modified since that date.

DATE: February 12, 2011 Executed at Duarte, (City) California (State).

Tridivesh Kidambi, Secretary