



## BENGALI ASSOCIATION OF SOUTHERN CALIFORNIA

A Non Profit Organization Tax I.D. # 95-3568482  
Mailing Address: 8840 E Heatherwood Rd, Anaheim Hills, CA 92808  
Phone 949-363-7384, Fax 714-963-5726

# Constitution and By-Laws

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**VERSION 1.1 / JANUARY 11, 2009  
LOS ANGELES, CALIFORNIA**



## **Bengali Association of Southern California (BASC)**

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8840 E Heatherwood Road, Anaheim Hills, CA 92808  
email: [info@basconline.org](mailto:info@basconline.org)

### **ARTICLE I - NAME**

The name of the organization shall be “Bengali Association of Southern California” herein after referred as “BASC”. This association is established as a non-profit charitable, religious, educational organization. BASC is a California Nonprofit Corporation and is being operated exclusively within the terms and conditions of Section 501(c)(3) of the U.S. Internal Revenue Service Code or their successors, as it may be amended from time to time.

BASC is registered with the State of California as “Bengali Association of Southern California”, “Bengali Association of California” and “Southern California Bengali Association”.

### **ARTICLE II- LOCATION**

The principal office of BASC shall be located in the counties of Southern California.

### **ARTICLE III - MISSION**

The mission of BASC is to promote and contribute to the religious, charitable, and educational activities including inter-faith understanding. In addition, BASC nurtures and promotes cultural and socio-religious activities catering to the Bengali and/or the Indian community inside or outside the USA.

### **ARTICLE IV- OBJECTIVES**

- 4.1 BASC will operate as a religious, charitable, and educational California Nonprofit organization within the terms and conditions of Section 501(c) (3) of the U.S. Internal Revenue Service Code or their successors, as it may be amended from time to time.
- 4.2 No substantial part of BASC’s activities shall consist of propaganda, or to otherwise influence legislation, and BASC shall not participate or intervene in any political campaign on behalf of any candidate for public office, including publication or distribution of political statements.
- 4.3 No part of the net earnings of BASC shall ever inure to, or be for the benefit of, or be distributable to, its members, trustees, officers or other private individuals. The



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Executive Committee of BASC shall, however, be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the specific purposes for which it was formed in conformance to its non-profit exempt status.

- 4.4 Notwithstanding any provision of these articles, BASC shall not engage in any activity not permitted under the statutes for:
- a. an association exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Service Code of 2008, or the corresponding provision of any future United States Internal Revenue Law, or
  - b. an association to which contributions are deductible under section 180 9 (c) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.
- 4.5 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.
- 4.6 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.
- 4.7 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.
- 4.8 BASC will provide a forum for exchange of ideas, information and mutual cooperation between sister organizations around the world.
- 4.9 BASC will attempt to construct and maintain a multi-purpose facility to provide a location to facilitate its mission described in Article III.
- 4.10 BASC will create a Foundation dedicated to constructing such a facility, as well as to manage donations to charitable causes.



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## **ARTICLE V - MEMBERSHIP**

BASC Membership is open to any person or institution interested in the objectives described in Article IV above, regardless of race, gender, nationality or religious belief.

### ***Section 5.1 General Body***

- 5.2.1 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 this Constitution and Bylaws. These members will be known as General Members. Amount of annual membership fee will be determined by the current Executive Committee,
- 5.2.2 Family Membership will consist of a maximum of two adult members (typically husband and wife) who will be treated as General Members.
- 5.2.3 Dependent Members are dependents of a Family Member(s), including dependent children and parents. Dependent members are not considered as General Members for election and voting purposes but enjoy all other benefits of BASC membership.
- 5.2.4 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 Executive Committee.

### ***Section 5.2 Membership Dues***

- 5.2.1 General members are required to pay an annual membership fee. The annual membership fee will be determined by the current Executive Committee and may vary from year to year. The annual membership will be valid from January 1 to December 31 of each year.
- 5.2.2 General membership may be of four types: Family Membership, Individual Membership, Honorary Membership and Student Membership.
- 5.2.3 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 5.1.
- 5.2.4 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.



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- 5.2.5 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 Executive Committee.
- 5.2.6 Couples without children or other relatives will be treated as Family Members and pay the same membership dues as other Family Members.
- 5.2.7 Individual membership will include a single member. Individual Membership fee will be less than Family Membership fee.
- 5.2.8 Honorary Members will pay no membership fee.
- 5.2.9 Student Membership is open to current students of schools and colleges with a valid student ID. Student Members are not treated as General Members for the purpose of voting or election but enjoy all other benefits of BASC membership. Student Membership fee will be substantially less than Family or Individual membership fees.
- 5.2.10 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 Body and do not have rights to vote in BASC elections or hold office.

### *Section 5.3 Duties*

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

### *Section 5.4 Privileges*

- 5.4.1 All General Members shall have the same privileges, duties, and obligations including eligibility to nominate candidates and vote in an election and/or on resolutions. They shall observe the Constitution and Bylaws of BASC. For family membership, the eligibility to run for an elected office is limited to one General Member (either husband or wife).
- 5.4.2 All General Body members, Honorary members, Dependent members and Student Members may attend any BASC event free of cost with the exception of Durga and Laxmi Puja and other ticketed fund raising events.
- 5.4.3 General Members may pay subsidized donations for the Durga and Laxmi Puja events.
- 5.4.4 Membership dues must be paid by March 31 of every fiscal year to enjoy member benefits. A late charge may be imposed after March 31.



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### **ARTICLE VI – EXECUTIVE COMMITTEE**

- 6.1 The administration of BASC shall be run by an Executive Committee consisting of a President, a Vice President, a Secretary, a Treasurer, and six (6) members-at-large.
- 6.2 The Executive Committee shall be assisted by an Advisory Board as described in article VII.
- 6.3 The President, the Vice President, the Secretary and the Treasurer must be members of BASC for at least three years prior to holding office in the Executive Committee. At least one of them should have served in a previous BASC Executive Committee.
- 6.4 All other Executive Committee members must be BASC General Members for at least two years prior to joining the Executive Committee.
- 6.5 At least 20% of all Executive Committee positions shall be filled by women members.
- 6.6 On the election year, the Executive Committee shall be officially formed before the Annual General Body meeting, typically held on the day of Saraswati Puja in the month of January or February.
- 6.7 The Executive Committee shall hold office for a period of three (3) years.
- 6.8 The Executive Committee shall have overall responsibility for the functioning of BASC, including collection and disbursement of funds.
- 6.9 The Executive Committee shall meet, in person or via teleconference, at least twelve (12) times a year.
- 6.10 Any member of the Executive Committee may be removed from office if he or she fails to attend three consecutive Executive Committee meetings without notification. Such removal shall be effected by a majority vote in the Executive Committee.
- 6.11 An unexpected, mid-term vacancy for a BASC Executive Committee member will be filled by selection based on a majority vote within the Executive Committee. The member filling the vacancy will have to satisfy the eligibility criteria.
- 6.12 If the President is unable to finish his/her term, that position will be filled by the Vice President for the remainder of the term. Any other vacated office-bearer position, (e.g., Vice President, Secretary or Treasurer) shall be filled by election within the Executive Committee for the remainder of the term.
- 6.13 BASC Executive Committee shall inform the BASC General Members of any changes to the composition of BASC Executive Committee via mail or electronic mail.



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- 6.14 BASC Executive Committee shall make all documents available to the Advisory Board so that they can perform the audits and conduct election (see Article VII and Article IX).
- 6.15 All decisions taken by the Executive Committee will be democratically voted for and the decision of majority shall prevail. No one, including the President, will have any special “Veto” power or any special authority unless specifically granted by the Executive Committee.

### *Section 6.15 Duties of the Officers*

#### **6.15.1 The duties of the President of the BASC Executive Committee shall include:**

- a) Presiding over the General Body and Executive Committee meetings.
- b) Coordinating all activities of BASC in consultation with the Executive Committee
- c) Appointing sub-committees and designating their conveners with the consent of the Executive Committee, whenever deemed necessary.
- d) Representing BASC in public forums, as necessary.
- e) Representing BASC Executive Committee in the Board of Advisors’ meetings in absence of the Vice President.

#### **6.15.2 The duties of the Vice President of the BASC Executive Committee shall include:**

- a) Officiating as the President in the absence of the President.
- b) Assisting and advising the President in all activities.
- c) Ensuring that all BASC Activities are executed in conformance to the BASC constitution and by-laws.
- d) Representing BASC Executive Committee in Board of Advisors’ meetings, as necessary, and reporting back to the BASC Executive Committee

#### **6.15.3 The duties of the Secretary of the BASC Executive Committee shall include:**

- a) Officiating as the President and/or the Vice President in their absence.
- b) Coordinating activities of BASC in consultation with the President.
- c) Bearing responsibility for adequate publicity of BASC activities.
- d) Keeping accurate minutes of all meetings of the Executive Committee and maintaining all official and non-official records.



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### **6.15.4 The duties of the Treasurer of the BASC Executive Committee shall include:**

- a) Maintaining all financial records of BASC, including details of all fund collection and expenditure, for all projects undertaken by BASC Executive Committee.
- b) Operating a Bank account in the name of BASC in a bank decided by the Executive Committee.
- c) Issuing Checks bearing signatures of such persons as defined in article VIII (Disbursement and Expenditure), clause 2.
- d) Presenting annual financial reports to BASC members and interim up-to-date financial status of BASC every two months to the Executive Committee.
- e) Arranging for annual audit of accounts.
- f) Preparing and filing all taxes and tax-related documents with Federal and State Government agencies.

### **6.15.5 The duties of the Members-at-Large of the BASC Executive Committee shall include:**

- a) Coordinating the activities of BASC as a part of the Executive Committee
- b) Executing specific responsibilities assigned by the Executive Committee
- c) Communicating decisions taken by the Executive Committee to BASC members, as and when necessary.





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### **ARTICLE VII – ADVISORY BOARD**

- 7.1 The BASC Advisory Board will act as an oversight and consulting body for the BASC Executive Committee.
- 7.2 Advisory Board will not directly interfere with day to day activities of BASC Executive Committee in any manner.
- 7.3 The Advisory Board will ensure that the BASC Executive Committee works within the boundaries of BASC Constitution and By Laws; and future amendments to the By Laws. The Advisory Board will also ensure that all State and Federal regulations are observed by the BASC Executive Committee.
- 7.4 The Advisory Board will perform at least one audit in a year to ensure compliance with BASC Constitution and By Laws. The Advisory Board will notify the Executive Committee of its findings, if any, and suggest ways to correct the same.
- 7.5 In case of any crisis between the Executive Committee and one or more General Members of BASC; or among members of the Executive Committee; the Advisory Board shall act as mediator to resolve the dispute at the request of the majority of the members of the BASC Executive Committee. In such cases the Advisory Board's decision would be binding on all parties.
- 7.6 The Advisory Board will supervise transition of responsibilities between successive Executive Committees and will facilitate the election process at the end of an Executive Committee's tenure with the help of the BASC Vice President.
- 7.7 Members of the Advisory Board will be nominated by a selection panel appointed by the current Executive Committee. There will be no election for Advisory Board positions.
- 7.8 There will be five (5) members of the Advisory Board. The immediate past president of BASC Executive committee shall become ex officio member of the Advisory Board for the entire tenure of the current Executive Committee.
- 7.9 If the immediate past president is unavailable or unwilling to serve in the Advisory Board, the current Executive Committee will designate a member of the past Executive Committee to fill this position.
- 7.10 Out of other four Advisory Board 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)



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years. After the initial three years, two Advisory Board members will be nominated to serve for a period of five (5) years in every alternate year.

- 7.11 The Advisory Board will not directly interact with BASC General Members without specific approval of the current BASC Executive Committee.
- 7.12 In order to be eligible as an Advisory Board member, one must be an active BASC General member for a period of at least five (5) years and should have served in at least one (1) Executive Committee in the past. This person should also have thorough knowledge of BASC constitution and/or State and Federal regulations pertaining to non-profit organizations.
- 7.13 Advisory Board members are not eligible to run for office in BASC elections.
- 7.14 While the Advisory Board members are eligible to vote in BASC 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 VIII – Disbursement and Expenditure**

- 8.1 All funds collected by BASC shall be deposited in a bank approved by the Executive Committee.
- 8.2 The money shall be withdrawn from the bank only with the signature of any two of the following office bearers – President, Vice President, Secretary and Treasurer for an amount over \$250, unless the expenditure was pre-approved by the Executive Committee.
- 8.3 If any expenditure is pre-approved by the Executive Committee, the Treasurer or the President can withdraw the related funds from the bank. All such pre-approved expenditures must be included in the official Minutes of Meeting by the Executive Committee Secretary. The Secretary will also keep records of approval or disapproval of the Minutes of Meeting by individual executive committee members.
- 8.4 The President, or the Vice President, or the Secretary or the Treasurer may spend up to a maximum of \$250 for emergencies without specific approval of the Executive Committee. This expense must be submitted and approved by the Executive Committee at a later date for reimbursement.
- 8.5 A minimum of 12% of the gross annual fund collection will be set aside for the BASC Foundation (see article XI) every year.



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- 8.6 An Executive Committee will try to maintain the amount left by the previous Executive committee at the end of their term.
- 8.7 If for any reason this is not possible, the EC committee will explain the reason of non-compliance in the annual General Body meeting.
- 8.8 The BASC Treasurer will arrange for an annual audit of accounts by an external auditor, who may or may not be a BASC member.

### **ARTICLE IX – ELECTION/TERM OF OFFICERS**

- 9.1 All officers of the BASC Executive Committee shall be elected for a term of three (3) years. The officers will include: President, Vice President, Secretary, Treasurer, and six (6) Members at Large.
- 9.2 The BASC Advisory Board will form a formal Election Commission in consultation with BASC Executive Committee Vice President. One of the Election Commission members will be selected as the Convener of the Election Committee.
- 9.3 Members of the Election Commission shall not be part of the outgoing Executive Committee or candidates for the incoming Executive Committee. However, an Advisory Board member can serve in an Election Commission.
- 9.4 Members of the Election Commission must be BASC General Members for a consecutive two years prior to the election year, including the current year.
- 9.5 The Election Commission will automatically dissolve after the reporting the election results to the Advisory Board within seven (7) days after all votes are counted.
- 9.6 Election Commission shall be formed by the first week of October of the year preceding the election year, or before 90 days of the next General Body Meeting, whichever is later.
- 9.7 The BASC Executive Committee Vice President is responsible for announcing the names of the Election Commission members to BASC General Members via mail / email/ Web announcement.
- 9.8 The election of the BASC Executive Committee must take place by the first week of January of every election year. A new Executive Committee must be formed by the annual General Body meeting, typically held on the day of the Saraswati Puja in January / February.
- 9.9 The Convener of the Election Commission (or a designated member of the Election Commission) will formally announce the results of BASC Election during the General Body meeting. The outgoing Executive Committee will formally hand over the charge of running BASC activities to the incoming Executive Committee during the General



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- Body meeting.
- 9.10 Election shall be by secret ballot except when a member is uncontested.
- 9.11 Every General Member, as specified in Article V, Membership, will be eligible to vote in the election.
- 9.12 Nomination for a specific position in the Executive Committee must be submitted in writing by filling up a Nomination form distributed by the Election Commission. Nomination forms must be proposed by an existing BASC General Member and signed by the candidate.
- 9.13 The Election Commission, in consultation with BASC Advisory Board, can set up working rules for conducting the election in a specific year, as long as the rules do not violate provisions contained in article IV, Objectives; Article VI, Executive Committee; Article V, Membership; or Article IX, Election/Term of Officers
- 9.14 In case of a tie for one or more positions, the Election Commission will decide on a re-election procedure for these positions.

### **ARTICLE X – MEETINGS**

- 10.1 The BASC Executive Committee must meet at least 12 times among themselves (Internal EC Meetings) and call for at least one General Body Meeting (GB Meeting) during a calendar year.
- 10.2 Internal EC meetings may be held in person or via teleconference.
- 10.3 The quorum of Internal EC meetings shall be forty percent (40%) of the Executive Committee members.
- 10.4 The BASC Executive Committee Secretary will prepare the agenda and minutes of all Internal Meetings. The Secretary will keep the records of these meetings on paper or in digital format.
- 10.5 At least one GB Meeting will be held in January / February of each year.
- 10.6 The quorum for GB meetings will be one fourth (1/4 or 25%) of the BASC General Body.
- 10.7 At least fifteen (15) days of notice must be given to all General Members prior to annual GB meetings by the BASC Executive Committee Secretary.
- 10.8 Any BASC General Member may call for an Emergency GB meeting with written consent of at least fifty percent (50 %) of General Members. Requests for such meetings shall be submitted to the Advisory Board.



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- 10.9 The Secretary of the BASC Executive Committee shall call an Emergency GB meeting with a minimum of ten (10) days' notice to General Members.
- 10.10 All General Members are entitled to be notified of and to vote at a General Body meeting. In any General Body meeting, each General Member is eligible to vote in person on any amendment to the Bylaws, petition, resolution or review. A General Member may also vote by a written proxy submitted to the Secretary on or before the day of the General Body meeting
- 10.11 If an announced meeting cannot be held due to a lack of quorum as explained in subsection 10.6, a temporary adjournment of the meeting may be implemented by the President of the BASC Executive Committee, to a day within thirty days of the first meeting and with not less than ten days notice given to the General Members. If a quorum cannot be achieved on the second attempt, any majority decision, as appropriate, of the General Members present in the second meeting shall be accepted as the outcome.

### **ARTICLE XI – AMMENDMENTS TO THE CONSTITUTION AND BY LAWS**

- 11.1 Amendment to the articles of the BASC Constitution and/or By Laws may be proposed by the BASC Executive Committee or submitted to the Secretary of the BASC
- 11.2 Proposals for amendments shall be submitted for voting by the General Body at a duly held GB meeting called by the Executive Committee. Written proxies received by the Secretary will be counted towards the result.
- 11.3 Amendments to the articles shall require approval from 51% of the General Members (including written proxies) at a duly held General Body meeting. In case an amendment fails to secure 51% majority approval in a General Body meeting, the Executive Committee may refer the matter back to the General Members for further discussion and reconsideration. If the second General Body meeting still fails to approve the proposed amendment, such amendments would be considered rejected and shall not be brought to the General Body meeting for consideration for at least one full year.
- 11.4 Once approved by the General Body, amendments to the Constitution and Bylaws shall become immediately effective.
- 11.5 Any Amendment to BASC Constitution or By Law must be posted on the BASC Web site for unrestricted access by BASC General Members.



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### **ARTICLE XII- BASC FOUNDATION**

- 12.1 BASC shall officially form a non-profit foundation (BASC Foundation) for the purpose of procuring or constructing a facility for conducting BASC events; and for fundraising and donating to worthy charitable clauses.
- 12.2 The BASC Foundation will have By Laws of its own which will be separate from this Constitution and By Laws.
- 12.3 The BASC Foundation will be managed by a Committee separate from the BASC Executive Committee and BASC Advisory Board.
- 12.4 BASC Foundation is answerable to BASC General Body for its operations. The Foundation Board will conduct a General Body meeting of BASC General Members every year.
- 12.5 An Exploratory Committee shall be formed in January 2009 for developing the Constitution and By Laws of the BASC Foundation. The proposed BASC Foundation Constitution and By Laws must be ratified by the BASC General Members at a future General Body meeting.
- 12.6 Members of the first BASC Foundation Committee will be selected by a panel appointed by the current BASC Executive Committee. Thereafter the constitution of BASC Foundation will dictate the selection process of future Foundation Committee members.
- 12.7 The serving BASC Executive Committee President and Vice President, or their designee(s) shall be ex-officio members of the BASC Foundation Committee during their tenures.

### **ARTICLE XIII - INDEMNIFICATION**

The BASC organization shall indemnify any and all its members, trustees or officers, or former members, trustees or officers, or any person who may have served at its request, or by election as a member, trustee or officer of a member organization, against the expenses (including attorney's fees) actually or necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been member, trustee or officer, a former member, trustee or officer or person shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in the performance of duty, and to such matters as shall be settled by agreement.



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### **ARTICLE- XIV - DISCIPLINARY ACTION**

- 14.1 Disciplinary action may be taken against a member if such a member is deemed to have engaged in activities in violation of the Mission, Objectives or Bylaws of BASC.
- 14.2 These activities may include providing false information to BASC, vilifying or maligning BASC, its bodies or its membership, or financial activities aimed at individual benefit or misappropriation of or damage to BASC's assets.
- 14.3 In aforementioned cases the BASC Executive Committee will follow the steps outlined below:
  - a. Verbal counseling of the member(s)
  - b. Written reprimand and mandatory appearance in front of the BASC Executive Committee
  - c. Disciplinary action by the BASC Executive Committee, to include expelling the member from BASC.
- 14.4 The process can be modified without notice, at the discretion of the Executive Committee; based on the nature of the offense.

### **ARTICLE XV - ROBERTS RULES**

The latest edition of Robert's Rules of Order shall be in effect on all questions and procedures not specifically stated in these By Laws.

### **ARTICLE XVI – DISSOLUTION**

Upon dissolution of the corporation, the BASC Executive Committee shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of such corporation in such manner, or to organization or organizations organized exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organization under section 501 ( C )(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine.