

# BY-LAWS OF THE BENGALI ASSOCIATION OF NORTH CAROLINA

## ARTICLE I - THE MEMBERSHIP

There shall be three categories of membership:

1. Single or Individual Membership
2. Family Membership
3. Life Membership

A. SINGLE OR INDIVIDUAL MEMBERSHIP: A person 18 years of age or older, leaving alone and having no dependents living in the same household.

B FAMILY MEMBERSHIP: Persons living with his/her spouse with or without dependent children 17 years or younger.

C. LIFE MEMBER: Individuals or Family members who have made a one time membership payment for life time membership status. This membership shall cover all dependent children and parents living with life members.

Membership Dues and Voting Rights: The annual and Life membership dues shall be established by the General Body. With the exception of Life members, all membership dues are paid annually at the beginning of the calendar year to maintain currency for the year. All members in good standing will have equal voting rights. To be eligible for nomination and voting, members must be in good standing on August 30th and September 30th respectively, of each election year.

## ARTICLE II - OFFICERS OF BANC

### A. The Executive Committee:

The executive committee shall have eleven (11) members as follows: President, Vice-President, Treasurer, General Secretary, Cultural Secretary and six (6) Members-at-large. For the positions of Members-at-large, preference to be given to elect members from those regions of the state that remained unrepresented by the five designated members.

### B. Term of Office:

SECTION 1: The term of office for the Executive Committee shall be two (2) calendar years with the provision of one additional term of two years if re-elected.

SECTION 2: No officer shall serve for more than two (2) consecutive terms of two years in the same position, except as Members-at-large.

## ARTICLE III - RESPONSIBILITIES AND QUALIFICATIONS OF OFFICERS

To be nominated for office of the Executive Committee including the members-at-large, candidates must demonstrate active participation in the association for at least two (2) years.

**PRESIDENT:** The President shall be the chief executive officer of BANC, shall convene and preside at all General and Executive Committee meetings. He/she shall sign all instruments requiring his/her signature and shall perform all duties incident to his/her office and shall have such other powers and duties as may from time to time be assigned to him/her by the Executive Committee and/or the general membership of BANC.

To be nominated for presidency, a person should have at least two (2) years of experience as member of the executive committee, or any other committees and sub-committees.

**VICE PRESIDENT:** The Vice President shall assist the president in all his/her duties and shall perform president's duties in his/her absence.

To be nominated for Vice President, a person must have at least two (2) years of experience in any committee of BANC.

**GENERAL SECRETARY:** The Secretary shall be responsible for keeping the minutes of the meetings of the Executive Committee and the General Body; shall keep the membership list updated; shall serve all notices, via electronic mail, on behalf of the Executive Committee; shall have the charge of the minute books, correspondence files and related materials; and shall perform such other duties as may be prescribed by the Executive Committee. In the absence of the President and the Vice President, the Secretary may preside over a General or Executive Committee Meeting.

**TREASURER:** The Treasurer shall be responsible for the custody of all funds and financial and tangible assets of BANC; shall maintain banks accounts or other depositories as the Executive Committee may direct from time to time; shall maintain proper accounts of all receipts, receivables, payables and pay bills incurred by BANC activities as authorized by the executive committee, shall send out notices to members for membership dues. Treasurer shall strictly implement the fiscal management policies approved by the General Body and as required in the By-laws; make periodic and annual financial reports to the Executive Committee and the General Body. If and when required, shall sign or countersign such instruments that require his/her signature; shall be responsible for carrying out the annual financial audits by qualified auditors and disclose such audit reports to the General Body annually, and shall perform all duties incident or that are properly required of him/her by the Executive Committee.

**CULTURAL SECRETARY:** The Cultural Secretary shall work with the cultural sub-committee and the Executive Committee in planning, organizing, promoting and offering all cultural events as prescribed by the Executive Committee.

**MEMBERS-AT-LARGE:** The members at large shall perform duties as prescribed and required by the Executive Committee and be responsible for communication within their regions and also for their communications to the main body.

#### **ARTICLE IV - RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE**

**SECTION 1:** The Executive Committee shall meet to transact business of the BANC called by the President or upon request, oral or written, directed to the President by at least three members of the Executive Committee. The notice for such a meeting shall be given at least three days before the holding of the meeting. The executive committee shall meet when necessary but no less than four times a year. The quorum for the Executive Committee Meeting shall be simple majority in attendance.

**SECTION 2:** The Executive Committee shall accept fees, solicit or receive gifts, grants, donations for the purpose of furthering the objectives of the BANC.

**SECTION 3:** Every member of the Executive Committee is in a fiduciary relation with BANC and is under an obligation to act in the utmost good faith and ethical standards in his/her dealings with BANC or on its behalf. The members must not act or enter into any sort of business relation for pecuniary gains or profits for self or for family members.

SECTION 4: The executive committee's activities and decisions must be transparent, open and well communicated to membership. Democratic principles and majority rules must prevail in the conduct of all business decisions.

SECTION 5: By accepting a membership in the Executive Committee, an officer is pledging that he/she shall strictly follow the letter and the intent of the BANC Constitution and its By-laws. The members must not be involved in activities which is contradictory or against the objectives or activities of BANC. Any significant departure from it could result in non-voluntary expulsion from the committee.

## **ARTICLE V - RESIGNATION OR EXPULSION**

SECTION 1: RESIGNATION: Any member of the Executive Committee may resign voluntarily at any time by giving written notice to the President with or without any cause. The president shall declare such resignation to the Executive Committee and the Membership.

SECTION 2: EXPULSION OR SUSPENSION: The Executive Committee shall have the power, by a two-thirds vote of the Executive Committee to suspend or expel any member for conduct detrimental to the interest of BANC. When requested, the affected member shall be provided with the opportunity to be heard by an independent panel of three members to be selected by the General Body within thirty days. The panel's decision to stay expulsion or reversal shall be final.

SECTION 3: If a member of the Executive Committee fails to attend three consecutive meetings of the Executive Committee without reasons satisfactory to the Committee, he/she may be asked to step-down from the Committee without prior notice.

SECTION 4: In the event a vacancy occurs for any reason, the Executive Committee may fill the vacancy by appointing any member of BANC to that office commencing the period when the vacancy occurred and continuing until the end of that calendar year. At the annual general body meeting the general body shall elect a new person following the nomination process. In case of the President's position being vacant, the vice president shall become the president for the rest of the two-year term.

## **ARTICLE VI - COMMITTEES AND SUB-COMMITTEES**

SECTION 1: The Executive Committee shall appoint standing sub-committees and when necessary ad-hoc committee(s).

Standing sub-committees shall be the following:

Cultural Sub-committee: Cultural Secretary and at least two members selected by the Executive Committee. The selected members will advise the cultural secretary in all cultural functions sponsored by BANC.

SECTION 2: Election Committee: This committee shall be a standing committee independent of the executive committee. Three persons shall be elected by the General Body in two-year election cycles. The members of the Election Sub-committee shall neither hold nor run any other office of BANC. The elected members of the committee will elect their Chairperson.

SECTION 3: Constitution Committee: Constitution Committee shall be formed, when required, by the General Body by electing three persons from the membership. The

elected members of the committee will elect their Chairperson. In case of resignation or otherwise, the executive committee may appoint member(s) to fill vacancy or vacancies.

## **ARTICLE VII - NOMINATION AND ELECTION OF OFFICERS**

SECTION 1: The members of Election Committee shall be elected in the annual General body meeting in the same cycle with the election of the executive committee and shall have a term of two years.

SECTION 2: The date of election shall be the date of Annual Meeting in December of each year. The election committee shall seek nominations for all open positions from the membership in early October of each election year. All nominations must be submitted to the nomination committee by the first week in November. The nominating committee may declare nominations to membership at least seven (7) days prior to election.

SECTION 3: The committee will determine the eligibility of nominees and ascertaining that nominees are willing to stand for office. The Election Committee shall present a slate of candidates of its choice for office bearers at the Annual Meeting, but will be required to present nominees not being included in the election committee's slate. The nomination may also be received from the floor. The voting may be held by show of hands but secret ballot must be used when two or more candidates compete for the same position.

SECTION 4: The chairperson of the election committee shall preside over the election. In absence of the chairperson, one of the other members shall preside. The election results shall be declared in the same meeting.

SECTION 5: Only members who have paid up the annual dues for Membership on or before August 30th will be eligible for nomination.

SECTION 6: Physical presence of a candidate at the election is not necessary provided that he/she has submitted the nomination duly proposed, seconded and signed by the candidate prior to the election.

SECTION 7: Elections shall be on the basis of one vote for one member. A family membership shall be eligible for two votes only when cast by two members of the same family.

SECTION 8: Any member(s) who have paid the annual dues for Membership on or before September 30th will be eligible to vote.

SECTION 9: A majority of the votes cast shall be required to elect. In the event that no one candidate receives a majority of the votes cast, a second ballot shall be taken between the two candidates with the highest number of votes on the first ballot. The second vote thus required shall be taken immediately at the meeting. In the event that tie results on second ballot, the decision shall be made by flip of a coin.

SECTION 10: The newly Elected Members of the Executive Committee shall take office on the following first Day of January.

## **ARTICLE VIII - MEETINGS**

SECTION 1: ANNUAL GENERAL BODY MEETING. The annual meeting of BANC shall be held no later than the last week of December of the calendar year.

SECTION 2: The time, place and agenda for the meeting shall be determined by the Executive Committee that includes among other items the reports on the activities of BANC, financial statements of BANC and election of office-bearers.

SECTION 3: The notice of the Annual Meeting and of all meetings shall be posted through electronic mail and BANC Website at least four(4) weeks prior to the meeting date.

SECTION 4: The quorum for the Annual General Meeting shall be one-fifth of membership. In case of the absence of a quorum, as stipulated above, the meeting shall be adjourned. The said meeting may be re-convened, after the necessary notification to the members but not earlier than seven (7) calendar days from the date of the said meeting. This re-convened meeting will not require any quorum. All motions shall be carried by majority vote of those in attendance.

SECTION 5: Special General Meeting of the BANC may be called by the President when required following the guideline of the constitution Article VI, Section 4.

## **ARTICLE IX - FINANCIAL MANAGEMENT**

The funds received by BANC shall be categorized as follows:

**Restricted Funds:** These funds could only be used for the purpose for it is collected. Donations received for special projects and endowments would fall in this category

**Unrestricted General Funds:** These funds could be used for unrestricted as well as restricted purpose. Membership fees would fall in this category. General funds may be used for unrestricted as well restricted purposes as deem necessary by the executive committee

**Program Funds:** These funds by definition may be restricted or unrestricted as deem appropriate in specific cases. Funds collected for puja or cultural events would fall in this category. Any surplus from one event may be used to make up for deficits in another. However, at the end of each fiscal year, any unused program fund would automatically be converted to general fund.

**Financial Audit:** The executive committee shall engage an independent auditor to conduct its books on an annual or bi-annual basis. Audit report must be made available to membership when requested.

All transactions should be made by checks as far as possible. Accurate records of all receipts and payments must be kept up to five years in the custody of BANC.

## **ARTICLE X - CONFLICTS OF INTERESTS**

The purpose of the conflict of interest policy is to protect BANC's interest when it is contemplating entering into a transaction or arrangement, particularly financial that might benefit the private interest of an office bearer of the Organization. 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.

### **1. Duty to Disclose**

All office bearers, executive committee and sub-committee members of BANC, and volunteers working in committees with delegated powers from the executive committee of BANC who have, or could reasonably be perceived to have, a conflict of

interest with respect to the affairs of the association, must disclose the existence of the conflict of interest and be given the opportunity to disclose all material facts to the directors and members of committees with executive committee 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, the executive committee must meet in absence of the person with possible conflict of interest to determine if the conflict of interest exists and vote on it.

## 3. Procedures for Addressing the Conflict of Interest

If the person with potential conflict of interest is interested, he/she should be allowed to make a presentation to the Executive committee. After exercising due diligence in obtaining relevant information, the executive committee shall determine whether the association can obtain with reasonable efforts a more favorable transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more favorable transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the executive committee shall determine by a majority vote, in absence of the person with the potential conflict, whether the transaction or arrangement is in the association's best interest. 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

If the executive 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 offer the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the executive committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## 5. Record of Proceedings

The minutes of the executive committee meetings investigating the alleged conflict of interest shall include the names of the persons involved, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the executive committee's decision as to whether a conflict of interest in fact existed. 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 should also be recorded.

## 6. Annual Statement on Conflict of Interest

Each member of the executive committee shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. 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.

## **ARTICLE XI - AMENDMENTS**

These By-laws are subject to change or modifications as the organization evolves and in response to new situations and circumstances. The changes in By-laws may be initiated by the executive committee but shall be conducted by the Constitution Committee and approved by the membership following a similar procedure as applicable for changes in the constitution.

END OF BANC BY-LAWS.