

BYLAWS
OF THE
MID AMERICA BENGALI ASSOCIATION
A NONPROFIT ORGANIZATION under IRS 501 (c) (3)

322 Brook Mead Drive, Clarksville, Tennessee 37042.

ARTICLE I

Name and Location

- 1.1 Name. The name of the organization shall be MID AMERICA BENGALI ASSOCIATION (the organization) with an acronym of MABA.
- 1.2 The principal office of the organization for transaction of its business shall be located at 17208 Ambiance Way, Franklin, TN- 37067. The mailing address for the organization will be P.O. Box 682666, Franklin, TN 37068-2666.

ARTICLE II

Purpose

- 2.1 This Organization shall be organized and at all times thereafter operated, exclusively for charitable uses and purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. No part of the net earnings of the Organization shall inure to the benefit of or be distributable to its officers, directors, other private persons; but the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in this Article II. No substantial part of the activities of the Organization shall be in the carrying on of propaganda, or otherwise attempting to influence local, state, or federal legislation, except to the extent permitted by law, and the Organization shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles or bylaws, the Organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or by an organization, contributions to which are deductible for federal income tax purposes under Section 170 (c)(2) of the Internal Revenue Code
- 2.2 It is intended that the Organization shall have, and continue to have the status of an organization which is exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code. All terms and provisions of the Constitution and the bylaws of the Organization, and all authority and operations of the Organization, shall be construed, applied and carried out in accordance with such intent.

- 2.3 The Organization shall be a charitable, social, nonprofit and nonpolitical organization with the following objectives:
- (a) Promotion of Bengali Culture, Art, Literature, Language and Heritage among Bengali communities residing especially but not exclusively in Mid and Southeast America and among non-Bengali general public.
 - (b) Maintenance and enhancement of cooperation and association among the people who are interested in the objectives of the Organization.
 - (c) Advancement of educational and cultural interests of the Organization.
- 2.4 Participation in the organization's function will be open to all individuals who subscribe to the objectives set forth above, regardless of individual's sex, race, religion or national origin.
- 2.5 No activity of the Organization shall be conducted for the purpose of attempting to influence legislation, promoting any candidate for a public office, or espousing propaganda.

ARTICLE III

Membership

- 3.1 The Organization's membership shall consist of:
- (a) Benefactors (Life Members)
 - (b) Patron members
 - (c) Family and Single Members
 - (d) Honorary Members
 - (e) Affiliate Members
- 3.2 A Benefactor (Life Member) shall be a member of the Organization who is no longer required to pay membership dues provided he/she meets one of the following requirements:
- (a) Either the member has reached the age of 65 (sixty five), retired from active career, and has been a member in good standing for (10) ten consecutive years prior to his/her retirement, and is a member in good standing at the time of application or has paid a minimum sum of Five Hundred dollars (\$500) in one occasion.
 - (b) Any member believing he/she to be eligible for this classification may apply in writing to the Executive Committee. The Committee's decision shall be final.
- 3.3 A Patron member shall be defined as a family composed of both spouses upon a payment of one hundred dollars (\$100) per year.

- 3.4 A Family membership shall be defined as a membership to include both spouses and all children under the age of 18 years upon payment of applicable membership dues within a stipulated date.
- 3.5 An Individual membership shall be defined as membership for an individual of age eighteen (18) years or older upon payment of applicable membership dues within a stipulated date.
- 3.6 An Honorary member shall be a person who has attained eminence in the society, and has been elected to such membership by the Organization's Board of Directors. An honorary member shall not pay any annual dues.
- 3.7 An Affiliate member shall be an organization who subscribes to the mission of this Organization and has paid the applicable induction and annual membership fees. Bengali associations in but not limited to the Mid American cities are eligible to be affiliate members of the Organization. Expired Affiliate membership can be reinstated after payment of membership dues and applicable reinstatement fees. The Board of Directors shall have the right to restrict the membership in this category.
- 3.8 All members other than honorary members shall have voting privileges. Benefactors (Life Members), Patrons, Family Members and Affiliate Members are entitled to two votes and Individual Members are entitled to one vote at the Organization's elections and when resolutions are put up for approval by the General Body. Only Benefactors, Patrons, Family and Individual members may hold elected offices of the Organization.
- 3.9 All renewable membership shall be on the basis of the Gregorian calendar year (January to December). Unless renewed for the following year the membership shall expire on December 31 of the membership year. The last date for becoming a member or renewing a membership for retaining membership privileges shall be the last day of Bangamela of the membership year. Membership privileges, including the right to vote shall not be granted with retrospective effect.
- 3.10 The Executive Committee shall determine the Annual Membership dues. Any variation in fees that is more than 20 percent shall be approved by the Board of Directors.
- 3.11 The procedure for billing and collecting all dues shall be made by the Executive Committee as stated in the Bylaws.
- 3.12 All members in "good standing" shall have the rights and privileges to vote in an election, be nominated to run for an elected office, hold an elected office if elected, and participate in all decisions that are taken by the General Body as stipulated by the Constitution and these Bylaws.

ARTICLE IV

Board of Directors

4.1 Authority and Responsibilities of the Board of Directors.

(a) The supreme authority of the Organization and the government and management of the affairs of the Organization shall be vested in the Board of Directors and all the powers, duties, and functions of the Organization conferred by the Constitution, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors.

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

4.2 Structure of Board.

(a) Executive Committee: Four Directors shall be elected by the General Body to the Board to form the Executive Committee and serve as President, Vice President, Secretary and Treasurer respectively.

(b) The remaining Directors shall elect one Director to serve as the Chairperson of the Board and one Public Relations Officer. The Chairperson shall not be a director who is a member of the Executive Committee.

4.3 Number of Directors. The number of Directors including the Directors who are Executive Committee members may vary between a minimum of nine (9) and a maximum of twelve (12) or as fixed by resolution of the General Body.

4.4 Additions: Vacancies. Any addition to or vacancy occurring in the Board of Directors may be shall be filled by mid-term election, if the minimum number of Directors fall below the required number pursuant to Section 4.3. However, if the scheduled election is within six months from the date of the vacancy, it is not required to hold a mid-term election and all vacancies shall be filled during regularly scheduled elections.

4.5 Election of Directors.

(a) Nomination: Any member pursuant to Article 3.8 can be nominated as a candidate to be elected to the Board as a Director. The nomination must be proposed by a member in "good standing" and seconded by another

member in "good standing". A member in good standing may self-nominate himself or herself. The nomination petition should be signed by the nominee, nominating member and the nomination supporting members. Nomination may be made by regular mail, by email or by fax and sent to the Election Committee at least forty-five (45) days prior to the date of election

(b) Only members in "good standing" shall be eligible to vote in the election of Directors

(c) Election Committee: Three (3) members who are in "good standing" recommended by the Board of Directors shall form the Election Committee. One of the three (3) Election Committee members shall officiate as the Chairperson. The Election Committee shall conduct elections following the Organization's bylaws and certify all election results regarding its validity. No Election Committee members shall be a candidate for election or campaign on behalf or against any candidate.

(d) Voting shall be by secret letter ballot and all efforts must be in place to preserve the individual identity of a voter. Ballots must be made available to all members in due time. Cut-off dates for postmarks and procedures for conducting elections must be published.

(e) Election of the new Directors shall be completed by December 31 of the election year.

(f) The current Board of Directors and officers, including the Executive Committee, shall extend its full cooperation to enable the Election Committee perform and discharge its duties in a timely manner. These include but not limited to reimbursement of costs for conducting the election, access to current membership list, email distribution lists and other instruments that are deemed as necessary for conducting the election. The Election Committee shall use these documents and finances thus provided solely for the purpose of conducting the election.

4.6 Tenure. Each Director elected shall assume office on January 1 following their election for a term of two (2) years or until his or her successor shall have been elected, or until his or her earlier resignation, removal from office, or death. A Director elected to fill a vacancy shall assume office on a date approved by the Election Committee for the remainder of the unexpired term of his or her predecessor in office.

4.7 Classification. Initially, 50% of the Directors shall be elected for a term of one year and the remaining Directors shall be elected for two years. Subsequently, every year the General Body shall elect the four Directors to serve as President Vice President, Secretary and Treasurer respectively and also fill the vacancies resulting from the end of tenure. Consequently, approximately 50% of the Directors will end tenure in an odd year and approximately 50% will end their tenure in an even year.

- 4.8 Executive Committee: The four Directors elected to form the Executive Committee shall serve the first year of the two-year term as members of the Executive Committee.
- 4.9 The Chairperson shall preside over all Board meetings.
- 4.10 Compensation. No Director of the Organization shall receive directly, or indirectly, any salary or compensation as a Director unless authorized by the affirmative vote of three-fourths (3/4) of the General Body called for the purpose. The notice of the meeting shall specify that such action is the purpose of the meeting. However, nothing contained herein shall be construed to prevent any Director from serving the Organization in any other capacity and receiving reasonable compensation for services rendered in furtherance of the purposes and functions of the Organization.
- 4.11 Place of Meeting. The Board of Directors may hold its meetings at such place or places within or outside the Mid America region, as it may from time to time determine.
- 4.12 Regular Meetings. The Board of Directors may provide by resolution, the time, place and date for the holding of regular meetings without other notice than such resolution.
- 4.13 Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson in not less than two (2) days notice by mail, telegram, cablegram, facsimile transmission or personal delivery to each Director and shall be called by the Chairperson or the Secretary in like manner and on like notice on the written request of any two (2) or more Directors. Any such special meeting shall be held at such time and place as shall be stated in the notice of the meeting.
- 4.14 Notice, Waiver by Attendance. No notice of a meeting of the Board of Directors need be given to any Director who signs a waiver of notice before or after the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting or the manner in which it has been called or convened except when a Director states, at the beginning of the meeting, any such objection or objections to the transaction of business.
- 4.15 Quorum. At all meetings of the Board of Directors, the presence of a majority of the Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Directors present at any meeting may adjourn from time to time until a quorum be had. Notice of the time and place of any adjourned meeting need only be given by announcement at the meeting at which adjournment is taken.
- 4.16 Manner of Acting. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the Act of the Board of Directors.

- 4.17 Action Without Formal Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof may be taken without a meeting if written consent thereto is signed by all members of the Board of Directors or of such committee, as the case may be, and such written consent is filed with the Minutes of the proceedings of the Board or committee.
- 4.17 Conference Call Meetings. A member of the Board of Directors, or any committee designated by such Board, may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in a meeting can hear each other, and participation in a meeting pursuant to this Section 4.17 shall constitute presence in person at such meeting.
- 4.19 Removal. Any Director may be removed from office, with or without cause, by the affirmative vote of two-third (2/3) of the General Body at a special meeting called for that purpose. The notice of the meeting shall specify that such action is the purpose of the meeting. The Board may take necessary action to remove a Director from office if the Director does not attend three consecutive Executive Committee meetings.
- 4.20 All Directors and Officers must maintain membership pursuant to Article 3.8 through his/her tenure
- 4.21 Roles and responsibilities of all Officers, including but not limited to Directors and Executive Committee members, shall be defined by these bylaws and any amendments thereof.
- 4.22 The elected officers shall take office on January 1 following their election and shall hold office for two (2) years or until their successors have been duly elected and installed.
- 4.23 Should a vacancy occur in the office of president, the order of precedence shall be the Vice President and the General Secretary. Other vacancies occurring during the period shall be filled by appointment by the Executive Committee.

ARTICLE V

Executive Committee

- 5.1 Pursuant to Article 4.2 four (4) Directors shall form the Executive Committee. The Executive Committee members shall exercise such powers and perform such duties as are specified in these Bylaws, or as shall be determined from time to time by the Board of Directors.
- 5.2 **PRESIDENT:** The President shall be the head of the Executive Committee and in this capacity shall perform the duties of the Executive Committee in the best interest of the Organization according to the Constitution to meet its stipulated objectives. The President will do so in consultation with, or

on the recommendations of the Board, the Executive Committee, or the Sub- Committees, as and when required. The President shall also preside over all the meetings of the Organization with the exception of the meetings of the Board and any sub-committee Meetings.

- 5.3 VICE PRESIDENT: In the absence of the President, the Vice President shall act on behalf of the President. This office shall also have the responsibility of establishing and maintaining cordial relationship with other ethnic groups and organizations.
- 5.4 GENERAL SECRETARY: The General Secretary shall be responsible for recording and maintaining the minutes of meetings, sending notices of meetings, reporting regularly to the Executive Committee and taking such steps in consultation with the President as to help achieve the objectives of the Organization. The General Secretary may be assigned, by the Executive Committee, with certain other responsibilities as and when required. The General Secretary shall be the custodian of all organization documents, including but not limited to the Constitution, Bylaws and amendments and hard copies of current members list.
- 5.5 TREASURER: The Treasurer shall maintain all accounts of the Organization and reimburse all legitimate expenses from the Organization's funds upon receipt of formal approval of the Executive Committee from time to time.
- 5.6 PUBLIC RELATION OFFICER: The Public Relation Officer shall be responsible for all public relation matters related to the organization including but not limited to the maintenance of a user friendly website, periodic communications with the members and publishing newsletters.
- 5.7 OTHER OFFICERS: The Roles and Responsibilities of other Executive Committee members shall be determined by the Board of Directors.
- 5.8 In the event the position of the President becomes vacant, the Vice President shall assume the position of President and complete the remaining term.
- 5.9 In the event the positions of Vice President, Secretary, Treasurer, or Public Relations Officer become vacant, the vacancies shall be filled from within the remaining Directors. If any position remains unfilled due to the unwillingness of any Director to assume the vacant position, the President may assume the vacant positions, except for the position of the General Secretary. If the vacant position of the General Secretary cannot be filled from within the Executive Committee, Article 5.10 shall be applicable to fill the position. Article 5.8 shall not apply to fill the vacant position of the President by a Vice President assuming office by virtue of this section and Article 5.10 shall be applicable to fill the position.
- 5.10 If an Executive Committee position cannot be filled by Article 5.8, it shall be filled by a mid-term election.

Article VI

Other Committees

- 6.1 The Board of Directors on recommendation of the Executive Committee, by resolution adopted by a majority of the Directors in office, may designate one or more committees to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Organization; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law. Other committees not having and exercising the authority of the Board of Directors in the management of the Organization may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Organization shall be served by such removal.

ARTICLE VII

Distribution and Disbursements

- 7.1 Determination of Effective Agencies and Means for Carrying out the Charitable Purposes of the Organization. The Board of Directors shall gather and analyze facts and conduct such investigation and research as from time to time may be necessary or desirable in order to determine the most effective agencies and means for carrying out the charitable purposes and functions of the Organization, and may direct disbursements for such fact gathering and analysis, investigation, and research from funds given for such purposes or from funds given without designation as to purpose. Disbursements for other proper administrative expenses incurred by the Board of Directors, including salaries for such professional and other assistance as it from time to time deems necessary or desirable, shall be directed to be paid so far as possible, first from any funds designated for such purposes, and any balance out of income of the funds of the Organization or such of its principal as is not specifically restricted against such use.
- 7.2 Furtherance of Charitable Purposes. In furtherance of the charitable purposes and functions of the organization, when needs therefore have been determined and with appropriate provisions to assure use solely for such purposes, the Board of Directors may direct distributions to such persons, organizations, governments, or governmental agencies as in the opinion of the Board of Directors can best carry out such purposes and functions or help create new qualified charitable organizations to carry out such purposes and functions.

ARTICLE VIII

Administrative Provisions

- 8.1 In General. The Organization shall indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Organization) by reason of the fact that he is or was a Director, Officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a Director, Officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in a manner reasonably believed to be in or not opposed to the best interests of the Organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of "no contest" or its equivalent, shall not, of itself create a presumption that the person did not act in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Organization, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.
- 8.2 Conditions. Subject to the terms contained in the Constitution, the Organization shall indemnify and hold harmless any person who was or is a part or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Organization to procure a judgment in its favor by reason of the fact he or she is or was a Director, Officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a Director, Officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Organization; provided, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Organization, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite The adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
- 8.3 Expenses Covered. To the extent that a Director, Officer, employee or agent of the Organization has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 8.1 and 8.2 of this Article, or in defense of any claim, issue or matter therein, he or she

shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

- 8.4 Authorization. Except as provided in Section 8.3 of this Article and except as may be ordered by a court, any indemnification under Sections 8.1 and 8.2 of this Article shall be made by the Organization only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 8.1 and 8.2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding or (b) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by the firm of independent legal counsel then employed by the Organization in a written opinion.
- 8.5 Prepayment. Expenses incurred in defending a civil or criminal action, suitor proceeding may be paid by the Organization in advance of the final disposition of such action, suit or proceeding upon receipt of any undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Organization as authorized in this section.
- 8.6 Other Rights. The indemnification and advancement of expenses provided by or granted pursuant to this Article shall not be deemed exclusive of any other rights, in respect of indemnification of or otherwise, to which those seeking indemnification or advancement of expenses may be entitled under any resolution or agreement, either specifically or in general terms, approved by the affirmative vote of a majority of the members of the Board of Directors entitled to vote thereon taken at a meeting the notice of which specified that such resolution or agreement would be placed before the Board of Directors, both as to action by a Director, Officer employee or agent in his or her official capacity and as to action in another capacity while holding such office or position.
- 8.7 Insurance. To the extent permitted by State laws, the Organization may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Organization, or is or was serving at the request of the Organization as a Director, Officer, employee or agent of another Organization, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such whether or not the Organization would have the power to indemnify him or her against such liability under the provisions of this Section 8.7.
- 8.8 Merger. For purposes of sections 8.1 and 8.2 of this Article, reference to the Organization shall include, in addition to the surviving or new Organization, any merging or consolidating Organization (including any merging or consolidating Organization of a merging or consolidating organization) absorbed in a merger or consolidation with the Organization so that any person who is or was a Director, Officer, employee or agent of

such merging or consolidating Organization, or is or was serving at the request of such merging or consolidating Organization as a Director, Officer employee or agent of another organization. partnership, venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the Organization as he or she would if he or she had served the Organization in the same capacity; provided, however, no indemnification under this Article as permitted by this Section shall be mandatory under this Section without the approval of such indemnification by the Board of Directors of the Organization.

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

ARTICLE IX

Books and Records

- 9.1 The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and any committees having and exercising any of the authority of the Board of Directors.
- 9.2 The General Body shall appoint two auditors who will audit all Organization accounts.

ARTICLE X

Fiscal Year

- 10.1 The fiscal year of the Organization shall commence on January 1 of each year and end on December 31, until otherwise determined by the Board of Directors.

ARTICLE XI

Miscellaneous

- 11.1 Books and Records, The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. The Organization shall keep at its registered or principal office a record giving the names and addresses of the directors and any other information required under State law.

- 11.2 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Organization and to change the same from time to time as it deems appropriate.
- 11.3 Internal Revenue Code. All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Laws, and to all regulations issued under such sections and provisions.
- 11.4 Construction. Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible:
- (a) The remainder of these Bylaws shall be considered valid and operative; and
 - (b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.
- 11.5 Table of Contents; Headings. The table of contents and headings are for organization, convenience, and clarity. In interpreting these bylaws, they shall be subordinated in importance to the other written material.
- 11.6 Relation to The Constitution. These Bylaws are subject to, and governed by, the Constitution.

ARTICLE XII

Amendments

- 12.1 These Bylaws and the Constitution may be amended from time to time by a two-thirds majority vote at the Annual General Body Meeting or at a special meeting called for the purpose of considering such amendment.

ARTICLE XIII

Dissolution

- 13.1 Dissolution: Upon dissolution, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, such as charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal Government or to a state or local government for a public purpose.

ARTICLE XIV

Bangamela

- 14.1 The venue of Bangamela (Annual Cultural Program by the organization) and the host organization(s) shall be decided by the Board of Directors on a competitive basis from the participating cities/organizations and will be hosted by Affiliated Member organization(s).
- 14.2 A Bengali association proposing to host Bangamela must accept the guidelines set by the Board of Directors.
- 14.3 Financial responsibilities for hosting Bangamela shall be the responsibilities of the Bangamela organizing committee of the host city Bengali association.
- 14.4 In the event no acceptable bids are received from any Affiliated Member organizations for hosting Bangamela in any particular year, the Board of Directors, by a majority decision, may decide to host the Bangamela for that year at an appropriate location. Under such circumstance, the event will be held under the supervision of the Board of Directors and MABA will bear full managerial and financial controllership for the event.

ARTICLE XV

City Council

- 15.1 A "City Council" shall be constituted with two representatives from each associate member organization. This committee will serve in the capacity of Board of Advisors to the Executive Committee.

ARTICLE XVI

Strategic Committee

- 16.1 A 4-member "Strategic Committee" shall be elected by the General Body for a term of four (4) years to work on long-term projects in close cooperation with the Board of Directors. The initial committee shall form by electing two members for a two-year term and two members for a four-year term. Subsequently, two members shall be elected every two years to fill the vacant positions.

ARTICLE XVII

Annual General Meeting

- 17.1 The Annual General Meeting of the association shall be held at the Bangamela venue. Written notice of the call for every Annual General Meeting, together with a copy of the agenda and the financial report of the past year shall be sent to each member by the General Secretary at least fourteen days before the date of meeting.

- 17.2 The following items must be covered in the Annual General Meeting: financial report of the past year, plans for activities of the Association and budget proposal for the coming year, report on the accomplishment per plan from the previous year, ratification of the minutes of the last Annual General Meeting, and ratification of any amendments to the bylaws of the Association, as proposed and adopted By the Executive Committee. Special General Body meeting may be held at any time upon a written request, either from two-thirds member of the Executive committee and/or two-thirds of paid members.
- 17.3 One-fifth (20%) of the membership of the Association will constitute quorum for Annual General Meeting. In the absence of a quorum, the meeting can still be conducted provided any resolution passed in the meeting is conveyed to the General Body by email and/or regular mail with a provision for members to respond either supporting or objecting to its passage to its passage within thirty (30) days from the date of the resolution. The resolution can be adopted only at least 20% of the members respond and the majority of the respondents support the passage of the resolution. The total number of respondents will comprise of those members who attended the meeting and those who responded by mail/email as stipulated in this article.
- 17.4 Roberts Rules of orders (revised) shall constitute the accepted parliamentary procedures of the meetings.
- 17.5 All meetings of MABA officials including a General Body Meeting and Executive Committee meeting can be conducted by teleconference and/or electronic means. All actions including but not limited to approval of General Body and/or Executive Committee meeting minutes and all matters can be approved and/or decided by voting conducted in these electronic meetings.

ARTICLE XVIII

Tax-Exempt Status

- 18.1 The affairs of the Organization at all times shall be conducted in such a manner as to assure the Organization's status as an organization qualifying from taxation pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE XIX

Adoption of Bylaws

- 19.1 These Bylaws were adopted by resolution of the General Body, and became effective on September 30, 2008.

ATTESTED:

Signed: Dipankar Das
General Secretary,
Mid America Bengali Association
Dated: 09/30/2008

APPROVED:

Signed: Mihir Chaudhuri
President,
Mid America Bengali Association
Dated: 09/30/2008

AMENDMENTS

Amendment No 001/2009

This resolution adopted by the General Body amends ARTICLE XIV of the MABA Bylaws adopted on September 30, 2008 to incorporate Section 4 as follows:

ARTICLE 14.4

In the event no acceptable bid is received from any Affiliated Member organizations for hosting Bangamela in any particular year, the Board of Directors, by a majority decision, may decide to host the Bangamela for that year at an appropriate location. Under such circumstance, the event will be held under the supervision of the Board of Directors and MABA will bear full managerial and financial controllership for the event.

The above amendment, proposed by Ashim Ghosh and seconded by Subir Paul and Amitava Das and was unanimously accepted by the General Body at the Virtual Meeting held by teleconference on June 14, 2009 and appropriately recorded in the Minutes of the Meeting. The stipulations herein are applicable with immediate effect.

Amendment No 002/2009

This resolution adopted by the Board of Directors replaces ARTICLE I Section 2 of the MABA Bylaws adopted on September 30, 2008 with the following:

ARTICLE 1.2

The principal office of the organization for transaction of its business shall be located at 17208 Ambiance Way, Franklin, TN-37067. The mailing address of the organization shall be PO Box 682666, Franklin, TN 37068-2666.

The above amendment, proposed by Raktim Sen on December 10, 2009 and seconded by Subhashis Satpathy was subsequently unanimously accepted by the Board of Directors by email and documented accordingly by the General Secretary. This amendment will be ratified at the next General Body Meeting. The stipulations herein are applicable with immediate effect since the current address belongs to a non-member.