

BENGALI  
ASSOCIATION  
OF  
DELAWARE  
VALLEY

Constitution and By-Laws

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## **ARTICLE I: Name and Base of Operation**

1. The name of this organization is "BENGALI ASSOCIATION OF DELAWARE VALLEY, Inc."
2. The base of its operation is the Delaware Valley area.

## **ARTICLE II: Organization Objectives**

BENGALI ASSOCIATION OF DELAWARE VALLEY, Inc. (hereafter called "BENGALI ASSOCIATION OF DELAWARE VALLEY" or "BADV") is a non-profit, non-political, cultural, educational and charitable organization that promotes and develops ethnic awareness of Bengalis and people interested in the Bengali art, culture and heritage.

Objectives of The BENGALI ASSOCIATION OF DELAWARE VALLEY are to:

1. raise consciousness about cultural heritage of Bengalis of all generations by organizing and sponsoring activities that are common to Bengalis, and
2. promote and sustain charitable and educational activities on behalf of the Bengali community.

## **ARTICLE III: Membership**

1. Membership shall be open to all individuals 18 years or older who subscribe to the above objective. Each individual or family shall pay the necessary and annual membership fee, the amount of which shall be proposed by the Executive Committee and approved by the members in a general body meeting (hereafter also called "GBM"). Children who are financially dependent and/or full-time student, under 18 years of age shall be covered by the family membership – but they will be non-voting members.
2. The fiscal year shall begin on January 1 and end on December 31 of each year. Annual membership fees shall be due at the time of "Durga Puja" event (usually, September – October) in each year.
3. Any individual with at least 9 months of membership will be considered to be a member in good standing and be eligible to participate fully in the election voting process.
4. Full time students, 18 years and older, may be eligible for student membership as an individual or family at a half price of the corresponding annual membership fee. The student membership discount shall not apply, if one of the spouses is earning.

## **ARTICLE IV: Organization**

1. This organization shall comprise of an elected Board of Trustees (hereafter called the "Board" or "BOT"), an elected Executive Committee (hereafter

also called the "EC") and a general body of members (hereafter called "General Members" or "General Membership").

2. The main function of the Board shall be to maintain the continuity of the BENGALI ASSOCIATION OF DELAWARE VALLEY by giving advice and guidance to the Executive Committee in carrying out the objectives of the organization, to initiate formulation of new ideas and activities, and to act as the caretaker of all assets of the BADV.

The Board shall not have any executive powers unless the entire executive committee (EC) resigns, or the EC is dysfunctional and/or there is discord among the officials and would require intervention. In which case the Board shall request the EC to address all contested matters to be satisfactorily resolved internally within a specified time frame, failing which the Board can deem it necessary to suspend the EC and bring the matter to the attention of General Members within 30 days with choice of options on way forward.

3. The main function of the Executive Committee shall be to carry out the normal activities of The BENGALI ASSOCIATION OF DELAWARE VALLEY on a regular basis, execute the wishes of the General Membership and to coordinate with the Board as and when necessary. This may include formation of ad-hoc committees, in consultation with the Board and the General Membership, to address any special issues or events.

## **ARTICLE V: Election**

1. This organization shall hold a General Election every two years to elect the Executive Committee. The election shall be conducted by an independent ad-hoc Election Committee comprising of two members in good standing, nominated by the General Members in a GBM prior to the election.
2. This organization shall hold a General Election every two years to elect the Board of Trustees in the year following EC election. The election shall be conducted by an independent ad-hoc Election Committee comprising of two members in good standing, nominated by the General Members in a GBM prior to the election.
3. Nominated Election Committee members must have acceptance of the 2/3 majority of the General Members present at GBM, which can be confirmed by a voice vote, if necessary.
4. Nominated Election Committee members must be a member of the BADV for at least two years in good standing.
5. Election Procedures
  - i. The ad-hoc Election Committee shall
    - a. be responsible for administering the nomination process,
    - b. conduct the election to elect a President and their proposed EC team members,
    - c. be responsible for obtaining additional nominations, to present at least one nominee for each vacant position, by solicitation among

General Members,

- d. nomination towards a balanced representation of both men and women in the Executive Committee and the Board of Trustees should be encouraged,
- e. announce the results.
- ii. Elections for EC and BOT shall be held on or before November 30<sup>th</sup> of the election year.
- iii. Any member with one year of continuous membership in the organization shall be eligible to be nominated for election to the Executive Committee. Nomination to the Board shall additionally require at least 2 years of continuous membership in this organization.
- iv. For family membership, the eligibility to run for elected office within BOT or EC (if nominated/elected) will be limited to either spouse.
- v. Each nomination shall be made by at least two General Members in good standing. No more than two nominations shall be accepted from the same General Member. The nominated candidate must confirm acceptance of his or her nomination.
- vi. Any elected office bearer can serve a maximum of two consecutive terms.
- vii. Election Committee members will not run for election for that term.
- viii. Self-nomination is allowed.

## **ARTICLE VI: Board of Trustees**

1. The Board shall comprise of three members as defined below:
  - i. Two members elected by the General Membership.
  - ii. The President, from the preceding Executive Committee that has served full term.
  - iii. If article VI.1.ii is not applicable, an additional member will be elected by the General Membership.
2. Trustees shall not serve concurrently on any other governing body of the Association during their tenure on the Board.
3. The President of the current Executive Committee shall participate as a non-voting member of the Board.
4. The Board shall elect a chairperson from its elected members in every term. The chairperson will be responsible for organizing the Board meetings as well as distributing, recording and archiving the meeting minutes.
5. An elected member of the Board may resign by submitting a letter of resignation to the Board. In case of any vacancy in the Board, the Executive Committee shall fill the vacancy in consultation with the remaining members of the Board and the General Membership.
6. All members of the Board of Trustees shall serve on a voluntary basis,

without any remuneration.

7. The Board shall meet with the Executive Committee at least every 3 months within each membership year to review status of the operating fund and general fund (see Article X.2), any new initiatives and other relevant topics.
8. The Board will be responsible for the formation of an independent Audit Committee comprising of at least 2 members from the General Membership to conduct yearly audit, if necessary, of the organization's financial activities. This audit for the previous membership year should be completed by March 31 of the following year.

## **ARTICLE VII: Executive Committee**

1. The Executive Committee will comprise of no less than four (4) and no more than ten (10) elected members.
2. It is preferred that the Executive Committee shall not comprise of all men or all women.
3. The elected President and other EC members shall choose the Vice President, Treasurer(s) and Director(s) / Cultural Secretary among themselves. Additionally, as needed, Executive Committee will conduct the organization's activities through formation of ad-hoc sub-committees comprising of interested general members serving in a voluntary capacity.
4. The President shall preside over all Executive Committee and General Body Meetings. In all matters of the Executive Committee, the President has the privilege of using an additional "casting vote" to break a tie.
5. The Vice President shall:
  - i. assume responsibilities of the President in the absence or in the event of the resignation of the latter,
  - ii. distribute and maintain accurate minutes of all Executive Committee and General Body meetings,
  - iii. be responsible for all authorized correspondences on behalf of the President and the Executive Committee,
  - iv. be responsible for keeping membership roster current and maintaining the organization's website.
6. The Treasurer(s) shall:
  - i. maintain the bank accounts of BENGALI ASSOCIATION OF DELAWARE VALLEY (see Article X),
  - ii. maintain accurate records of the revenues and expenditures of the organization,
  - iii. make all payments authorized by the Executive Committee,
  - iv. present financial statement of each event in a BADV meeting (members & nonmembers),
  - v. present an annual statement of accounts to the General Body, at the

- end of each year of operation by the Executive Committee,
- vi. ensure timely filing of taxes,
  - vii. maintain insurance coverage to protect BADV office bearers from liability,
  - viii. carry out other functions as decided by the President and the Executive Committee.
7. The Director(s) / Cultural Secretary shall:
- i. arrange, direct and co-ordinate various cultural programs and ethnic activities of BADV,
  - ii. carry out other functions as decided by the President and the Executive Committee.
8. Any member of the Executive Committee, the Board, or General Member in good standing and supported by a minimum of one fifth of the General Membership, has the right to inspect the records of the Vice President and/or the Treasurer(s) with prior notice.
9. The President may remove any Executive Committee member from the committee with combined majority approval of the board and EC
- i. if he or she fails to attend three consecutive meetings without just cause,
  - ii. if he or she becomes detrimental to effective functioning of the Executive Committee.
10. Any vacancy in the Executive Committee, by resignation, removal or death shall be filled, if necessary, by nomination from the President with the consent of the majority of the remaining members of the Executive Committee.
11. Any appeal for resignation by the President or the entire Executive Committee should be made to the Board of Trustees at least 60 days prior to the effective date. The board will make every attempt to avoid such resignation. However, if such resignation is unavoidable, the board will forward the appeal to the General Membership for appropriate action.
12. A resolution to remove any or all members of the Executive Committee or the Board of Trustees may be introduced by any General Member in good standing and supported by one-third of the members in good standing. To be effective, such a resolution shall be approved in writing by a simple majority (over 50%) of the existing General Membership.
13. All members of the Executive Committee shall serve on a voluntary basis, without any remuneration.

## **ARTICLE VIII: Meetings, Quorums & Communications**

1. The Executive Committee must hold meetings at regular intervals and shall arrange for General Body meetings at least once within the membership year. The first meeting should tentatively be held by February 28. The primary purpose of this meeting will be for the EC to present the annual budget for all

- annual events for approval by the General Membership.
2. The BOT can attend the Executive Committee meetings, but they will not be allowed to participate in the discussion and/or voting.
  3. Executive Committee shall maintain a record of all general body meeting minutes for the general membership to review. Meeting minutes should be published within 14 days of the meeting date.
  4. A special General Body meeting may be called by the Executive Committee or if requested by at least one-fifth of the General Membership through a written petition.
  5. All meetings shall be conducted according to accepted rules of parliamentary procedure (e.g., "Robert's Rules").
  6. All meeting minutes will be documented "live" during the progression of the meeting and shared with the attendees at the end of the meeting.
  7. Non-members can attend General Body meetings, but they shall not have any voting privilege.
  8. Any decision involving a budget and/or expenses over \$1000.00 needs to be passed through a General Body meeting of the voting members.
  9. Quorum of Executive Committee or Board of Trustees meetings or joint meetings of the two Committees shall be at least two-third of the members.
  10. To raise any issue to be voted on, a quorum of one-third the General Membership is required.
  11. To decide on any such contentious issue by vote, participation by majority of voting members is required. Such majority voting can be solicited electronically to obtain such a quorum.
  12. Any electronic or written communication pertaining to BADV matters between members and any office bearers of the organization will be considered public information and, if needed, can be shared broadly with the membership.

## **ARTICLE IX: Public Statements & Publications**

1. In no case shall the name of BENGALI ASSOCIATION OF DELAWARE VALLEY or BADV be used in any publication, news media or in any public forum by any member without prior knowledge and proper approval of the Executive Committee. No member shall make any personal gain at the expense of BENGALI ASSOCIATION OF DELAWARE VALLEY.

## **ARTICLE X: Finance**

1. To meet the objectives of the organization (see Article II), funds shall be raised by general subscription and/or from any other source deemed appropriate by the Executive Committee or the Board of Trustees.
2. This organization shall maintain an Operating Fund and a General Fund, which shall be separate and distinct. The Operating Fund shall consist of



funds required for and collected from normal operations, including membership fees. The General Fund shall hold all monetary assets of BENGALI ASSOCIATION OF DELAWARE VALLEY, except for the Operating Fund.

### 3. The Operating Fund

- i. The Executive Committee shall conduct the normal activities of BENGALI ASSOCIATION OF DELAWARE VALLEY from the Operating Fund. At the beginning of the term of an Executive Committee, the Board and the Executive Committee shall meet to jointly decide on the beginning amount of Operating Fund to be held by the Executive Committee. Any transfer of money between the Operating Fund and the General Fund, if necessary, shall be made at this time.
- ii. Bank accounts for the Operating Fund shall be maintained by the Treasurer(s) in the name of BENGALI ASSOCIATION OF DELAWARE VALLEY. At a minimum, one Treasurer and the President shall have the authority to operate these accounts. The President may also confer the same authority on other committee members, if he or she desires.

### 4. The General Fund

- i. The Board shall be responsible to recommend any actions on the General Fund. The General Membership shall vote to make all decisions regarding the use of the General Fund.
- ii. Bank accounts for the General Fund shall be maintained by the Treasurer(s) in the name of BENGALI ASSOCIATION OF DELAWARE VALLEY. At a minimum, one Treasurer and one designated member of the Board shall have the authority to jointly operate the General Fund accounts.

### 5. Reimbursements

Any actual and reasonable cash expenses incurred by any member in the business of BENGALI ASSOCIATION OF DELAWARE VALLEY (BADV) shall be reimbursed with proper documentation.

## **ARTICLE XI: Amendments to the Constitution**

### 1. Submission of Proposed Amendment (Part 1)

- i. Any proposed amendment to the BADV Constitution can be submitted by a general member, with a clear reason for change and endorsed by twelve other members, to BADV Executive Committee (EC) with a request for distribution to the BADV members. In absence of EC, such submittal can be made to the Board of Trustees (BOT) for distribution to the BADV members.
- ii. The proposed amendment shall be presented in a structured format with particular emphasis on, but not limited to, intent/purpose, potential benefits to the organization, operational mechanisms,

administrative procedures and details of potential financial impacts.

2. Administrative Review(Part 2)

- i. Within 30 days of its receipt, the EC complete review of the proposed amendment to ensure that it meets the objectives of the BADV, as outlined in Article II of the constitution and for completeness as outlined in Part 1 above. All commentary and feedback for necessary clarification must be communicated directly to the author(s) of the proposed amendment.

3. Distribution of Proposed Amendment (Part 3)

- i. BADV EC shall distribute the final proposed amendment in its entirety to the BADV members within the next 30-day period.

4. Review and Written Comment Period for BADV Members (Part 4)

- i. The BADV members shall be allowed a period not less than 30 days to review and provide written comments on the proposed amendment.
- ii. Written comments and proposed modifications may be electronically submitted to the Vice President of BADV.
- iii. The Vice President of BADV shall record and submit all written comments received within the allowed comment period to the author(s) of the proposed amendment.
- iv. The author(s) of the proposed amendment shall evaluate the written comments and proposed modifications. The author(s) reserve the right to adopt only those that are deemed appropriate.
- v. The author(s) of the proposed amendment shall submit the final draft of the proposed amendment to the BADV EC for ratification in a General Body meeting (GBM).
- vi. A simple majority write-in from the BADV members (i.e., over 50% of General Membership) against the proposed amendment, submitted during the review and comment period, shall remove the proposed amendment from further consideration.

5. Ratification in General Body Meeting (Part 5)

- i. The BADV EC shall notify the BADV members regarding the GBM and the particular agenda item regarding the proposed amendment at least 15 days in advance.
- ii. The final draft of the proposed amendment will be presented for ratification in a GBM by the author(s).
- iii. BADV members present at the GBM shall be allowed the opportunity to present their viewpoints in support or against the final draft of the proposed amendment.
- iv. A simple majority vote in the GBM with quorum shall be required for passage of the proposed amendment.
- v. Quorum for amendment purposes shall consist of at least 50% of the General Membership.

- vi. Proposed amendments may also be ratified at the General Body meeting through the submittal of mail-in and email write-in from the BADV members. In overall a simple majority vote and a quorum of at least 50% of the General membership is required for passage and ratification of the amendment(s).

6. Adoption of the Ratified Amendment (Part 6)

- i. Proposed amendments that are ratified in a GBM as outlined in Part 5 shall be adopted by the BADV organization within thirty (30) days. The language in the BADV Constitution shall be modified accordingly by the BADV responsible officer(s) to reflect the adoption of the ratified amendment.
7. In Articles XI.1 to XI.6, if no EC exists, EC's role can be fulfilled by BOT or by BOT designated ad-hoc committee as long as it is approved by the General Membership.