

# Northern Virginia Bengali Association

## *Constitution and By-Laws*

### **ARTICLE I: NAME OF THE ORGANIZATION**

The name of the Organization is NORTHERN VIRGINIA BENGALI ASSOCIATION (NVBA), hereinafter called the "Organization".

### **ARTICLE II: PURPOSE**

#### **Section 1. Nonprofit Purpose**

This organization is formed exclusively for charitable, cultural, spiritual, and educational purposes, including, for such purposes, the making of distributions to Organizations that qualify as exempt Organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **Section 2. Specific Purpose**

The Organization conducts events to preserve and promote awareness of Bengali literature, culture and heritage in United States.

The specific objectives and purpose of this Organization are:

- a. To organize and promote cultural events that foster the rich tradition and heritage of the Bengali culture as part of the American multi-cultural environment.
- b. To serve the needs of the local community by participating in various charitable activities addressing homelessness, food insecurity, and other local social issues.

c. To facilitate learning of the Bengali language by providing instructional assistance to any member of the community interested in learning the language.

d. To organize and collect funds for charitable causes.

### **ARTICLE III: COMPOSITION OF THE ORGANIZATION**

The Organization shall be composed of

a. General **Members** as defined in Article IV

b. A **Board of Directors** as defined in Article VII, henceforth referred to as the "**Board**"

c. An **Executive Committee**, as defined in Article VIII, henceforth referred to as the "**EC**". The Executive Committee shall be comprised of elected EC Officers and EC members.

### **ARTICLE IV: MEMBERSHIP**

#### **Section 1. Membership Eligibility**

Application for membership shall be open to (1) any person 18 and older and residing in the US with a permanent address and (2) who supports the purpose statement in Article II, Section 2. Membership can be obtained by payment of annual membership fees. Membership shall be obtained on a per family basis. Family is defined as parents and their unmarried children. Adult children in the same family who are above 18 can get their individual membership. Legal spouses are not allowed to have individual membership.

**Section 2. Annual Membership Fees**

Membership will be valid for a duration of one year from the date of payment of annual membership fees. Continued membership is contingent upon being up-to-date on membership fees.

In order to participate in the electoral process of the Organization, one must be a member in good standing for a period of at least 60 days prior to the election date.

**ARTICLE V. MEETINGS OF MEMBERS**

**Section 1. Annual General Meeting (AGM)**

An AGM of the members shall take place in the fourth quarter of every year. The specific date, time and location of the AGM will be designated by the EC. At the AGM, the Officers of the EC will present reports on the current state of the Organization, and provide a breakdown of the expenditures that were incurred during the prior period under the EC's stewardship.

**Section 2. Special Meetings**

Special meetings may be called by a simple majority of the Board or the EC. Voting members with a petition signed by a minimum of 50 members or ten percent (10%) of the membership, whichever is lower, can request the Board/EC for a special meeting.

**Section 3. Notice of Meetings**

The voting Members will have to notify the Board and the EC two weeks in advance of their intent to convene a special meeting. Likewise, The Board and/or the EC will have to inform all the members about the special meeting at least two weeks prior to the intended date of the meeting.

**Section 4. Quorum**

A quorum for AGM, special meetings and constitutional amendment shall consist of at least fifty (50) voting members or 25% of the voting membership, whichever is lower. All issues shall be decided by a simple majority of all votes received within the timelines defined, whether polling is conducted online, in-person or in a combination of both.

**ARTICLE VI: LOCATION**

The office of the Organization will normally be located at the residence of the incumbent President of the Organization until the EC decides to relocate the office as the situation warrants.

**ARTICLE VII. BOARD OF DIRECTORS**

**Section 1. General Responsibilities**

The Constitution authorizes the Board to provide long-term guidance to the EC and to oversee the proper operation within the framework of a "Non-Profit" Organization as required under the Virginia State Laws. The Board, being the governing body of the Organization, is required to ensure that the purpose of the Organization (as enumerated in Article II) is carried out in a legal and ethical way. The Board's decisions will be made based on simple majority of the Board members.

The functions of the Board are to establish and maintain the credibility of the Organization with respect to the following aspects:

- a) Electing the EC through Election Committee voting process:

The Board will be responsible for the fair and timely election of the EC.  
The Board will nominate an Election Committee of 2 members to handle  
the entire election process for the purpose of conducting free and fair  
elections. Details of the election process is outlined in Article IX.

b) Protecting the Legal Status of the Organization:

The Board will ensure that the EC and the Organization is in  
compliance with the legal requirements of the VA State, and local  
jurisdictions. It will also ensure that all rules are followed to keep the  
Organization in good standing as a Virginia 501(c)(3) entity.

c) Preserving the Financial assets of the Organization:

The Board in its fiduciary role, will serve as the financial gatekeeper for  
the Organization. It will be responsible for ensuring that all the book-  
keeping requirements for the non-profit status are in full compliance,  
the finances of the Organization are well documented, and all receipts  
and expenses are carefully maintained by the EC. The Board is also  
responsible for meeting the requirements when dealing with tax-  
exempt status. The Board is responsible for the proper preservation of  
funds that have been accumulating since the inception of the  
Organization.

**Section 2. Oversight Responsibilities**

- The Board shall have oversight over the Organization's election  
process and the functioning of the EC. The Board will oversee the  
functioning of the AGM (Annual General Meeting), wherein all the  
accounting/financial details will be presented.
- The Board will have the authority to call special meetings of the  
general members or the EC.

- The Board will not have any role to play or interfere in the day-to-day operations of the EC.
- The Board will have enforcement rights over EC in matters pertaining to compliance of rules and regulations related to 501(c) (3) status and appropriate safeguarding of NVBA funds. In case of not getting appropriate action from EC, the Board will have the rights to bring the matter to the members-at-large through a special meeting.

### **Section 3: Composition, Eligibility, Tenure and Decisions of the Board**

#### **Composition:**

- a. The Board will consist of 3 members. The Board can function with 2 members; however, the 3<sup>rd</sup> member position has to be filled within 90 days. The election committee will decide how many Board positions will be filled through a particular election. The President of the EC will be a non-voting ex-officio member of the Board during his/her tenure. The composition of the Board may be changed by a majority vote of the members during an AGM or a special meeting convened by the Board and/or the EC, or by members at large. Quorum, as defined in Article V, section 4, will be needed for such change.

#### **Eligibility:**

- a. In order to be eligible for the Board, one must have (1) 15 years of DMV (DC, MD, VA) residency and (2) must have served for 2 complete terms (4 years) in the EC, or in any official role within the Organization, such as the election committee, or any other future committees that may come into existence through the action of the Board. An exception to the aforementioned criteria will be made for

147 candidates with outstanding contribution to NVBA or with potential to  
148 make outstanding contribution to NVBA. Such members will be  
149 inducted into the Board by  $\frac{3}{4}$  majority decision of the EC and the  
150 Board (a total 8 or more votes from EC and 2 or more votes from the  
151 Board) and will be exempt from meeting the general eligibility criteria  
152 and going through the election process. There will be only 1  
153 exceptional category Board member at any given time.

- 154 b. No two members of the Board related by blood or marriage and/or  
155 domestic partnership, within the second degree of consanguinity or  
156 affinity, may serve on the Board or the EC at the same time.
- 157 c. EC members including officers of the incumbent EC (the President,  
158 Secretary and the Treasurer) will have a cooling off period of 2 years  
159 before becoming eligible to be candidates for the Board. The same  
160 cooling-off period rule applies for a Board member to become an EC  
161 member/officer.

162 **Tenure:**

- 163 a. The Board will serve for a term of 3.5 (three and half) years. A Board  
164 member can be elected for another additional term of 3.5 years. A  
165 maximum of 2 terms is allowed for any Board member. If the number  
166 of members of the Board fall below 3, the election committee will seek  
167 nomination for filling the vacant positions(s).

168 **Removal:**

- 169 a. A Board member can be removed from the BoD for violation of code  
170 of conduct as laid out in Article VIII section 9. Removal of the Board  
171 member will need consensus of the remaining Board members and  
172 the president of the EC. Once removed, there will be a consecutive 2-  
173 term suspension from re-entry into the Board, EC, and any other  
174 official committee. In case of proven conviction in any civil or criminal

case, suspension can be for life. Due process of hearing the defendant's argument will be in place in both instances. BoD will decide on such hearing process.

#### **Section 4. Formation of the Board of Directors**

Members of the Board shall be elected by a majority vote of members at large, present during a special meeting to elect the board and through other medium as determined by the election committee. The election process of the Board will be exactly the same as that of the EC (Article IX, Section 1). Ranked voting method of selection used for EC meetings will be applicable in Board meeting as well. All the requirements for the qualification of a Board member must be verified prior to any nomination and voting. For the first election of the Board the existing Election Committee will conduct the election following all the criteria defined.

### **ARTICLE VIII. EXECUTIVE COMMITTEE (EC)**

#### **Section 1. General Powers**

The day-to-day operations of the Organization will be managed by the EC.

#### **Section 2. Number, Tenure, Requirements, and Qualifications**

- a. The EC will consist of 11 members. With 9 members EC can start functioning. However, within 90 days of vacancy two other positions have to be filled through election. Same election process as defined in Article IX will apply.
- b. The members of the EC, following election, start their regular performance of The AGM for electing the EC will take place in the month of December. The new EC will start operating from beginning of the year following the AGM. The EC shall serve a two-year (2) term.



At the end of the two-year term, the entire EC will be dissolved and a fresh election of all members will be held. Any EC member may serve a maximum of two consecutive terms, undergoing the election process. After two consecutive elected terms, an EC member needs to wait a full EC term of two (2) years before being eligible for a future EC position. There will be no restriction on how many times anyone can serve the EC as a regular member. Restrictions apply to the officer positions.

- c. No two members related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the EC and/or the Board at the same time. Also, after two consecutive terms (full or partial) during cooling period a different member from the same family will be ineligible to serve in the EC and or BoD as NVBA membership is by family and the tenure limitations apply to the family.
- d. Each member of the EC shall be a member of the Organization whose annual dues are paid in full and they are in good standing with the Organization.
- e. Each officer of the EC must attend the meetings of the EC, unless for valid reasons.

**Section 3. Officers of the Executive Committee**

- a. The elected officers of the EC will be: the President, the Secretary, and the Treasurer. All the officers will have a maximum of 2 terms for each position. For example, an individual can be a secretary for 2 terms, treasurer for 2 terms and President for 2 terms. As NVBA has family membership, the term limit applies at the family level. For example, if the husband has been president for 2 terms, his spouse can't hold the post of the president. However, she can hold the post of the secretary or treasurer if 2 term limit per family has not been met for those positions.

**President**

The President's duties shall consist of the following. The President will

- a. Preside over all meetings of the Organization, including meetings of the EC.
- b. Actively manage the business of the EC and address any issue(s) affecting the Organization. The President will do so in consultation with EC members.
- c. Will ensure requests/orders and resolutions of the Board are conveyed to the EC within 3 business days of finalization.
- d. Will submit an audited financial report of the operations of the program for each fiscal year to the Board at least five (5) days prior to the AGM and to the members at the annual meetings, and from time to time, shall report to the Board on all matters that may affect the Organization or its members.

- e. Will be a non-voting ex-officio member of the Board. The president will cast a vote only in cases where (1) removal of a Board member is involved and if (2) if a vote in the Board is tied and needs a tie-breaker vote.

### **Secretary**

The Secretary's duties shall consist of the following. The Secretary

- a. Will record all votes and minutes of all proceedings in digital or written format and will maintain it online as a public record. He/She, in concert with the President, will make arrangements for all meetings of the EC, including the AGM. He/She will attend all meetings of the EC, and all other meetings of general members.
- b. Will perform all official correspondence on behalf of the EC as requested by the President or the Board.
- c. Will send notices of all meetings to the members of the EC.
- d. Will be responsible for all communiques and brochures required to be posted in the Official website of the Organization.

The Secretary will be vested with all the powers of the President and will perform all the duties of the President if, (1) The President is unable to perform his duties due to health or other reasons (2) The President, in writing, has delegated the functions of the President to the secretary.

### **Treasurer**

The Treasurer's duties shall consist of the following. The Treasurer

- a. Will submit for review to the EC all expenditures of funds and proposed capital expenditures (equipment and furniture), by the EC.

- b. Will work with the Organization's accountant to ensure all financial records are properly maintained, and submitted to the accountant for proper accounting. It is necessary that all financial and tax documents are properly cataloged. All filings must be in compliance with IRS regulations.
- c. Will ensure that the liability insurance of the Organization is paid and current at all times.
- d. Will ensure that all subscription/licensing/registration fees are paid on time. This includes, but is not limited to, the website domain/hosting fees and mass email engine use, SEC filings, among other things.
- e. Will present a complete and audited report of the current finances of the Organization at each meeting of the AGM, or at any other time upon request to the EC.
- f. Will assist in direct audits of the funds of the Organization according to funding source guidelines and Generally Accepted Accounting Principles (GAAP).
- g. Will perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall function.

#### **Section 4. General Functioning of the Executive Committee**

- a. The EC shall meet at a time of their choosing to discuss and act on the programs of the Organization. Major decisions that need to be taken before a meeting can be organized shall require the written consent of 2/3 EC members. The President shall preside over and arbitrate all meetings of the EC. Any expenditure more than \$500 shall require the approval of at least two EC members, one of them must be the President.

299 **Section 5. Removal**

300 a. Any member of the EC (including the Officers: President, Secretary  
301 and the Treasurer) may be removed, at any time, by vote of  $\frac{3}{4}$  of the  
302 members of the EC (8 votes) and  $\frac{3}{4}$  of the Board (2 votes), if in their  
303 judgment the best interest of the Organization would be served  
304 thereby. Before any such removal decision, the member will be given 7  
305 days notice to explain/defend his/her position in an EC-BoD joint  
306 meeting. A member of the EC who has been removed from the EC  
307 shall automatically be removed from the office she/he holds.

308 **Section 6. Vacancy**

309  
310 a. Whenever any vacancy occurs in the EC, it shall be filled without  
311 undue delay. Vacant EC seats will be filled by the same method of the  
312 general EC election (Article IX). In case of vacancy of EC officers  
313 (President, Secretary or Treasurer), the EC will inform the Board within  
314 3 working days of the vacancy notification. Existing EC members will  
315 select among themselves new officer(s) to fill the officer position(s).  
316 The Board will intervene in selecting a President till the next election in  
317 the rare case of the post of the President being vacant and no one  
318 within the remaining EC members meeting the minimum and required  
319 qualification for being the President, i.e have been an NVBA member  
320 for 5 years and have served NVBA EC for 2 years in good standing.

321 **Section 7. Compensation**

322 a. Members of the EC will not receive any compensation for their services  
323 as EC members.

324

325 **Section 9. Code of Conduct**

326

All EC members will be expected to adhere to the following code of conduct:

- a. Commit to serve the purpose of the Organization for the term of the EC in the true spirit of volunteering and without any expectation of personal gain.
- b. Be courteous in conduct of all EC business and commit to truth and transparency in all dealings.
- c. Record any Organization related expense in a timely and accurate manner.
- d. Not accept any personal favor from any individual or Organization while in office.
- e. Not engage in any activity that violates local, regional, state or federal laws.

## **ARTICLE IX. ELECTION PROCESS**

### **Section 1. Election of EC officers**

Election of EC officers and formation of EC will take place during the AGM every two years.

- a. The Board through the Election Committee is responsible for conducting free and fair elections. All 11 EC members will be elected during the AGM. At the AGM day, 3 officer positions, The President, the Secretary and the Treasurer have to be selected by the elected members. The final roster of the elected EC members will be certified by the Election Committee. With a minimum of 9 members EC can start functioning. However, within 90 days of election the two other positions have to be filled through election. Same election process as the EC election process will apply. Election Committee will re-certify the list of EC members after such election.

- b. The nomination process will involve a written response to the call for nomination from the Election Committee expressing interest in serving as an EC member for a full term of 2 yrs. The nomination process will allow sufficient time for such response but will have a strict deadline, beyond which nominations will not be accepted.
- c. In an instance where more than 11 members send in their nominations prior the election, a ranked voting method will be followed by the Election Committee wherein 11 nominees with the highest number of votes will be elected. For example, if there are 15 nominations, the voting members will be given a roster (prior to the AGM day through online voting as well same day in-person voting during AGM) with all the 15 names and will be asked to put check-marks against 11 names. The check-marks against each name will be tallied and the top 11 will be announced. The vote count will consist of both online and physical voting within the given time frame.
- d. Once the EC members are elected, the group will huddle among themselves to choose the 3 officer positions.
- e. The candidate chosen as President must have been a member of NVBA for 5 years and have served NVBA EC for 2 years in good standing.
- f. If Officers (The President, the Secretary and the Treasurer) from the outgoing EC wish to return through the election process for a second term they will not be eligible to hold the same position that they held in the outgoing EC. For example, a President from the outgoing EC can't be selected to be the President for the new term.
- g. In any unforeseen situation where an EC could not be formed, the Election Committee, in consultation with the Board, will select an interim EC for a 1-year term to keep the Organization operating till the next election.

**Section 2. Selection of Election Committee**

- a. The 2 member Election Committee shall be selected by the Board. In special circumstances where the second member of the election committee is not available a single member election committee will have the rights to conduct elections. Members of incumbent EC are not eligible to be selected as part of the election committee. However, there is no cooling off period involved for being part of the election committee.
- b. In order to be eligible to be considered as an election committee member one has to be satisfy the following requirements: (1) DMV resident for at least 5 years and (2) have served EC for 1 term (2 yrs).
- c. The Election Committee members or their family members shall not contest in the election during his/her tenure. The Election Committee members will have a tenure of 1 term of four years. Election committee will be allowed only one term.

**Section 3. Nomination Process for the EC election**

Election Committee shall take the following actions towards the nomination and election of the EC:

- a. Notify the community and seek nomination for EC from members at large 28 calendar days in advance of the election day. Candidates will have 14 days to submit nomination. The incumbent EC shall assist the Election Committee in this endeavor by providing access to the general email list or in any other form as requested.
- b. Solicit nominations for the elected positions of the EC.
- c. Verify the eligibility and candidature of all nominations received.
- d. Publish the list of nominees at least 7 days before the election day.



409 **Section 4. Voting Eligibility**

- 410 a. All members seeking nomination and casting vote in election must  
411 have active membership during the time of filing nomination and  
412 voting at AGM (online or in-person). First time membership has to be  
413 older than 60 days prior to the AGM. Members will be allowed one vote  
414 per family.

415 **Section 5. Vote Counting and Results**

- 416 a. The Election Committee shall follow the rule of simple majority of valid  
417 votes to elect a member for a position in the EC.

418 **ARTICLE X. TRANSFER OF EC RESPONSIBILITIES**

- 419  
420 With the new EC elected at the AGM there will be a formal transfer of EC  
421 responsibilities where officers of the outgoing EC will meet with the officers  
422 of the incoming EC to hand-over duties. The formal meeting, which will be  
423 recorded by outgoing Secretary will follow the below guidelines:
- 424 a. The hand-over meeting will take place within 3 weeks of the last AGM
  - 425 b. Details of the Organization's finances will be shared, and steps will be  
426 laid out to transfer ownership of accounts to the new EC officers.
  - 427 c. All passwords related to EC email, Website, Facebook and other social  
428 media communication will be shared with the new officers. And new EC  
429 must change such passwords to new passwords to maintain security of  
430 access by authorized members.
  - 431 d. The address of the Organization will be transferred to the President's  
432 address and published in all necessary documents.

- e. A final document showing the completion of the above tasks signed by outgoing and in-coming Secretaries will be submitted to the Board within 30 days of the AGM.

## **ARTICLE XI. FINANCIAL MANAGEMENT**

The Organization's financial assets shall be derived from membership fees, donations, grants and other revenue generating activities. A system of fund accounting shall be adopted to maintain the integrity of various types of funds collected for various purposes.

The fiscal year of the Organization shall be the calendar year. All transactions in the name of Organization shall be through normal banking channels and will be duly attested by the Treasurer and the President. None of the funds will be collected through personal accounts of any EC member. Financial records are to be audited and shall always be available to the members upon request.

Operational funds and legacy funds will be separated. The Board will advise on the investment and use of the legacy funds. The newly elected EC will be allowed \$30K every year as operational expense seed money. At the end of each calendar year surplus funds beyond \$30K should be deposited in the legacy account. Any additional money needed by EC can be obtained through approval of BoD.

Any bank payment from the operational funds (checks/online payment) that will be of the value \$5000 and above will need dual signature of the Treasurer and the President.

457 No personal bank account/Zelle should be used for NVBA business  
458 transactions.

459 Any legacy account funds transactions must have dual signatures of 1  
460 designated board member and President of the EC.

461

## 462 **ARTICLE XII. INDEMNIFICATION**

### 463 **Section 1. General**

464 To the full extent authorized under the laws of Virginia, the Organization shall  
465 indemnify any director, officer, employee, or agent, or former member who  
466 may have served at the Organization's request as a director or officer of  
467 another Organization, against expenses actually and necessarily incurred by  
468 such indemnitee in connection with the defense of any action, suit, or  
469 proceeding in which that indemnitee is made a party by reason of being or  
470 having been such member, director, officer, or agent, except in relation to  
471 matters as to which that indemnitee shall have been adjudged in such action,  
472 suit, or proceeding to be liable for negligence or misconduct in the  
473 performance of a duty. The foregoing indemnification shall not be deemed  
474 exclusive of any other rights to which an indemnitee may be entitled under  
475 any bylaw, agreement, resolution of the EC, or otherwise.

### 476 **Section 2. Expenses**

477 Expenses (including reasonable attorneys' fees) incurred in defending a civil  
478 or criminal action, suit, or proceeding WILL be paid by the Organization in  
479 advance of the final disposition of such action, suit, or proceeding, if  
480 authorized by the Board, upon receipt of an undertaking by or on behalf of the  
481 indemnitee to repay such amount if it shall ultimately be determined that such  
482 indemnitee is not entitled to be indemnified hereunder.

483 **Section 3. Insurance**

484 The Organization will purchase and maintain insurance on behalf of any person  
485 who is or was a member, director, officer, employee, or agent against any  
486 liability asserted against such person and incurred by such person in any such  
487 capacity or arising out of such person's status as such, whether or not the  
488 Organization would have the power or obligation to indemnify such person  
489 against such liability under this Article.

490 **ARTICLE XIII. AMENDMENTS**

491 The Bylaws may be amended by majority vote at any AGM or online voting or  
492 special meeting where the quorum requirements of 25% or 50 votes  
493 (whichever is smaller) is met. The amended by-laws shall be published on the  
494 Organization's website. Amendments can't be made to the constitution within  
495 2 years of the last official submission date of the revised constitution.  
496 Exception to the 2 year restriction will be made if modification of the  
497 constitution is needed to accommodate changing federal, state or local laws  
498 governing 501(c)(3) Organizations.

499 **ARTICLE XIV. DISSOLUTION**

500 Upon the dissolution of this Organization, the assets shall be distributed for  
501 one or more exempt purposes within the meaning of section 501(c)(3) of the  
502 Internal Revenue Code, or corresponding section of any future federal tax  
503 section, or to a state or local government, for a public purpose.

504 **ADOPTION OF BYLAWS**

505 We, the undersigned, are all of the initial directors or EC, and we consent to,  
506 and hereby do, adopt the foregoing Bylaws, consisting of the 14 preceding  
507 pages, as the Bylaws of this Organization.

508

509 ADOPTED AND APPROVED by the EC on this \_\_\_\_ day of \_\_\_\_\_, 2023.

510

511 \_\_\_\_\_

512 Sandip Ghosh, President - Northern Virginia Bengali Association.

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514 \_\_\_\_\_

515 ATTEST: Sumanta Chakraborty, Secretary - Northern Virginia Bengali  
516 Association.