



BOARD OF DIRECTORS

Minutes of the Meeting

Friday, January 26, 2007

Venue: Berkmar High School, Time: 8:35 p.m. – 10:15 p.m.

Confidentiality/Validity

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Document Revision History

Version	Date	Author	Comment/Revisions
Version1	02/02/07	Amitabha	Sent BOD on 02/03/07 for comments
Final Version	02/14/07	Amitabha	With the inputs from BOD members



1 BACKGROUND AND KICK-OFF DISCUSSIONS

In the General Body Meeting (GBM) on 9th December, 2006, the following Board of Directors were selected for Pujari's calendar and fiscal year of 2007:

Amitabha Datta (Chairman of Board)	
Anindya De	Paromita Ghosh
Gouranga Banik	Prabir Bhattacharyya
Kallol Nandi	Sharmila Roy
Sutapa Das	Swagata Bose

It was also decided in the GBM, "***BOD will hold at least one meeting every quarter to discuss any current or long term issues, track Executive Committee's progress and overall help to Pujari. BOD will be responsible for growth and image of Pujari and take an active role on long term issues, which impact Pujari.***" [Source: *Minutes of the GBM meeting that was circulated by Sharmila Roy, 2006 Chairperson of BOD*]

A meeting of the Board of Directors of Pujari was called to order at 8:35 p.m. on Friday, January 26, 2007 at Berkmar High School, Gwinnett County, GA. Amitabha Datta, Chair, presided and a quorum was present. The meeting began in Board session and President joined the meeting at 10:00 p.m.

PRESENT

Board

Gouranga Banik
Swagata Bose

Kallol Nandi
Sutapa Das

Prabir Bhattacharyya
Paromita Ghosh

Executive Committee

Prabir Nandi (15 minutes)

ABSENT

Anindya De
Sharmila Roy

The current BOD leadership looked at the "Article of Incorporation of Pujari Inc." and "Liability of Directors" (*refer to Appendix – A*); with the inputs from each BOD member and current President, BOD members mutually agreed upon the priorities, and the following agenda was finalized for the first BOD meeting of 2007.

Agenda Topics
Roles, responsibilities and accountability of BOD
Financial management
Assets & Inventory management
Information management and dissemination through Web and Yahoo group e-mail blast
President's update
Capital purchase requests – lights, wireless mikes etc.



2 ROLES, REPOSNSIBILITIES AND ACOUNTABILITY OF BOD

The primary objective was to discuss and document the "*responsibilities of Board and individual Director of Pujari*" considering "*Liability of Directors*" in the "*Article of Incorporation of Pujari*".

The initial draft, presented by the chairman, was thoroughly reviewed and discussed for its appropriateness and alignment with "*Liability of Directors*". Board members identified required changes to be included and/or excluded in/from the document. Additionally, it was also unanimously decided to formalize the final document for Pujari's immediate use and future reference.

Post meeting follow-up actions:

BOD

- **Amitabha** will revise the draft and circulate among BOD for further inputs/suggestions.
- Finalized document will be added as an appendix in the final "*minutes of the meeting*" and will be shared with the current EC.
- "*Responsibilities of Board and individual Director of Pujari*" will be a living document of reference and will be used for future EC orientation.

EC

- **Prabir Nandi, President** will ensure familiarizing and understanding the contents of "*Responsibilities of Board and individual Director of Pujari*" among EC members and will also ensure EC support and cooperation for immediate implementation.

3 FINANCIAL MANAGEMENT

The overall goal was to 1) understand the trends of Pujari's financial status by reviewing 2004, 2005 and 2006 financial statements; 2) identify subject matter expert from BOD who can provide overall guidance; 3) define high-level strategy for 2007 and 4) provide directions to current EC.

Pujari's fiscal year is January 1st to December 31st. Due to the non-availability of 2006 financial statement, as of the day of the meeting, BOD could not review past three years trends. However 2004 and 2005 financial trends were reviewed and discussed. According to past results, Pujari has significantly strengthened its financial position, and with the continuous efforts of past Executive Committees, Pujari's financial status is steadily moving up on the growth curve.

BOD strongly felt the need of identifying a finance subject matter expert from Board members who can provide strategic guidance to EC, and can assist BOD to take informed decisions, related to organization's financial matters, in a timely manner. The BOD selected Swagata Bose for this role and she accepted.

BOD unanimously agreed that Pujari must continue to strengthen its financial positions and the EC must plan yearly expenditures based on their ability of generating revenues. It is also agreed that the savings from early years must be reserved for organization's long-term sustainability and continuity in the event of unforeseen emergencies. The savings can also be used for capital purchases that are approved by BOD and with fare-share contributions from EC. The BOD has made the following key decisions for immediate implementation:

- President must submit Pujari's fiscal year revenue forecast, ideally based on current and new initiatives. For example, collection from existing membership; new membership; advertisement; sponsorship; pay events etc.



- President must submit event and major line-item wise fiscal year proposed budget for BOD approval.
- Due to Pujari's financial growth, audit is mandatory for the fiscal year 2006. BOD will initiate the audit process, and ensure the timely completion of audit and the implementation of audit recommendations, if any.
- BOD will also take responsibility for filing Pujari's Income Tax in a timely manner.
- For any capital expenditures, BOD will decide the fare-share from EC generated revenue based on the life of the item to be procured. However, for Durga Pratima and Light & Sound the fare-share would be 20% and 33% respectively.

Post meeting follow-up actions:

BOD

- **Amitabha** will follow-up with treasurer for 2006 financial statement and will revise the trend analysis worksheet that will be shared with this document, if received on time.
- **Swagata** will initiate and implement audit, in coordination with treasurer, as soon as possible.
- **Anindya** will continue to work on Pujari's income tax related activities and **Swagata** will be providing necessary support.
- **BOD** will effectively and actively assist EC for fund raising and will consider for personal giving.

EC

- **Prabir Nandi, President**, in considering the above BOD decisions, must submit fiscal year's revenue forecast and proposed budget to **Swagata** by mid-March but not later than 16th March 2007.
- **President** will submit event-based expense reports for each event, within one month after the event.
- **President** must ensure meeting revenue forecast otherwise should adjust budget accordingly or ask for BOD approval.

4 ASSET AND INVENTORY MANAGEMENT

The Executive Committee of 2006 recommended that the BOD must take initiatives to maintain and control Pujari's movable and immovable assets and inventory. As BOD continues to serve multi-year, it makes sense for BOD to play the leadership role to identify and implement short-term and long-term operational strategy.

The BOD selected Prabir Bhattacharyya who will coordinate with relevant EC and BOD members in recommending and implementing immediate and future actions. Prabir graciously accepted the role as one of the BOD members.

Post meeting follow-up actions:

BOD

- **Prabir** will create the initial data collection template. He, in coordination with other members, will capture asset information regardless of their current condition and value.
- **Prabir** will present his analysis of the current state along with short-term recommendations in the next BOD meeting. Prabir will also present his recommendation to BOD for long-term solution of storage and maintenance of the assets.

EC

- **Treasurer, Sushanta Saha** will provide to Prabir about the details of last three-four years capital purchases by the end of February.



5 INFORMATION MANAGEMENT AND DISSEMINATION THROUGH WEB AND YAHOO GROUP E-MAIL BLASTS

Information management and its disseminations, especially through Web and e-mail blasts/campaigns, are some of the key activities to create right image of any organization. The organization's discipline, for publishing right information in right time, and the announcement of events/services to the community become most visible through a well informed and timely maintained web site.

Though the above holds true for Pujari but the current resource limitation and the maintenance ownership has become every year's challenge. Due to the continuous challenges and the current approach of relinquishing services as yearly basis has created a major constraint. During last two years, the look and feel of the website is improved significantly but the timely content update is still a challenge. During the transition, the web site has lost some of the important and historical information.

Considering above fact Pujari BOD has unanimously decided to be more involved in this area of operation. BOD decided to take two phased approach 1) immediate and during the year of 2007 and 2) long-term beyond 2007. BOD selected Kallol Nandi as subject matter expert who will initially play an advisory role to current EC and will monitor Pujari's website update and relevance of information. Kallol has accepted the role. and will define an overall framework in consultation with the current webmaster and IT (Web) sub-committee.

Post meeting follow-up actions:

BOD

- **Kallol** will work with President and Webmaster to ensure immediate restoration of Pujari's historical information (e.g. article of incorporation of Pujari, Bylaws, past BOD and EC etc.)
- **Kallol** will define and implement an overall framework of "*information management and dissemination*" in consultation with the current Webmaster and IT sub-committee.
- **Kallol** will analyze the current state (strengths, challenges and constraints) and possible future opportunities and will present his recommendation in the next BOD meeting.

EC

- **Prabir Nandi, President** must ensure utmost cooperation from the IT sub-committee in this overall improvement process.

6 BRIEF DISCUSSIONS – YEAR OF ESTABLISHMENT OF PUJARI

Any organization's year of establishment is non-debatable historical fact/reality, and is best known only by its founder members. Making decision on Pujari's year of establishment does not come under the jurisdiction of Board as normally this fact gets passed to the board from the predecessors.

Gouranga Banik updated BOD about his discussions with some of the senior community leaders/seniors, and BOD members also provided their views during the meeting. Considering the required depth of the discussions with and involvement of Pujari founder members, Gouranga Banik will conclude this issue by end of February.



7 PRESIDENT'S UPDATE

President joined the BOD as per schedule and provided status report, highlighting Saraswati Puja 2007. He reported the expected smooth execution of the activities of Saraswati Puja, as per EC planning. President expressed the time limitation challenges of EC for the first event due to the short span of time after the formation of the new team. He also suggested BOD to think for future transition and the timing of announcing new EC.

President initiated the discussion with BOD on the date of Baishakhi and Durga Puja and it was unanimously decided to keep the Baishakhi date on 21st April and Durga puja on 20th & 21st October 2007.

President informed BOD that EC needs to take early initiative regarding external artist for Durga Puja and the total expenditure on this could be higher than previous years. There was another discussion on hosting external an artist on a later date, i.e. 27th Sep, a week after the Durga Puja. BOD informed President that the revenue for this program will be generated by EC, rather than from any other sources.

8 CAPITAL PURCHASE REQUESTS – LIGHTS, WIRELESS MIKES ETC.

Though President wanted to discuss the need and funding requirements but the discussions could not take place due to the non-availability of sufficient data/information. President may decide to present this purchase request during the next BOD meeting.

However, President was informed about BOD decision of fare-share on capital purchase (refer to the *Financial Management* section above).

9 CONCLUSION

Year 2007 first BOD meeting was concluded with a summary of discussions and decisions and vote of thanks.

This represents understanding of the materials contained in the above minutes of the meeting, and agreement to the scope and responsibilities described therein.

Pujari Board of Directors

Date 02/03/2007

Amitabha Datta
Gouranga Banik
Kallol Nandi
Swagata Bose
Prabir Bhattacharyya
Paromita Ghosh
Sutapa Das
Aninda De
Sharmila Roy

APPENDIX - A

**ARTICLE OF INCORPORATION
OF
PUJARI INC**

ARTICLE OF INCORPORATION OF PUJARI INC

ARTICLE I

Name of the organization

The name of the Corporation is "**PUJARI INC**" (Corporation).

ARTICLE II

Initial Registered Office and Registered Agent

The initial registered office of the Corporation shall be:

*1795 Whitehall Court
Marietta, GA 30066*

The initial registered agent of the corporation at such address shall be **Kallol Nandi**.

ARTICLE III

Principal Office

The mailing address of the initial principal office of the corporation is:

*1795 Whitehall Court
Marietta, GA 30066*

ARTICLE IV

Incorporator

The name and address of the incorporator are:

Kallol Nandi
*1795 Whitehall Court
Marietta, GA 30066*

ARTICLE V

Georgia Nonprofit Corporation

The Corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code, as amended, codified at Chapter 3 of Title 14 of the Official Code of Georgia Annotated.

ARTICLE VI

Members

The Corporation, being organized for charitable purpose only, shall have no capital stock and no shareholders, and no dividends or pecuniary profits shall be declared or paid. However, the Corporation shall have members. The rights of membership in the Corporation shall be governed by the Bylaws of the Corporation, as such Bylaws may be amended from time to time, and as are not inconsistent with any provision of these Article of Incorporation. Members may be divided into one or more classes.

ARTICLE VII

Purpose

The Corporation shall be organized and at all times thereafter operated, exclusively religious, charitable and educational purposes. The Corporation is organized and shall be operated for the purpose of enhancing the cultural heritage of the Bengali community. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors, or other private persons; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose as set forth in this Article.

All activities of the Corporation shall be within the meaning of I. R. C. section 501(c)(3) or any future corresponding section of the Internal Revenue Code.

Notwithstanding any other provision of these article to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under I. R. C. Section 501(c)(3), or by a corporation, contributions to which are deductible for federal income tax purposes under I. R. C. section 170(c)(2) or any future corresponding section of the Internal Revenue Code.

It is intended that the Corporation shall have, and continue to have, the status of an organization, which is exempt from federal income taxation under I. R. C.. section 501(c)(3). All terms and provisions of these Articles of Incorporation, and all authority

and operations of the Corporation, shall be constructed, applied and carried out in accordance with such intent.

ARTICLE VIII

Perpetual Duration

The Corporation shall have perpetual duration.

ARTICLE IX

Dissolution of Corporation

Upon dissolution or winding-up of the Corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation shall be distributed:

1. For one or more exempt purpose within the meaning of I. R. C.. section 501(c)(3) or any future corresponding section of the Internal Revenue Code.
2. To the federal, state or local government for public purpose, or
3. Pursuant to a court order obtained from a court competent jurisdiction located on Cobb county, Georgia, for purpose limited to (i) and (ii), above.

ARTICLE X

Corporate Powers

1. In furtherance of its purposes, the Corporation shall have full power and authority:
To make distributions for charitable purposes,
2. To retain all contributions in the original form in which received,
3. To buy, sell, exchange, convey, mortgage, encumber, assign, lease, transfer or otherwise dispose of or deal in, at either public or private or private sale, all forms of property, both real and personal, on order to carry out the objects and purposes of the Corporation,
4. To borrow money and secure the payment thereof by mortgage, pledge, deed, indenture, or other instrument, or by other lien upon, assignment of, or arrangement in regard to all or any of the property, rights or privileged of the Corporation, wherever situated, whether now owned or thereafter to be acquired,
5. To invest and reinvest an funds belonging to the Corporation at any time and from time to time in such securities and properties, real or personal, as the Board of Directors in their sole discretion see fit and
6. To perform all other acts necessary for incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, as

- determined by the Board of Directors to carry out any of the purposes of the Corporations, as set forth in these Article of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of I. R. C.. section 501(c)(3)).
7. The Corporation shall serve only such purpose s and shall engage only in such activities as are consistent with the purpose set forth in Article VII and as are exclusively charitable and entitled to charitable status under I. R. C.. section 501(c)(3).

ARTICLE XI

Liability of Directors

1. As further provided in the Bylaws of the Corporation, a Director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty as Director, except for liability
 - a. For any appropriation, in violation of his or her duties, of any business opportunity of the Corporation,
 - b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or
 - c. For any transaction from which the director derived improper personal benefit.
2. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation with respect to any act or omission occurring to the effective date of such repeal or modification.
3. In the event that any of the provisions of this Article (including any provision within a single sentence) are held by court of court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are sever able and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XII

Miscellaneous

1. For purpose of these Article of Incorporation, "charitable purpose" include charitable, religious or educational purposes within the meaning of I. R. C.. section 501(c)(3), contributions for which are deductible under I. R. C.. section 170(c)(2).
2. All reference in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references of the Internal Revenue Code of 1986, as amended, and to corresponding provisions of any applicable future United States Internal Revenue Laws to all regulations issued such section and provisions.

ARTICLE XIII

Amendments

These Articles of Incorporation may be amended at any time and from time to time as provided in the Bylaws of the Corporation.

IN WITNESS THEREOF, the undersigned as Incorporator duly executes these Article of Incorporation this 27th day of August 2001.

Kallol Nandi

APPENDIX - B

RESPONSIBILITIES OF THE BOARD AND INDIVIDUAL DIRECTORS OF PUJARI

RESPONSIBILITIES OF THE BOARD AND INDIVIDUAL DIRECTORS OF PUJARI

Pujari's principal governing body is the Board of Directors, whose members serve as volunteers without compensation. Candidates for Board membership are initially nominated for a three-year term, and can be re-elected for consecutive terms in the General Body Meeting by the majority consensus.

As the principal governing body, the Board provides fiduciary, program and policy oversight of the organization in addition to advising on and helping with the organization's reputation, visibility and community/resource mobilization. The regular Board meetings are usually quarterly, although urgent or special meetings may be called as necessary.

All Directors of the Board share in the responsibilities of governance – oversight, advice and direct help. Members are expected to gain a basic understanding of Pujari's mission, goals and programs and to provide support for them. Directors also assist in expanding Pujari's outreach and in increasing its visibility and community support. In summary, the responsibilities of the Board, as adopted by resolution of the Board, are to:

1. Shape Pujari's mission, vision, purposes, goals and future program/policy directions, including strategic positioning of the organization, and assessing Pujari's performance and effectiveness toward these goals and directions.
2. Select and appoint Pujari's President for one year term and help President to identify other Executive Committee members.
3. Provide guidelines, strategic framework and broad guidance to EC and address organizational challenges and issues.
4. Review and approve EC's annual operating plans and budgets. Review and approve capital expenditure for movable and immovable assets.
5. Ensure completion of financial audit in a timely manner and filing of Income Tax and other related documents with appropriate authority. Monitor prudent management of Pujari's finances by regularly monitoring financial statements, expenditures and yearly audit report. Ensure organization's financial viability and strengths for sustainability to meet unforeseen emergencies.
6. Define guidelines, help implement and monitor implementation of asset management and information management.
7. Define and institutionalize new board members' induction process.
8. Define guidelines and ensure timely implementation of newly selected EC orientation.
9. Elevate Pujari's public image, visibility and communications with the community.
10. Continuously assess and improve the Board's own performance.

Individual Directors have responsibilities that complement those of the Board overall. The responsibilities and accountability of Board extend beyond attendance, fund mobilization and personal giving. The following guidelines describe the commitment and practice of Board members. It is expected that Directors of Pujari's Board will:

- Discharge effectively the legal, ethical and fiduciary responsibilities of Board membership consistent with Pujari's Articles of Incorporation. This includes understanding Pujari's vision, mission, core values, policies and programs; suggesting and helping to recruit other individuals of distinction who can make significant contributions to Pujari; serving in leadership positions; and undertaking special assignments as requested and feasible.
- Avoid actual conflict or appearances of conflict or embarrassment to the organization or the Board, and disclosing possible conflicts in a timely fashion. Maintain objectivity and do what a sense of fairness, ethics, and personal integrity dictate.
- Exercise oversight for the Board's fiduciary responsibilities, including control, expenditure, asset management, information management and transfer of funds; review of financial statements; and projections of income and expenditures. Address concerns presented by EC, as deemed appropriate.
- Help with fundraising and organizing events.
- Develop appropriate relationships with EC. Offer advice and counsel to the president and to EC members in areas where a Director's experience is relevant; avoid asking for extensive information without prior consultation with the president and Board chair.
- Prepare for and actively participate in Board and General Body meetings. Attendance at a majority of Board meetings is required. Maintain the confidentiality of Board documents and exchanges, especially at executive sessions, continuing confidentiality after completing service on the Board.

Discussed by the Board of Directors, 26th January, 2007

Approved by the Board of Directors on February 3, 2007