BYLAWS OF
CULTURAL ASSOCIATION OF BENGAL
(YEAR 2026)

These Bylaws of Cultural Association of Bengal (hereinafter referred to as "the Association" or "CAB"), are adopted on June 18, 2011, and Amended on 21st September 2025.

These bylaws shall be read in conjunction with, and as subsidiary to the Articles of Incorporation of the Association. The activities and business of the Association shall be managed or conducted in accordance with provisions of the Bylaws, as provided in its Articles of Incorporation. Some of the provisions of the Bylaws define or specify in detail certain related provisions of the Articles of Incorporation. In the event of any conflict between the provisions of the Articles of Incorporation and the Bylaws, those of the Articles of Incorporation shall prevail.

ARTICLE 1: LOCATION

The base of operation of the Association shall be national. The principal office of the Association will be located at such place within its base of operation, as its Executive Committee shall from time to time designate. The Association may maintain additional offices at other places as the Executive Committee chooses to designate.
Electronic Media: All communications via Electronic Media (email only) must be accepted as written Communications.

ARTICLE II: PROHIBITED ACTIVITIES

No part of the net earnings of the Association, if any, shall inure to the benefit of, or be distributable to, the members, directors or officers of the Association, except that the Association shall have the authority to pay reasonable compensation for services rendered to or for the Association. No substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any permissive provisions of these Bylaws or the Articles of Incorporation, or any provisions of the State if New York governing or pertaining to the Association, the Association shall not engage in or carry on any activities not permitted to be engaged in or carried on by an entity described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of a future Federal Income tax law) and exempt from taxation under Section 501 (a) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future Federal Income tax law).

ARTICLE III: MEMBERSHIP

Section 3.1: Type of Membership.

Association will have only one form of membership, that is Life Membership and will be enrolled through website only.

Life Member - who is otherwise qualified as per 3.2 to be a member and pay the one-time life membership fee as set forth by the Executive Committee from time to time. Any change of fee proposed by EC needs approval from BOT.

Spouse of a Life member has no right to vote unless the spouse is a Life member.

Section 3.2: Eligibility and Duration. Membership of CAB shall be open only to those who subscribe to the mission and purposes as stated in the Articles of Incorporation. Continuing membership is contingent upon a member being up to date on membership dues. To become a member, an individual must be introduced in writing by an existing member in good standing and his/her application must be approved by the Executive Committee or Board of Trustee (BOT). Any permanent resident and citizen of North America are eligible to become a member of CAB. Any Bengali resident of India recommended and approved by the Executive Committee or the Board of Trustee is eligible to become the Life Member of CAB if subscribes to the mission and purposes as stated in the Articles of Incorporation and upon payment of Membership Fee.

Section 3.3: Rights. All Life Members, who meet the requirements specified elsewhere in these bylaws, will have the right to participate in all activities of the Association and to vote (one vote per member) on any resolution or issue concerning the Association's affairs that are put forth for such voting, including election of Executive Committee (EC) Members, Office Bearers and Trustees. Only those who have been members in good standing for at least 1 year prior to any election of the Association may vote in such elections.

Section 3.4: Loss of Membership.

Membership is terminated

a) By death, resignation or non-payment of membership dues.

b) A member may be censured, suspended or expelled from the Association for participation or involvement in activities severely detrimental to the interest of the Association. EC, with the approval of two-thirds simple of the members present at the Annual General Meeting, will be empowered to take action regarding such censure, suspension or expulsion.

c) Membership can be suspended for a maximum of one year by 2/3 majority of BOT Annulment of membership needs approval by majority of members attending the AGM meeting.

However, the affected member must get a chance to defend himself in the meeting arranged by the BOT within 30 days of the termination notice.

Section 3.5: Meetings (AGM and Special).

Each year, EC shall convene at least one Annual General Meeting of the members, where an annual report and account statement will be presented to the members. Such meeting must be called with at least four (4) weeks of advance notice and may be held coincident with other programs of the Association. President shall chair this annual general meeting. Agenda has to be approved by BOT and EC (Note: See Section 4.6 for details and consistency)

Additional general or special meetings of all members may be called by the EC, as appropriate, at such places and times as the EC may from time to time determine necessary. Members, by a written petition bearing signatures of at least one fifth of the members in good standing, may call a special meeting to discuss and act on any issues related to the policy and operation of the Association. Any voting on a motion for resolution except on amendments to the Articles of Incorporation, Bylaws and other issues specified by these Bylaws, may be carried out either by mail ballot or at a general or special meeting and shall be decided on by a simple majority of members voting by mail or present at the general or special meeting. The presence of at least 10% of the currently enrolled members in good standing shall constitute a quorum for a general or special meeting. If the quorum is not met at any meeting, the general meeting may be held with a further 2 weeks' notice with a quorum requirement of 5% of then enrolled members.

Section 3.6: Membership List.
Treasurer shall maintain a current list of members, which shall be open to inspection by all members upon approval of EC. A voter list containing names of those members who are in good standing and meet the eligibility requirement for voting for various offices and positions in the Association's committees and boards, shall be submitted by the Treasurer to the Election Committee through the President at the time the announcement for an election is made. The membership list shall be audited by an Audit Committee composed of 3 members appointed collectively by the members of the EC and BOT. Only audited list shall be used by the election committee for its purposes.
Treasurer may wish not to share the membership list because of privacy reasons. During election a voter list (approved by EC) can be distributed to candidates, not to be shared by anyone. (An NDA should be in place.). Voter list should be certified by the Treasurer, BOT Chair and the President.

ARTICLE IV: BOARD OF TRUSTEES

Section 4.1: Authority, Roles and Responsibilities. The Board of Trustees (BOT)'s role is to uphold the aims and objectives of CAB and provisions of its Article of Incorporation. It will provide a broad oversight of all activities of the Association including its financial operations and play a role of ombudsman for the Association. Specific functions of BOT include:

4.1.1 Advisory Role. BOT will be an advisory body to assist EC in maintaining organizational integrity and continuity. It will advise on policies, operations and long-range planning. BOT will not be involved in day-to-day executive function of the Association, except for certain specific executive responsibilities as specified in this section.

4.1.2 Budget Approval and Reports. BOT shall receive from EC President each year, within 90 days after beginning of the year, the annual budget of the Association. The budget shall require BOT's review and approval by two-thirds of the BOT members before it may be adopted by EC. BOT will prepare its own operating budget to cover costs of its operation; the budget must be approved by two-thirds majority of all Trustees.

EC President shall submit a written report to BOT on a quarterly basis, or more frequently, if felt appropriate by BOT. Such report shall, as a minimum, identify all contracts signed and financial commitments made by EC during the reporting period, any issue of potential legal consequence or any matter that may require BOT's attention in order for it to discharge its responsibilities under the provisions of the Articles of Incorporation and Bylaws.

4.1.3 Judicial Role. BOT will have a judicial role, of interpreting the Articles of Incorporation and bylaws, and of mediating or arbitrating in disputes or disciplinary actions referred to it. Such judicial intervention will be at the request of EC or the General Body of Members by resolution.

4.1.4 Executive Role. BOT will have executive authority to appoint auditors and receive audit reports, and to appoint, in conjunction with EC, an Election Committee of three commissioners. BOT will oversee the functioning of the Election Committee. EC shall provide organizational help to BOT for these activities. BOT, by a simple majority, may suspend voting rights of a member for 3 years for a cause or indiscipline caused by the member.

4.1.5 Control & Management of Financial Affairs. BOT shall have overall responsibility for the control and management of financial operation and protection and control of the assets of the Association. BOT shall have the power to hold, enjoy and disburse funds and property donated, bequeathed, devised, conveyed or transferred to it, to raise/receive funds, properties, donations, contributions, etc., to assign and pay from time to time for such cultural and educational objectives and aims, but not for the monitory profit or financial gain of any of its members, trustees and office-bearers.
a) No new bank account across the world shall be opened without BOT approval
b) Signatories: President, Treasurer and the Chairman for domestic account. For out of the country account two members designated by BOT and EC and one citizen of the country will be signatories based upon approval of the Board.

4.1.6. Contracts and Commitments on behalf of CAB. Before entering into any commitments and contracts that are of a performance period of longer than 6 months, as well as all contracts involving cash or accrued transactions of total value exceeding Ten Thousand Dollars ($10,000), EC shall request and receive prior review and approval by BOT.

4.1.7 Emergency Power. BOT under the following special circumstances, shall have the emergency power to remove any office-bearer(s) of the Association and/or to dissolve the EC and/or to take over the management of the Association, and to function as the EC, pending the election of a new EC, which shall take place within 120 days thereupon.

Emergency power may only be exercised provided that in a meeting of the BOT duly called for this specific purpose, two-thirds majority of all Trustees of the Association vote to exercise the emergency power in case of EC's repeated failure to function in accordance with the provisions of the Articles of Incorporation and the bylaws and EC's further inability or failure to cure such failure within a reasonable period of time after an advisory to this effect is issued by BOT. Emergency power include dissolution of Committees, Postponement or preponent of Election, suspension etc.

4.1.8 Conflict of Interest and use of foul language.

a) Any one of the Spouse can run for EC and BOT election. Both can't run in the same election year.

b) EC/BOT members cannot sue the Association as well as another BOT/EC member at the expense of the Organization.

c) Use of offensive language in any form of communication will be deemed as a punishable offence (first warning followed by suspension of maximum of six months).

Section 4.2: Number of Trustees.

The number of Trustees constituting the BOT shall initially be eleven (11), which number may be increased or decreased by a two-thirds majority vote of the Trustees provided that the number shall never be less than seven (7) or greater than thirteen (13).

Vacancies caused by death, resignation or otherwise, shall be filled by Nomination by the remaining Trustees by simple majority. Nominated Trustees must meet the eligibility requirement of Trusteeship at the time of nomination and will become a full-member of BOT with all rights and privileges of a Trustee including voting rights, for the unexpired tenure of the position that is being filled till she/he runs for next election. The total years of trusteeship shall not exceed twelve years including co-opt years including following:

a). Service rendered by Anyone replacing existing BOT Member in the middle of the Term will not be considered as one of maximum three Terms allowed

b) Term Limits see 4.3 (cannot join by Co-opt method and total allowed 3 full Terms with one gap of one election Term.

Section 4.3: Terms of Office.

a). Each individual Trustee will be elected for a period of three (3) years;

b). Total Four (4) Terms with at least a Gap of one Election year;

c). NO Co-opt option for Elected Board Members who completed four terms;

d). However, under special circumstances, Board Members with two-thirds of the majority can allow a member to run for fifth term.

Vacancies caused by death, resignation or otherwise, shall be filled by co-option by the remaining Trustees by simple majority. Co-opted Trustees must meet the eligibility requirement of Trusteeship at the time of co-option and will become a full member of BOT with all rights and privileges of a Trustee including voting rights, A maximum of Two Trustee members may be co-opted in a given year, if necessary, by BOT. The Co-opted Trustee if wants to continue, must be elected in the immediate next Election. A non-complying Trustee may be removed immediately by a 2/3rd Majority in a BOT Meeting. And it must be approved or disapproved in the next AGM or his/her removal will be cancelled.

Section 4.4: Election of Trustees. Election of Trustee members will happen every 3 years or whenever the service time of a Trustee gets over and vacancies are created.

A filing fee of $ 500.00 dollars or a fee determined by BOT, will be required for filing nomination; however, this fee will be returned to the candidates who have received at least 15% of the vote cast. In case there are not enough eligible candidates the BOT can nominate

BOTs with a simple majority to fill in the vacancies. These nominated BOT can serve a full term of a BOT.
Every election year, beginning with 1 year after these bylaws are adopted, at least 90 days before the end of the fiscal year, BOT will advise the Election Committee the number of Trustee positions that need to be filled. Election committee shall invite nominations from all members in good standing who meet the eligibility requirements for election of Trustees and will decide the method and means of conducting the election in consultation with BOT.

Section 4.5: Eligibility. Only life members who have been a member in good standing for at least 5 (five) years prior to the announcement of election. Only Citizen of US or Canada OR permanent resident and at least one term in EC, are eligible to run for election for an office of Trustee.

Section 4.6: Chairman of the Board of Trustees. BOT shall elect a Chairman from among the Trustees by rotation 2 years with a vote of simple majority. No member may become Chairman for the second time until all other willing members of BOT have already served as Chairman at least one term, only exception being two third of the BOT members votes for the outgoing chairman for a second term. No member may become Chairman for the Third time until all other willing members of BOT have already served as Chairman at least one term.
a). Chairman shall convene and preside over the meeting of the BOT. BOT shall meet as frequently as desired by the Chairman and Trustees, but no less than twice a year. BOT shall adopt rules to conduct its business.
b). The Chairman can invite any member of CAB or Community in any meeting if the Chairman feels that it is necessary to invite any such person.
c). Quorum of BOT meetings is a simple majority
d). Chairman can call AGM only under special circumstances with 2/3rd majority of BOT support if the EC President fails to call AGM. BOT Chair has to explain General Members the reason for calling special AGM. All AGM agendas shall be approved by both EC and BOT.
e). BOT meeting can be called by a member with majority support or approval of the Chairman. BOT shall elect a Chairman from among the Trustees by rotation 2-years with a vote of simple majority. No member may become Chairman for the second time until all other willing members of BOT have already served as Chairman at least one term. No member may become Chairman for the Third time until all other willing members of BOT have already served as Chairman at least one term. BOT shall select a Chairman for two years from among the Trustees. No Chairman shall serve for a second consecutive term until all the Trustee Members have become the Chairman. A Trustee shall not serve more than 3 terms in his/her lifetime.

Chairman shall convene and preside over the meeting of the BOT. BOT shall meet as frequently as desired by the Chairman and Trustees, but no less than twice a year. Board's meeting shall have a quorum of half of its members. BOT shall adopt rules to conduct its business. The Chairman can invite any member of CAB or Community in any meeting if the Chairman feels that it is necessary to invite any such person.

Section 4.7: BOT Committees/Sub-committees. BOT may establish from time to time, by resolution adopted by a majority of Trustees in office, committees or subcommittees to carry out regular activities or particular functions or programs, which committees, to the extent provided in said resolution, shall have and exercise the authority of BOT in its operation.

ARTICLE V: EXECUTIVE COMMITTEE

Section 5.1: Authority of EC. In its management of the affairs of the Association, EC shall possess and may exercise all of the powers and authority granted to the Association by law and by the Articles of Incorporation, subject however to the limitations set forth in these Articles.

EC will be responsible for day-to-day operation of the Association and will report its activities to BOT from time to time, as specified in Section 4.1.2.

Section 5.2: Number of EC Members. The number of members, including office bearers, constituting EC shall initially be eleven (11). This number may be increased or decreased by a two-thirds majority vote of the members attending a general or special meeting, provided that the number shall never be less than seven (7) or greater than fifteen (15). EC consists of several office bearers and members at-large. There will be two VPs and One president Elect.

Section 5.3: Terms of Office.
Each individual EC member, with the exception of President, President Elect, Gen Sec, Vice President shall serve for a term of 3 years and may be re-elected for 4 terms (see below) lifetime. Additional EC members up to four can be nominated for co-opt by a simple majority of elected Members to fill vacancies. Co-opt members are not eligible for voting.
Sitting President including past Presidents have one Life term limits
Officers
-EC President - One life term; three years including first year of the implementation of this Constitution
- EC President-Elect - One lifetime
- Gen Sect -Two Life term limits
- Treasurer - Four term limits
- Vice President -Two life term limits
- Ass Sect - Four life term limits
- EC Members - Four life term

Note: Vice Presidents and President Elect are EC representatives to work with Regional Teams.

Section 5.4: Election of EC members. Election Committee shall invite nominations for the Office Bearers' as well as member's-at-large positions in EC from the Association members who have been in good standing for at least one (1) year before the announcement of election, and who meet other eligibility requirements that may be specified in these bylaws. The Election Committee, in consultation with the EC and BOT and pursuant to provisions of Section 9.0, will determine an appropriate method of election of the new EC members and office bearers and will conduct an election process accordingly. If sufficient number of nominations is not received, BOT will nominate an appropriate number of candidates.

Any vacancy in EC caused by death, resignation, non-payment of membership dues or otherwise may be filled by EC for the unexpired term of the office-bearers concerned, from among all members in good standing who meet all eligibility requirements for election as a member of EC specified in these bylaws.

Section 5.5: Continuation in Office. After the expiration of a term, a member of the EC and/or an office bearer who is not re-elected, shall continue to hold office until his or her successor is elected and has accepted election.

Section 5.6: Removal. A Member of EC may be removed by a two-thirds majority vote of the members present in an annual general meeting or by a petition by two-thirds of the members at any time. A vacancy existing by reason of the resignation, death, incapacity, or removal of a member before the expiration of his/her term may be filled by majority vote of the remaining EC Members. A Member so elected shall serve for the remainder of his/her predecessor's term. Alternately, a member of EC can also be removed by a Majority Vote in a BOT Meeting; however, the accused EC Member must be given a chance to defend himself for his non-removal in the same BOT Meeting. The removal will be effective immediately.

Section 5.7: Committees & Sub-Committees. EC may establish from time to time, by resolution adopted by a majority of EC in office, committees or subcommittees to carry out regular activities or particular functions or programs of the Association, which committees, to the extent provided in said resolution, shall have and exercise the authority of EC in the management of the Association.

Section 5.8: President Elect. Refer to section 5.3. President Elect will run for the position every election for the term of three years. President Elect will report and work closely with the President during his/her tenure of 3 years. President Elect will automatically be the next President for 3 years and need NOT be re-elected. The goal is to have continuity in CAB management on operating principles and procedures to ensure stability.

ARTICLE VI: EXECUTIVE COMMITTEE MEETINGS

Section 6.1: Place of Meeting. Meetings of EC may be held at such places as the Committee may from time to time determine, or in the absence of such determination, as the person or persons calling a meeting may specify. **These meetings may be via electronic media/virtual media also.**

Section 6.2: Regular Meetings. EC will meet as and when necessary, throughout the year. Such meetings will be held whenever called by the President or by Six (6) or more of the members of EC and one of the Vice Presidents. These meetings may be via electronic media/virtual media also.

Section 6.3: Annual Meeting.
There shall be an Annual General Meeting of EC on/or before February to make arrangements for the management of the affairs of the Association for the year, including adopting the budget for the Association, and to conduct such other business as may be appropriate. The annual

budget has to be sent to the BOT Chair for approval. The Annual General Meeting (AGM) shall be held on such date and at such time as may be determined by EC, or, in the absence of such determination, by the President, or if neither of them acts, by four (4) or more members. Meeting can be done electronically. All meeting agendas have to be approved four (4) weeks before the meeting by both EC and BOT.
BOT Chairman can call AGM if the EC President fails to call special AGM (see above section 4.6d). All AGM agendas shall be approved by both EC and BOT.
These meetings may be via electronic media/virtual media also.

Section 6.4: Quorum. To constitute a quorum for the transaction of business at any meeting of the EC, the presence shall be required of the greater of (i) three (3) Members or (ii) one-half of the EC Members and Office-bearers in office at the time, whichever is larger. For approval of those motions that may require approval of absolute majority of EC Members, ratifications of the same by those EC Members who were absent in the meeting and/or their telephonic/electronic concurrence will be recognized and accepted as meeting the requirements. Meeting agenda to be approved 30 days before the meeting. If President cannot or does not attend, then either the President elect or one of the Vice-Presidents and at least six other EC members must be present to constitute a quorum.

For BOT. – A Simple Majority of the BOT Members will make the Quorum of the Meeting. If BOT Chair is absent, at least seven should be present to make a quorum.

Electronic or Telephonic Presence - Electronic or Telephonic Presence will be recognized as the Presence of that member who attend via this media.

Section 6.5: Participation by Communication Equipment. EC Members may participate in a meeting of the EC by means of conference telephone or similar communication equipment. Such participation shall constitute presence in person at such meeting.

Section 6.6: Action without a Meeting. Any action required or permitted to be taken at a meeting of the EC or of any committee of the Association may be taken without a meeting, if consensus in writing setting forth the action so taken are signed by all of the members of the committee. Such consensus shall have the same force and effect as a unanimous vote of the committee in question. An action so taken shall be deemed to have been taken at a meeting duly held in accordance with these bylaws.

Section 6.7: Participation of Members in Meetings. Unless otherwise decided by a simple majority of EC, all meetings of EC will be open to all members to attend as observers and participate to the extent requested by EC. The observers will not have any voting rights and may be excluded from parts of the meeting that EC decides to conduct in camera.

ARTICLE VII: OFFICE BEARERS

Section 7.1: Officers/Office Bearers. The Office-bearers of the Association shall be a President, (1), President Elect (1), two (2) Vice Presidents, one (1) Secretary, one (1) Assistant Secretary, and one (1) Treasurer, and such other Officers as the EC designates.

Section 7.2: Election of Officers; Terms of Office. Officers shall be elected every three years, for a term of three years, starting January 1 of the following year. All office bearers will be members of EC. For all office bearer positions, a vacancy caused in between election years shall be filled by EC, at a meeting or by action in writing pursuant to section 5.6, for a term expiring at the next succeeding January 1, the following year. Each office bearer shall hold office until the expiration of his or her term and until his or her successor shall have been duly appointed or until he or she shall resign or be removed. All office bearers except President shall be eligible for re-election. EC, from time to time, may impose filing fees for running in an election for office bearers.

Section 7.3: Eligibility. Any member in good standing, who is a US citizen or permanent resident with green card or a Canadian citizen and who had been a member for at least five (5) year prior to the date of filing nomination for election, may run for election or be appointed an office bearer. In order to run for the President Elect position, the candidate must have served BOT for two (2) years or have served for two (2) years as an officer in EC and has never been a president in the past.
All other officers should serve as EC Members for the past two years.
Officer Bearers including President, Vice Presidents, Secretaries and Treasurer have to be part of EC/BOT members for the previous two years of election, to be eligible for those positions.; No one can just apply for officer position without recent engagement in the EC activities.

Section 7.4: Removal. An Office Bearer of CAB or BOT can be removed by a Simple Majority in a BOT Meeting, and an EC office bearer can be removed in a EC meeting with a simple majority. However, if this removal is done in an EC Meeting, this removal must be Approved by BOT within 30 (thirty) days of such removal and this removal will be effective from the date on which this removal is approved in the BOT Meeting. Any removal must serve the best interest of the Organization (CAB).
An office bearer or EC may also be removed by BOT pursuant to the provisions of section 4.1.7.

7.4.1 Resignation or Removal: In case the President of EC resigns or the President is removed for any reason whatsoever, the BOT will appoint one of the Vice-Presidents to function as President of EC for the remaining period till the next coming Election of CAB.
If the Chairman of BOT resigns, the BOT will select their Chairman in the BOT Meeting.

ARTICLE VIII: DUTIES OF OFFICERS

Section 8.1: President. The President shall be the Chief Executive officer of the Association, subject to the direction and control of the BOT, to whom he or she is responsible for the affairs of the Association and for the performance of its other officers and its employees. The President may sign and execute, in the name of the Association, deeds, contracts and other instruments authorized by the BOT, except in cases where the signing and execution thereof shall be expressly delegated by the BOT or by these Bylaws to some other officer or agent of the Association. In general, the President shall perform all duties incident to the office of chief executive and chief operating officer of a corporation. Both the President of EC and The Treasurer will become signatories of any Bank Account which the Association owns. If needed additional signatories may be added by the EC President but the BOT must be informed by EC President.

The President, if present, shall preside over all meetings of EC and the Association in general, except where otherwise specified in these bylaws. He shall have the power to delegate authority to act on behalf of the Association to any EC member, officer or member of the Association.

Section 8.2: President Elect. President Elect. Works and assists President. Automatically becomes President in next election term. (There will be no election for President.) Basically, he does whatever President wants him to do, and thus he/she goes through a learning process to become the next President. Each VP and President Elect will be responsible to lead regional activities.

Section 8.3: Vice President. The Vice Presidents will assist the President in performing their duties and perform other duties as may be delegated to them by the EC and/or President. One of the Vice Presidents shall preside over any EC meetings in case of President's absence. The Vice-President will not serve more than two consecutive terms. However, the Vice-President can contest an election after a gap of One election Term.

Section 8.4: **The Secretary.** The Secretary may serve for 3 consecutive terms; after a gap of one term he can contest the election if he decides so.
The Secretary is second in order of precedence to the President. The Secretary is responsible for all administrative matters including keeping minutes of EC and General Meetings, and coordination in the execution of EC decisions. The Secretary shall:

i. Certify and keep the original or a copy of the Articles of Incorporation and Bylaws, as amended;

ii. Maintain the book of minutes of all proceedings of the Board and of the special and annual general meetings;

iii. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;

iv. Be custodian of records and of the corporate seal and see that the books, reports, statements and all other documents and records required by laws, other than those for which the Treasurer is responsible, are properly kept and filed;

v. Exhibit at all times to EC members and Trustees, upon request, the Bylaws and minutes of proceeding of the Boards; and

vi. In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the EC or the President.

Section 8.5: Treasurer. The Treasurer is third in order of precedence among office-bearers of the Association. The Treasurer will manage the financial affairs of the Association, including maintenance of up-to-date records of all financial transactions, preparation of accounts and budgets, and keeping a current list of members. The Treasurer shall:

i. Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association, in such banks, investment companies, other depositories or in any other manner as shall be selected by the Board of Directors and BOT;

ii. Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and surplus;

iii. Exhibit the books of accounts and records to any EC member, Trustee or regular member, upon request, during business hours, at the office of the Association where such books and records are kept;

iv. Maintain an updated membership list and their standing;

v. Advise the President and the Secretary of any change in membership standing of any member due to non-payment of membership dues, if any;

vi. Render, upon request, a statement of the condition of the finances of the Association at all meetings of EC and/or BOT, and render a full financial report at the annual meetings of EC and at the annual general meeting;

vii. Receive and give receipt for, money due and payable to the Association from all sources; and

viii. In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board or the President.

Section 8.6: Assistant Secretary. Assistant Secretary will be responsible for providing assistance to EC in general and to Secretary in particular, on matters relating to duties of Secretary. In case of temporary absence of Secretary, or in case of Secretary's inability to discharge duties due to any reason, Assistant Secretary may, upon request of EC, take over Secretary's responsibility until Secretary is able to resume his/her duties. The Assistant Secretary may serve for 3 consecutive terms; after a gap of one term he can contest the election if he decides so.

ARTICLE IX: ELECTION & ELECTION COMMITTEE

9.1 Election Committee. By a simple majority vote of Trustees present in a meeting of BOT, or by action in lieu of meeting pursuant to section 5.6 of these bylaws, an Election Committee, composed of three (3) members in good standing for a period of at least 120 days immediately prior to such meeting, will be appointed, who will plan and conduct elections to all elected offices of the Association. Election Committee shall be responsible for administering the nominations process and conducting elections to all elective positions of the Association. If there are not enough candidates for announced vacancies, the Election Committee will be responsible for obtaining additional nominations, to present one nominee for each vacant position, by active solicitation among members-at-large. To be eligible for appointment as a member of the Election Committee, a person shall have served in EC or BOT for at least one (1) year and have been a member of the Association for at least three (3) years. Election Committee members may not run for any elected office while a member of that committee. If there is a difference of opinion between the Election Commission and BOT about any nomination arising out of the candidate's name/address/aka, the opinion of the BOT shall override any opinion of the Commissioners.
The candidate's identity must be proven by the Driver's License of the state or the Passport of the Candidate. If there is a dispute in the Election Commission, the BOT Chairman will resolve the issue and BOT Chairman's decision will be bound upon Election Commissioners**.**

Election Committee shall develop its plan in consultation with BOT and will report to BOT periodically on the status and outcome of the election process. In case of a stalemate between two members of the Election Committee on any matter related to discharge of its duties, Chairman of BOT will arbitrate and his decision on such occasion will be binding on the Election Committee.

The Election Committee shall prepare a report for presentation at Annual General Meeting.

9.2 Election Schedule. The next Election will be held in September 2027 or as decided by BOT. Beginning one (1) year after the year these bylaws are adopted, elections to offices of BOT and EC will be held every third year, before the end of the year. Voting for election should be conducted online and by mail and Election Committee will develop a schedule for conducting the election process as follows:

i. Notice announcing the election and inviting nominations for all open offices, specifying the last date for filing nominations and eligibility requirements --- by September 30 of each election year (or at least 90 days before the Election).

ii. Last date for filing of nomination paper - by October 21 of each election year. Last date for withdrawal of nomination - by October 31 of each election year (or by 30 days before the election).

iii. Scrutiny of nomination papers, validation of eligibility of candidates, preparation of Ballot paper, approval of ballot paper by BOT and online (or by postal) mailing of ballot paper -- by November 15 of each election year (or by 30 days before the election).

iv. Ballot returns -- by December 7 of each election year.

v. Return counted, election results certified by Election Committee and presented to BOT and EC -- by December 21.

vi. BOT will have the right to change the Election Schedule due to various reason by a simple majority.

Previous Committee continues till next Committee is formed.

9.3 Voter List. At least 90 days before the election date, Election Committee shall obtain from the Treasurer an audited list of all members, who were in good standing at least 120 days prior to the date of announcement of the election. Secretary and Treasurer will certify such list, and this list will be considered as valid voter list and used in the election.

9.4 Secret Ballot and Integrity of Election Process. Election Committee shall ensure that secrecy of the balloting is maintained. It shall also ensure that its independence as well as the integrity of the election process is not compromised at any time.

ARTICLE X: ETHICS COMMITTEE

Section 10.1: Formation. An Ethics Committee, composed of no less than three (3) members who have been a member in good standing for at least one (1) year immediately prior to the appointment, may be formed by BOT for a term of 3 years, with the purpose of developing guidelines and procedures to ensure that the operations of the Association are conducted in an ethical manner. Ethics Committee will make sure that the office bearers' activities are free from conflict of interest and that the Association properties are not used for any individual's personal gains. The Ethics Committee will be formed every 4 years by BOT comprising 3 members outside current BOT and EC members.

10.2 Legal Accusation. Any Office Bearer accused by any legal Authority, must resign from his Position immediately after the accusation. If he/she is acquitted, he/she can resume work in that position.

ARTICLE XI: FINANCIAL ADMINISTRATION

Section 11.1: Control of Expenditure. It is anticipated that the Association may distribute funds, goods and services to other charitable entities, conducting activities consistent with the purposes of the Association as described in the Article III of the Articles of Incorporation, except that it shall not distribute any funds or transact any business related to any activity that is prohibited by Article II of these Bylaws. In order to retain the maximum amount of discretion and control over the use of such funds, goods, and services, and thereby ensure that such distribution will be used by the recipient entities only for the purposes consistent with those contained in the Association’s Articles of Incorporation and Internal Revenue Code section 501 (c)(3), the Association shall employ such review and monitoring of the recipient entity’s activities as may be felt appropriate by the EC.

Any Expense over $10,000.00 (Ten thousand dollars) must be approved by BOT before the money is spent.

Any charitable contribution shall be approved by a simple majority of BOT.

For Charity - A committee will be formed with BOT Chairman and 3 other Members of BOT or EC and they will make decisions about any charitable donation.

Section 11.2: Fiscal year. The fiscal year of the association shall be the calendar year.

Section 11.3: Deposits and Accounts. All funds of the Association, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, mutual funds or other depositories as the BOT may select, or as may be selected by any officers or agents of the Association to whom such power may from time to time be delegated by BOT. For the purpose of deposit and for the purpose of collection for the account of the Association, checks, drafts and other orders for the payment of money that are payable to the order of the Association may be endorsed, assigned, and delivered on behalf of the Association by any officer or agent of the Association.

Section 11.4: Checks, Drafts, etc. All checks, orders for payment of money, obligations etc. shall be signed or endorsed by two officers or agents of the Association and in such manner as shall from time to time be determined by resolution of EC and approved by BOT.

Section 11.5: Audits. Auditors will be appointed by BOT for one year, and will be eligible for reappointment one year at a time for unlimited number of years.

To enable the timely completion of accounts and their audit and presentation, each year the Treasurer will prepare a schedule acceptable to the EC and BOT, for the closing of books, preparation of financial statements and their audit.

Section 11.6: Budget. Each year, on assumption of office the Treasurer, under the direction of EC, will prepare a budget (or estimates of income and expenditure) for the current year within 90 days of assuming office. Annual budgets as approved by the BOT and adopted by EC, will be presented to the General Body of Members. The budget will be reviewed periodically by the EC in the light of actual income and expenditure, and the BOT informed about major deviations from the approved budget.
Section 117: Indemnification, The Association may indemnify its Trustees, office bearers and agents from and against liabilities arising from their good faith actions within the scope of their respective authorities.

ARTICLE XII: SANGBAD BICHITRA

12.1 Sangbad Bichitra: BOT CHAIRMAN will be the permanent Advisor by default, once a new Chairman comes, he will be the next new Advisor automatically.
Chief Editor and Publisher – One Person can become both Chief Editor and Publisher.

Editorial Board – must have 3 members who will help the Chief Editor for the publication of Sangbad Bichitra. These members must be from EC or BOT or Combined.

Editor or Editorial Board must not write any article which includes any religious or Political View or bias of the Paper. However, they can write on any other subject. However, these articles written by others may be published if the editor/Board decides to publish.

This Committee will be formed by EC of CAB and must inform the BOT with the names of these members. The names of this committee must be put in the Sangbad Bichitra.

ARTICLE XIII:

NORTH AMERICAN BENGALI CONFERENCE (NABC OR BANGA SAMMELAN)

13.1: Banga Sammelan (NABC): NABC will have a Committee of Seven Members selected by the BOT. The Committee will include the Chairman of BOT, the president of Executive Committee and other five Members from BOT and Executive Committee. This will be known as "NABC Committee". The names of five NABC Committee Members will be submitted jointly by the BOT Chair and President at the BOT meeting for approval. This committee will have at least two members from both EC and BOT.
This Committee will decide the Host who will do the Future Banga Sammelan. The contract must be approved by the NABC committee. The Contract will be signed by the President of EC with the prospective Host of the Association.

13.2: Fee The fee for hosting the Banga Sammelan will be $ 25,000.00 (Twenty-five thousand dollars).
The Payment plans:

Payment No .1 - $ 15,000.00 at time of signing the Contract
Payment Number 2 – $ 10,000.00 by March 15, in the year of NABC hosting

CAB will make effort to bring a few major corporate contracts from India/USA. The list of corporate sponsors will be notified to the host by Jan 31, of the year of the NABC hosting. CAB will retain 10% of corporate sponsorship funds for its efforts.

13.2: Communication: All communications for Banga Sammelan will be done either by the Chairman of BOT or the President of E.C. and must be copying to each other.

13.3: Selection of Host:
NABC will be given to any Entity non-profit 501C (3) which is also a Bengali Community Organization in a major city and has shown sufficient financial strength (Bank Balance of at least $25,000) and skilled human resources to do such mega event.

ARTICLE XIV. CAB RECOGNITION

A Committee of 3 members will be formed by EC and be called "Recognition Committee"

CAB RECOGNITION FOR COMMUNITY WORK, ART, AND BENGALI LANGUAGE AND FOR OTHER ACHIEVEMENTS:

1. Immediate Past-President of EC will be chosen for one award ONCE HE LEAVES THE OFFICE for his service to CAB and Community.
2. Other Recipients will be chosen from the nominated candidates from the community at large.

In a year maximum number must not exceed 5. Any sitting Office Bearer will not be given CAB recognition while they are in Office.

ARTICLE XV: AMENDMENT OF BYLAWS

special meeting where such proposal has been duly included in the meeting agenda; OR, (b) by a written petition bearing signatures of at least half of the members; OR, (c) by two-thirds majority of the members responding to a voting by mail conducted by BOT for the sole purpose of amending the Bylaws, OR, (d) by a simple majority of the members of both BOT and EC, pending ratification of the same by simple majority of the members present at the next Annual General Meeting.