



Bengali Association of Atlanta

*BYLAWS
OF*

NANDAN BENGALI ASSOCIATION OF ATLANTA

*A Non Profit Corporation
incorporated under the laws of the State of Georgia*

ARTICLE I – Name, Location & Offices

1. Name

The name of the organization shall be “Nandan Bengali Association of Atlanta” (the “Corporation”)

2. Location & Principle Office

The principle office of the Corporation for the transaction of its business shall be 4575 Webb Bridge Road Unit 3851, Alpharetta, GA 30005

3. Principal Online Presence

The principal online presence of the Corporation shall be as follows:

Website with e-commerce capabilities at www.nandanatl.org links to other online presence will be available in the above website

ARTICLE II – Purpose, Vision & Mission

1. Purpose

This Corporation shall be organized and at all times thereafter operated, exclusively for charitable uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors, members 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 purposes as set forth in this Article II. Notwithstanding any other provision of these Articles of incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) 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). No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence local, state, or federal legislation, except to the extent permitted by law, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

2. Vision & Mission

Bringing together Bengali families and persons interested in Bengali culture and tradition, irrespective of gender, race and religion. Preserve Bengali heritage and promote the Bengali language, culture, social values and religious activities among the entire spectrum of Bengali communities across the United States, and specifically the Georgia area. Reach out to people of all ages, with particular emphasis on younger people so that they can join with their elders in order to understand the rich heritage of the Bengali language so that its vibrant identity can be passed on future generations. To spread the Bengali way of love, laughter, food, music, art and all things that make us so very quintessentially Bengali.

ARTICLE III- Membership

1. Membership

The Corporation Shall Have Members. Membership will be open to any person interested in the promotion and contribution to the charitable, educational, and religious causes and needs of the Bengali and/or Indian communities in the United States of America.

2. Types of Membership

There shall be four types of membership:

(a) Individual (b) Student (c) Family (d) Student Family

A family is defined as married spouses, or live-in partners (who shall be considered as the primary members), with dependent children (up to undergraduate or 23 yrs. old whichever comes first). Students (with student ID) memberships (primary members) with dependent children (up to undergraduate student) are authorized for student families where none of the members are full time wage earners

A primary member of the Corporation is an individual above 18 years of age who has paid his/her annual membership fees for the current membership year. Similarly, student above 18 yrs. old (primary member) with student ID is authorized for student individual membership.

3. Intellectual Property of Members

List (soft or hard copy) of Corporation members or their personal information should not be disclosed or sold by any other member to any type of media, network, advertisers, sponsors, newspaper or organization.

4. Annual Membership Fee

The Board of Directors in association with current Executive Committee shall decide the annual membership fee amount for each category of membership and the due date for the current fiscal year. Notification of the membership dues shall be provided to the members of the immediate past year by the executive committee at least two weeks prior to the due date. Membership dues, once paid, shall not be refundable.

5. Tenure

Annual membership period is from 01st January to 31st December (Fiscal Year). A person or a family can apply for annual membership by paying the annual membership fee at any time of the Fiscal Year and will remain valid till one day prior to following year's same date. No proration in the annual membership fees will be allowed, i.e., full membership fee has to be paid regardless of timing of payment. The very first payment date of your membership is considered as your 1st day as a member in the Corporation.

6. Membership Rights

No Member shall have any right or interest in any of the property or assets of the Corporation. All corporate property is irrevocably dedicated to the purposes described within these Bylaws of the Corporation. No part of the net earnings of this Corporation shall inure to the benefit of any of its Members, Officers or any other persons. Also no members shall have any right or interest in any property or assets of the Corporation at the time of leaving the Corporation.

7. *Background Checks*

Any individual with a criminal background, who has ever been indicted or convicted with criminal activity in United States of America or abroad, will not be eligible to become member of the Corporation.

8. *Waiver Release*

By becoming a member of the Corporation or attending any events organized by the Corporation, the attending person or the member gives up the right for himself/herself or his/her family or heirs to sue or file a lawsuit against the Corporation, and it's Directors, officers and volunteers for any issues.

9. *Medical Reimbursement*

The Corporation does not assume any responsibility for or obligation to provide anyone with financial or other assistance, including but not limited to medical, health or disability benefits or insurance of any nature. Also members or attending persons cannot claim whatsoever of any first aid treatment or other medical services for injuries resulting from participation in any events organized by the Corporation.

10. *Permission*

The Corporation can use the name, voice, picture, image, likeness, performance, video and/or motion pictures of members and person attending the events organized by the Corporation for distribution and exhibit these throughout the world without charge or restriction. This will include and may not be restricted only for upload to Corporation's website, Facebook, Instagram and Twitter and other social media platforms. No one can claim for damages based on the use of said name, voice, picture, image, likeness, performance, video and/or motion pictures.

ARTICLE IV– Founding Members (Trustees)

1. Purpose

It shall be the function and the purpose of the Founding Members (till such time they are with the Corporation) to elect the Board of Directors and thereafter advise the Board on matters relating to the business and affairs of the Corporation, and to suggest or be available for consultation with regard to projects or activities which the Corporation may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives when required. The founding members shall have the authority to approve any projects or activities of the Corporation where the financial liability is more than \$5000.

ARTICLE V– Board of Directors

The supreme authority of the Corporation and the governance and management of the affairs of the Corporation shall be vested in the Board of Directors (BOD); and all the powers, duties, and functions of the Corporation conferred by the Articles of Incorporation, these Bylaws, state statutes common law, court decisions, or otherwise, shall be exercised, performed, or controlled by or under the authority of the Board of Directors. As the governing body of the Corporation, Board of Directors shall set the policies as deemed necessary and will have the following responsibilities.

1. Responsibilities

The Board of Directors responsibilities shall include:

- (a) Governance and Management of Corporation
- (b) All legal and fiduciary responsibilities of the organization
- (c) Running the overall operations of the Corporation with the current EC
- (d) Financial planning of the Corporation and perform audit of all monetary transactions
- (e) Creating new ideas and developing new strategies for the growth of the Corporation
- (f) Ensure compliance with 501 (c) (3) requirements.

- (g) Registering the organization, paying insurance, and paying other yearly relevant dues
- (h) Chair the Annual General Meeting
- (i) Assist the Executive Committee in venue selection and reservations
- (j) Assist the Executive Committee in External Artist selection
- (k) Deliver a preliminary budgetary guidelines for the current EC
- (l) Maintain up to date email distribution list of the members
- (m) Develop Leadership within the Corporation
- (n) Work with webmaster in maintaining the main website with uploading information on time and also in enhancing the website with content and design
- (o) In cases of an emergency created by the resignation of EC of the Corporation, the Board of Directors shall take over the functions of the Executive Committee.

2. Number of Directors

The number of Directors may vary between a minimum of five (5) and maximum of seven (7) as fixed by resolution of the Trustees and the Directors from time to time

3. Compensation

No members/officer of the Corporation shall receive directly, or indirectly, any salary or compensation from the Corporation.

4. Meetings

The BOD may hold its regular meetings at such place or places within or outside the state of Georgia, as it may from time to time determine.

5. Termination & Resignation

Any officer of BOD may be removed from the Board, with or without cause through an electoral proceeding of the remainder BOD and Trustees at a special session called by BOD.

ARTICLE VI – Executive Committee

The Executive Committee of the Corporation shall comprise of the **President (Chief Executive Officer)**, a **Treasurer (Chief Financial Officer)** and a **Secretary**. The Executive Committee shall manage the activities of the organization for one fiscal year. The Executive Committee members cannot be members of some other similar organization while serving in the team. The President of the Executive Committee shall be selected by the Board of Directors and the rest of the executive committee shall be selected by the President. The President can consult with any BOD members at the time of forming the Executive Committee. The executive committee will be declared at the Annual General Body Meeting.

1. President (Chief Executive Officer)

The President shall be the principal executive officer of the Corporation and will report to the Board of Directors. The President shall lead the organization efficiently and effectively, responsible and accountable for successful conduct of all events during his/her tenure. The President shall coordinate the work of the other Executive Committee members. He/She shall also act as a spokesperson and represent the association in inter-organization matters and shall keep other executive committee members abreast on those matters.

2. Treasurer (Chief Financial Officer)

The Treasurer shall have custody of all the funds and keep a full and accurate account for the receipts and expenditure, make disbursements in accordance with the budget as approved by the Board of Directors. He/She shall also present a financial statement in the Annual General Body Meeting.

3. Secretary

The Secretary shall act as the Go-To-Market (GTM) lead of the Corporation. A Secretary shall perform such other duties as shall from time to time be assigned to him or her by the President.

4. Tenure

Each Officer of the Executive Committee shall hold his or her office for the term of one (1) Fiscal year for which he or she is selected or appointed, and until his or her earlier resignation, removal from office or death. Any Officer of EC may be removed, with or without cause, by the affirmative vote of three-fourths (3/4) of the full BOD whenever in its judgment the best interests of the Corporation will be served thereby.

5. Vacancies

A vacancy in any office arising at any time and from any cause may be filled for the remaining term at any meeting of the Board of Directors

6. Meetings

The Executive Committee may hold its regular meetings at such place or places within or outside the state of Georgia, as it may from time to time determine. A member of Board of Directors (BOD) must be present in any Executive Level meetings.

7. Compensation

No members/officer of the Corporation shall receive directly, or indirectly, any salary or compensation from the Corporation.

ARTICLE VII – Other Committee

The President shall appoint other committees, subcommittees, or task forces as may be necessary or desirable and which are not in conflict with other provisions of these Bylaws. The duties of any such committees shall be prescribed upon their appointment. Each member of a committee must have completed one (1) Fiscal year in the Corporation and shall continue as a Member until the next Annual General Body Meeting. The tenure of these committees will be for the current fiscal year.

ARTICLE VIII – Finances

1. Fund Management

The Corporation shall keep its funds in a bank which is FDIC insured. The President, Treasurer and any one (1) member of BOD may sign checks on the said bank of the Corporation. The Corporation shall maintain a SAVING and CHECKING account. All transactions shall happen from the CHECKING account. If the Corporation Fund ever exceeds \$250,000.00 (which is the insurance limitation by FDIC), another SAVINGS/CHECKING account should be opened to split the fund. This is to ensure that 100% of Corporation Fund is always insured for maximum security against any kind of financial loss.

2. Financial Transaction Process

All financial transactions of the Corporation should be conducted through its designated bank account. Making transaction through personal check or cash and later reimbursement is highly discouraged. The financial records may be audited, if deemed necessary, once at the end of the fiscal year. No individual member of the Corporation is allowed to make profit, financial gain, earn salary or any form of compensation (for time and effort) from the Corporation. However, the Corporation may hire outside professionals, contractors or institution during various community events and expense will be paid out from the Corporation Fund.

3. Disbursement of Corporation Fund after dissolution

If the Corporation disbands, the non-liquid assets of the association shall be transferred to an organization with similar purposes chosen by the association membership at a duly convened general body meeting (conducted specially for such purpose). If the Corporation disbands, the cash or liquid assets should be distributed to different charitable organizations.

ARTICLE IX – Administrative Provisions

1. Insurance

To the extent permitted by Georgia law, the Corporation may purchase and maintain insurance on behalf of any person who is or was an officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust or other enterprise. The Executive Committee along with any BOD members will represent the Corporation in the court for any lawsuit against the Corporation. The Corporation shall bear the all financial responsibilities regarding any lawsuit against the Corporation.

2. Refund Policy

Donation of any kind to a charitable organization is an irrevocable gift and cannot be refunded or returned. No goods or services to be provided by the Corporation in exchange for the donation. Donation or Annual membership fee is non-refundable and non-transferable under any circumstances.

3. Book Of Records

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

ARTICLE X – Fiscal Year

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

ARTICLE XI – Corporate Seal

The Corporation shall have a seal, circular in design, bearing the words:

NANDAN BENGALI ASSOCIATION OF ATLANTA INC

Non Profit Corporation

Georgia

ARTICLE XII – Amendments

These Bylaws and the Articles of Incorporation may be amended from time to time by a two-thirds (2/3) majority vote of the full Board of Directors members at any regular or special meeting called for the purpose of considering such amendment.

ARTICLE XIII – Tax Exempt Status

The affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an organization exempt from taxation pursuant to IRC section 501(c)(3).

ARTICLE XIV – Adoption of ByLaws

Nandan Bengali Association of Atlanta Inc. was organized under the laws of the State of Georgia on February, 01, 2022. These Bylaws were adopted by resolution of the initial members of the Corporation, and became effective on February, 01, 2022.