

## **Bengali Association of Greater Chicago Constitution & By-Laws**

### **Article 1      *Name***

The name of the organization shall be "Bengali Association of Greater Chicago" hereinafter referred to as the Association.

### **Article 2      *Objectives***

Section 2a      To promote and sustain religious, charitable, educational and literary activities on behalf of the Bengali community and

Section 2b      To provide a forum for exchanging ideas and views with various national and international organizations of similar interests and

Section 2c      To collect or transfer charities and donations for educational religious and socioeconomic purposes and

Section 2d      To provide a forum for cultural and social activities which provide education on the heritage, culture or traditions of Bengal, and

Section 2e      To take such other sections of general interests and well-being of the members of the Association, as may be required, and

Section 2f      All of the above objectives shall be limited to those permitted under Section 501(c)(3) of the Internal Revenue Code and the Illinois General Not For Profit Corporation Act, or the corresponding section of any future Federal tax code or Illinois Not For Profit Corporation Act, respectively, in order for the Association to file and maintain non-profit or not for profit status and for contributions to the Association to be deemed tax-deductible to the extent allowed by Federal and State law.

### **Article 3      *Membership***

Section 3a      Eligibility: Upon recommendation by a member in good standing of the Association and subscribing to the objectives stated in the Constitution, any person 18 years or older may become a member of the Association. The said person shall be a member of the Association upon payment of the current annual membership dues and shall become a member in good standing after six months of continuous membership. Upon payment of the current annual membership dues, all family relations of the said person residing in the same household shall automatically become members of the Association.

Section 3b      The Executive Committee of the Association shall have the authority to designate, establish or amend the categories of membership in the Association listed below with written notification to the General Body. The Executive Committee shall have the sole authority to determine the eligibility of all applicants for membership.

Section 3c      Membership Categories: The following establish the categories of membership in the Association. Categories are established for the purpose of determining applicable dues and fees for activities of the Association and for voting rights defined under Article 4.

1. Regular Member: Any self supporting person over 18 years of age.

2. Member Emeritus: Those individuals or couples (either spouse) who are currently members in good standing of the Association, have been members in good standing of the Association for fifteen (15) years or longer and have reached the age of 70. Members Emeritus shall be exempt from annual membership dues set forth below and shall be recognized in a special Member Emeritus Section in the beginning of the annual telephone directory. Members Emeritus are not exempt from Greater Family Program (GFP) annual fees or individual admission fees to pujas, concerts and other events. Members Emeritus shall pay GFP and admission fees at current Senior Member rates. The Member Emeritus status does not extend to, or include, any progeny.
3. Senior Member: Any person over 65 years of age.
4. Student Member: Any self supporting person over 18 years of age who is currently enrolled as a full time student in a recognized institution of higher learning.
5. Youth Member: Any person under the age of 18 years with a parent or guardian currently holding membership in The Association.

Section 3d Dues and Fees: The Executive Committee shall have the authority to establish the current annual membership dues and GFP and admission fee structure. Any changes to the established dues and fee structure shall require written notification to the General Body.

Section 3e Interest in Property: No person, by virtue of membership, shall acquire or hold any vesting right or any severable interest in any property or assets of the Association.

Section 3f Contributions: The Executive Committee of the Association may specify procedures and standards for the acceptance of any contribution, devise or bequest of real or personal property, or other assets, or any interest therein, provided that the acceptance of the same shall not be inconsistent with the purposes for which the Association is established.

#### **Article 4 Voting Rights and Nomination and Election Procedures**

Section 4a Voting Rights: Individuals of all membership categories of the Association, except Youth Members, who are members in good standing, shall have the right to vote.

Section 4b Nomination Process

1. The Standard Nomination Form shall be distributed to the general membership.
2. A Standard Nomination Form must be completed for all individuals desiring to serve as a member of any Committee of the Association currently eligible for election. All nominees shall be a member in good standing at the time of nomination and attest to their desire to run for election and, if elected, serve on a particular Committee.
3. Nominees for officers and members at large of the Executive Committee may choose to identify themselves as a slate (identified by the Presidential Nominee's full name) if they intend to serve as a single team.

4. An individual must receive at least 5 nominations from members in good standing of the Association to be included on the election ballot.
5. The deadline to submit a Standard Nomination Form to the Nomination Committee shall be one month prior to the regularly scheduled Annual General Body Meeting.
6. The Nomination Committee shall forward the names of all valid nominees, with contested position and slate, if applicable, to the Executive Committee for inclusion in the notification of the Annual General Body Meeting under the agenda item "Annual Election of the Governing Body".

Section 4c      **Election Process**

1. The Annual Election of the Governing Body (Election) shall be conducted during the regularly scheduled Annual General Body Meeting held in late October or November, coincident with Kali Puja. The Election shall be one of the first three orders of business of the Annual General Body Meeting with voting conducted concurrently with the other business of the General Body Meeting. Polling booths shall remain open during a substantial portion of the Meeting determined by the Nomination Committee based on anticipated and actual membership participation.
2. The Nomination Committee shall prepare the official Election Ballot identifying the election year, the positions eligible for election and the nominees for each contested position. The Executive Committee nominees shall be identified as a slate (elected in whole, not individually) headed by the Presidential nominee.
3. The ballot shall have two parts: an anonymous ballot section and a numbered receipt section, separated by a perforated line. All ballots for each year's election shall be sequentially numbered and the Nomination Committee shall track ballot numbers with an official membership roster provided by the Association Secretary to discourage vote fraud.
4. The election schedule and logistics shall be coordinated by the Executive Committee under the supervision of the Nomination Committee.
5. The election shall not commence until a quorum is reached at the General Body Meeting, there shall be no provision for absentee or mail-in balloting and the final vote tally shall be announced before the end of the General Body Meeting.

**Article 5      Governing Body**

Section 5a:      The governing body of the Association shall be vested in a Board of Trustees, Executive Committee, Special Fund Committee, By-Laws Committee, Nomination Committee and Banga Bhavan Committee with additional ad hoc committees as deemed necessary by these committees or by the General Body.

1. Organizational structure and responsibility of the Association shall be as follows:
  - a. General Body Membership
    - i. Board of Trustees (oversight body representing General Body)
    - ii. Executive Committee (chief executive body of the Association)
    - iii. Special Fund Committee (management of Association capital funds)

- iv. Nomination Committee (management of nomination and election process)
- v. Bylaws Committee (management of the Constitution)
- vi. Banga Bhavan Committee (management of Banga Bhavan)

2. When the Board of Trustee is deliberating the actions of any committee, such committee's representative on the Board shall remain engaged in all deliberations, but shall abstain from any formal vote on the matter.

Section 5b

Board of Trustees shall be an oversight body of the Association directly representing the General Body and shall be the final arbiter of all conflicts and issues between all other committees. Issues involving the Board of Trustees shall be resolved through a General Body Meeting of the Association.

1. Responsibilities:

- a. Board of Trustees, hereafter referred to as "Board", shall be the trustees of the Association membership to ensure the activities of Association comply with the objectives of Article 2 of the BAGC Constitution.
- b. The Board shall be responsible for articulating, interpreting and updating, as applicable, these objectives for the purposes of long term strategic planning and development.
  - i. Such long term planning and development shall not in any way diminish, abolish or abrogate any of the rights and responsibilities of the Executive Committee, Banga Bhavan Committee, Special Fund Committee, Bylaws Committee or the Nomination Committee.
- c. The Board shall meet at least four times a year, preferably in April, July and in October, preceding identified events on BAGC calendar and again in January the following year. The Board shall report of its opinions and findings to the General Body at as many events as possible and give an Annual report after its January meeting. The Board may communicate with General Body as needed.
- d. The Board, as the oversight body of BAGC, shall receive quarterly reports from the Executive, Banga Bhavan and Special Fund Committees. Such reports shall be reviewed for compliance with fiduciary responsibility of the Board and the charter of BAGC, under section 501(c)3 of the Internal Revenue Code and Illinois General Not-For-Profit Act as well as corresponding State and Federal statutes (see under Article 2f).
- e. The Board, in event of any non-compliance or any other serious events of adverse consequence to BAGC, involving BAGC or any of its components, shall be responsible for formulating an action plan in order to expedite and complete an investigation, hearings and rectification of such matters.
- f. In the event that the action plan noted above does not lead to resolution of the non-compliance issue or such resolution is not satisfactory to the Board, the Board shall present such issue to the membership for final resolution. This presentation shall be at next regularly scheduled General Body Meeting or a special General Body Meeting at the discretion of the Board.

2. Membership:
  - a. A member of Board of Trustees shall be required, beyond being a member in good standing of BAGC, to comply with the following:
    - i. Trustees shall not serve concurrently on any other governing body of the Association during his or her tenure on the Board.
    - ii. Additionally, at least one of the following criteria shall be satisfied:
      - 1) Served at least one term as an elected officer position in BAGC.
      - 2) Demonstrate sustained, documented activity and leadership in BAGC for at least 15 years.
    - iii. Member in good standing for a minimum of 10 consecutive years in BAGC and a current resident of the metropolitan Chicago area.
    - iv. Not serving on any other Board or Executive Committee of another chartered group that may be reasonably considered a competing organization during the tenure of this position.
    - v. Candidate shall be at least 35 years of age.
  - b. There shall be nine (9) Trustees, all with voting rights.
    - i. Six (6) trustees shall be elected by the membership at a regular or special General Body Meeting to nominal three year terms. Subsequent elections shall be in a staggered schedule to ensure that the Board has at least four elected Trustees with multi-year experience as indicated below:
    - ii. Initially, all six trustees shall be elected. After election, a lottery shall select two trustees to serve an abbreviated one year term and two other trustees to serve abbreviated two year terms.
    - iii. Trustees who serve abbreviated one or two year terms or are appointed as a mid-term replacement for two years or less shall be eligible to stand for election for a full term in the next scheduled election.
  - c. One trustee serving a two year term shall be the Banga Bhavan Committee Chairman.
  - d. Two trustees serving one year terms shall be the current Executive Committee President and Treasurer.
  - e. No full term elected trustee shall serve more than one consecutive three year term.
3. Election: Election of trustees shall follow the process defined in Article 4 Section 4c. However, a Trustee candidate shall be required to obtain signatures of twenty BAGC members for nomination.
4. In the event of resignation or inability to serve, a temporary Trustee named by the Executive Committee shall fill such vacancy. A replacement Trustee shall be nominated and elected at the next duly scheduled General Body Meeting of BAGC.

5. An elected member of the Board may be removed by resolution of the Board of Trustees for the following circumstances:
  - a. The member is absent (in person or via teleconference) from three (3) consecutive scheduled meetings and the reasons for such absences are not considered satisfactory by the Board.
  - b. The member has shown a blatant disregard for his or her fiduciary responsibilities to safeguard the interests of the BAGC as determined by the Board.
  - c. Felony criminal prosecution and conviction by any recognized court.

Section 5c

Executive Committee: The committee shall be responsible for day to day operation of the Association, represent the Association in all legal and financial proceedings, organize the regularly scheduled annual socio-religious events and submit all State and Federal corporate filings.

1. The Committee shall consist of the corporate officers of the Association; President, Vice-President, Secretary and Treasurer and chairpersons of the administrative Standing Committees defined below as members-at-large.
  - a. Two additional reserved non-voting positions of member-at-large are required to be filled in by the immediate past President and immediate past Treasurer.
    - i. An exception is made when either person is re-elected into a titled position in the current Executive Committee, in which case the corresponding reserved position shall remain vacant.
  - b. Area Representation: Each member of the Executive Committee shall act as an area representative in establishing a liaison between the Executive Committee and the Membership. The Executive Committee shall consist of representatives of at least one half of the Membership by geographical regions defined in Section 10b.
2. Committee Responsibilities
  - a. President: Supervises all activities of the Association and the Executive Committee in accordance with the constitution and by-laws; calls and presides over all meetings of the Executive Committee and the General Membership. The Executive Committee shall conduct its activities in a democratic way and the President shall have the deciding vote in case of a tie.
    - i. The President of the Association shall be the official representative of the Association.
    - ii. The current registered office of the Association shall be determined by the Executive Committee.
  - b. Vice-President: Assists the President in discharging the President's functions; assumes the duties of the President in the absence of the latter; co-ordinates the programs and social activities of the Association.
  - c. Secretary: Keeps the minutes of the Executive Committee and General Body meetings; prepares and submits reports of the activities of the

Association at General Body meetings; serves as the official correspondent of the Association.

- d. Treasurer: Financial bookkeeper of the Association; responsible for all collections and disbursements in conjunction with Executive Committee; prepare and submit reports of financial activities of the Association at the General Body meetings and that report shall be audited by a member of the Association not affiliated with the Executive Committee.
    - i. The auditor shall be appointed by the Executive Committee.
  - e. The President or Treasurer shall sign any check drawn on the Association account less than \$500.00. Checks of \$500.00 or greater shall require the signature of both the President and Treasurer, or the Vice-President or Secretary if either principal signatory is absent.
  - f. Administrative Subcommittees [Members-at-Large]: The corporate structure of the Association shall include Administrative Subcommittees charged with the organization and implementation of activities required to ensure satisfactory execution of their portfolios within Executive Committee approved budgets. The exact number and portfolio of Administrative Subcommittees shall be determined by each Executive Committee, but shall include at least the following.
    - i. Cultural, Food, Newsletter, Puja, Sports, Facility, Youth and Website/Email.
3. The Executive Committee shall be elected every year by voting among the membership as outlined above in Article 4.
- a. The term of office for each Executive Committee shall be one calendar year (January 1 - December 31).
  - b. No officer of the Executive Committee shall hold the same office for more than two consecutive terms.

Section 5d

Nomination Committee: The committee shall impartially conduct the annual nomination and election each year as detailed below for all Committees positions with terms expiring that year. All elected Committees and positions shall take office on January 1st of the upcoming year.

1. Committee Guidelines:
  - a. The Board of Trustees shall form the Nomination Committee by selecting four members in good standing of the Association not serving on any current Committee and representing four of the seven different geographic regions defined in Section 10b.
  - b. Members of the Nomination Committee shall not be nominated for any post in the new Governing Body or positions to be elected.
  - c. No one person shall be chosen/selected for the nominating committee for two consecutive years.
  - d. The Nominating Committee shall be formed by August of each year.
  - e. A member of the Board of Trustees shall be the Chairman of the Nominating Committee.

## Section 5e

**Special Fund Committee:** The committee shall be an advisory committee that considers projects, individuals and events that require special funding for financial support and plan strategies to raise funds to be disbursed from this fund. The funds raised by this committee shall be deposited in a dedicated bank account called the Special Fund Account and shall be maintained by the Treasurer of the Association.

1. Limitations regarding the use of the Fund:
  - a. The Special Fund shall not be used for the day to day operations of the BAGC. However, a portion of this Fund may be used for the purchase of the capital items for BAGC, provided the price of each item exceeds \$500.00. No part of this Fund shall be distributed to its members, trustees, officers, political parties or other private persons except for charitable purposes. The Fund shall not be depleted to an amount below the minimum balance limit which shall be set at each year's General Body Meeting.
2. Operation of the Fund:
  - a. The Special Fund Committee consisting of seven members will manage the Fund. The officers who are entrusted with similar responsibilities in the BAGC Executive Committee will conduct the actual financial transactions. No part of this Fund should be spent without prior approval of the Special Fund Committee. All Committee decisions shall be published in the BAGC newsletter before the fund is actually spent. This measure will keep the members informed of the Committee decisions. Adherence to this rule may be exempted in the case when an emergency donation is to be made from this Fund. A summary account of the Fund shall be presented at each General Body Meeting. On dissolution of this Special Fund Committee, all assets from the Fund will be transferred to the BAGC.
3. Fund Governing Body
  - a. Three of the members will be from the current Executive Committee and the remaining four members (community representatives, not standing members of the Executive Committee) will be elected from four different geographic regions defined in Section 10b. Each member shall be a member of BAGC in good standing and shall have one vote. The President, Treasurer and Secretary of the current BAGC Executive Committee will have an automatic status and right to the Special Fund Committee membership. Any change of personnel in the aforesaid portfolios of the Executive Committee will be similarly reflected in the Special Fund Committee.
4. The President of the Executive Committee shall be the presiding officer of this committee. The term of office for the Executive Committee representatives is for a calendar year, whereas the tenure of office for the community representatives is for two years. No community member shall serve on this committee for more than two consecutive terms.
5. The community members shall be nominated either by the local representative of the Executive Committee or by any member from the representative geographic zone. The confirmation of the nominees shall be

made by simple majority vote in the General Body Meeting. If a vacancy is created in the position of a community member, this will be temporarily filled by an appointee of the local representative of the same geographic zone until the earliest General Body Meeting, when a duly elected member will replace the appointee. The same appointee also may serve on the committee if duly elected. In this case the term of office for such a member will be counted from the calendar year of the election.

6. Any change in the rules and policy affecting either the operating policy or the composition of the committee shall be made only with majority approval in the General Body Meeting.

## Section 5f

Bylaws Committee: The committee shall proactively review the Association's Constitution and Bylaws and when appropriate, prepare amendments for presentation to the General Body for consideration and ratification. The Bylaws Committee shall also accept formal amendment proposals or informal suggestions from the membership at large and prepare such for presentation to the General Body through the Executive Committee for consideration and ratification.

### 1. Committee Structure

- a. The Bylaws Committee shall consist of at least five members and not exceed seven members.
- b. Two of the Committee members shall be the current Executive Committee President and Secretary.
- c. The remaining general membership representatives shall be members in good standing of the Association who are not serving on the Executive Committee.
- d. The term of office for the Executive Committee representatives on this Committee shall be for the duration of their service on the Executive Committee.
- e. The term of office for duly elected general membership representatives shall be for two years. No general member representative shall serve on this Committee for more than two consecutive terms.
- f. The Chairperson of the Committee shall be elected by consensus within the Committee.

### 2. Appointment of Committee Members

- a. The appointment of the Executive Committee representatives shall be automatic upon their election to the Executive Committee.
- b. The general membership representatives shall be nominated by any member in good standing. The confirmation of the nominees shall be made by simple majority vote during a General Body Meeting.
- c. If a vacancy is created in the position of a general membership representative, a temporary member shall be appointed by the Executive Committee with an appointee from the general membership not serving on the Executive Committee.

- d. The temporary member shall serve until the earliest General Body Meeting at which time a duly elected member shall replace the temporary appointee. If the temporary member is duly elected, he/she shall become a regular member of the Committee and shall serve a full term from the date of election.

Section 5g: Through amendment and formation of a new Banga Bhavan Committee to administer it, the BAGC will develop and maintain a property, referred to as Banga Bhavan, as the permanent registered address of the Association with all local, state and federal agencies having jurisdiction. In addition, the Banga Bhavan shall serve as the Association's corporate headquarters and provide facilities for BAGC meetings, functions and outside activities as stipulated below.

Banga Bhavan Committee: The committee, hereafter referred to as "BBC", shall be responsible for planning, developing, purchasing, maintaining, managing and utilizing the Banga Bhavan facility in order to preserve and promote Bengali language, culture and literature in North America.

1. Nature and Status

- a. BBC shall be an independent committee of the Bengali Association of Greater Chicago (BAGC).
- b. This committee shall be directly responsible to the BAGC General Body.
- c. The outlook of the BBC shall include short term (annual) day-to-day management of the Banga Bhavan and long term (2 to 5 years out) planning, budgeting and utilization of the facility.

2. Committees and Members

- a. The governance structure of the BBC shall be as follows:
  - i. Steering Committee shall consist of the Chairperson, Vice-Chairperson, BBC Secretary, BBC Treasurer, and Directors of the Subcommittees, Fund Raising and Facility Management, as members-at-large. The current year Executive Committee President and Treasurer shall have automatic voting member status in the Steering Committee.

- 1) Committee Responsibilities

- (a) The Committee shall manage all matters relating to the Banga Bhavan facility on behalf of the BAGC General Body including, but not limited to, financial management (budgeting, fund raising, sub leasing, etc.), initial facility selection, future modification or relocation, maintenance, renting for private uses, utilization, etc.
- (b) The Committee shall manage utilization and schedule use of the facility by BAGC members and outside users. The order of preference for the use of the facility shall be: 1) sanctioned BAGC activities, 2) public activities of BAGC affinity groups, 3) private activities of BAGC members and 4) activities of non-members and outside groups. Such non-member and outside group requests must be sponsored in writing by a BAGC member in good standing.

- (c) The Committee shall create and periodically update a formal Facility Operation Manual which shall include, but not be limited to, standard operating procedures, directory of personnel and vendors, emergency contact information, standard rental rate sheet for members and non-members which shall be adjusted on an annual basis to account for operational cost escalations, rental form including rental indemnity release,
  - (d) The Committee shall develop and maintain the facility in a manner in compliance with all regulatory laws and consistent with industry standards applicable to other similar organizations or agencies.
- 2) Individual Responsibilities
- (a) Chairperson: The chairperson shall be responsible for overall operation of the Banga Bhavan facility and governance of the BBC. He/she shall also develop and refine the short term tactical objectives as well as long term strategic goals of the facility. The Chairperson shall be the presiding officer of all Steering and BBC Subcommittee meetings.
  - (b) Vice-Chairperson: Assists the Chairperson in discharging the Chairperson's responsibilities and assumes the duties of the Chairperson in the absence of the latter. Additionally, the Vice-Chairperson shall manage day-to-day duties related to utilization of the Banga Bhavan facility.
  - (c) BBC Secretary: Keeps the minutes of the BBC meetings and prepares and submits regular and annual reports of the activities of the BBC through the BAGC newsletter, website, any BAGC group communication forum, email and at General Body meetings. Additionally, the Secretary shall maintain the record copy of all insurance certificates, permits and any applicable State, county or municipal licenses.
  - (d) BBC Treasurer: Financial bookkeeper of the BBC; responsible for depositing all collections and writing checks for all disbursements in conjunction with BBC (see BBC Accounting Procedures below); maintain all accounts on the same software as the BAGC Executive Committee accounts; establishes and updates a two year budget for the operation, utilization and upkeep of the facility and its related activities; prepares and submits regular and annual reports of financial activities of the BBC to the BAGC Board of Trustees and the membership through the BAGC newsletter, website, any BAGC group communication forum, email and at the General Body meeting. He/she works in close cooperation with the Executive Committee Treasurer, particularly issues pertaining to the documentations for tax authorities. The BBC Treasurer prepares the BBC Annual Report for audit by an outside auditor who may be the same person charged with auditing the annual BAGC Executive Committee Financial Report, and

such Annual Report is countersigned by the Executive Committee Treasurer

### 3) Membership

- (a) A member of the BBC shall be required, beyond being a member in good standing of BAGC, to comply with the following:
  - (i) Officers or Subcommittee Directors shall not serve concurrently on any other governing body of the Association during his or her tenure on the BBC.
  - (ii) Additionally, at least one of the following criteria shall be satisfied:
    - 1. Candidate shall have served as an officer or Subcommittee Director for a past BAGC Executive Committee or as a Chairperson or officer of any BAGC Committee or BAGC sanctioned ad hoc committee.
    - 2. Candidate shall have relevant work experience in a managerial capacity for the position to be contested.

### ii. Subcommittees, Responsibilities & Membership

#### 1) Fund Raising

- (a) Responsibilities: The Fund Raising Subcommittee shall raise funds for the initial purchase of the facility as well as on-going expenses associated with operation, maintenance and financing, if applicable, of the facility. Fund raising goals shall be determined by the annual and long term budget established by the BBC Treasurer. In the absence of the Steering Committee Chairperson, the presiding officer shall be the BBC Treasurer and in his absence, the Subcommittee Director.
- (b) Voting Members: The Subcommittee shall have three (3) voting members: Subcommittee Director, BBC Treasurer and Executive Committee Treasurer.
- (c) Non-voting Members: The Subcommittee Director may appoint as many other non-voting members as he deems necessary to assist in execution of responsibilities.

#### 2) Facility Management

- (a) Responsibilities: The Facility Management Subcommittee shall spearhead the initial design and development of the Banga Bhavan facility, manage maintenance (including maintenance contracts for landscaping, snow removal, refuse removal, etc.), assess the needs for short term and long term capital improvements and facility expansion or relocation, as applicable. The Subcommittee Director shall be responsible for preparing and maintaining budgeting requirements for its activities and shall submit an up-to-date budget to the BBC Treasurer on a regular basis. In the absence of the Steering Committee Chairperson, the presiding officer shall be the

Subcommittee Director and in his/her absence, the BBC Treasurer.

(b) Voting Members: The Subcommittee shall have three (3) voting members: The Steering Committee Chairman, the Subcommittee Director and BBC Treasurer.

(c) Non-voting Members: The Subcommittee Director may appoint as many other non-voting members as he/she deems necessary to assist in execution of responsibilities.

### 3. Election Process

- a. Election process for the BBC Steering Committee officers and Subcommittee Directors shall be a similar process as for the BAGC Executive Committee unless stated otherwise below.
- b. There shall be no provision for election by slate as a variance from the Executive Committee election process (refer to Article 4 Section 4c).
- c. The term of each elected member of the BBC Steering Committee shall be two (2) years.
- d. Elected members of the BBC Steering Committee are eligible to serve for up to two (2) consecutive terms. Individuals may contest any position after at least one two-year break.
- e. There shall be no term limits for Non-voting members on Steering or Subcommittees of BBC.

### 4. Financial Structure

- a. The financial structure of the BBC shall be as follows:
  - i. All accounts of the BBC shall be deposited and disbursed from BBC sub-account of the BAGC and shall be reported to the IRS and State of Illinois under the IRS and State of Illinois TIN of the BAGC by the BAGC Executive Committee Treasurer with the assistance of the BBC Treasurer.
  - ii. All Banga Bhavan funds shall be kept in at least two (2) interest bearing accounts: a money market type account for annual operating expenses and long term (minimum 6 month) CD or other financial instrument for long term capital improvement funds at the discretion of Special Funds Committee, in consultation with both BBC Treasurer and Executive Committee Treasurer. Neither account shall be invested in activities or instruments that may expose the principal to financial losses.
  - iii. The BBC shall maintain the annual operating expense account.
  - iv. The BAGC Special Fund Committee shall maintain the long term Banga Bhavan capital improvement account.
  - v. The BBC may solicit donations for the specific purposes of acquisition, renovation, maintenance and capital improvements of the Banga Bhavan from the community, corporate donors, fundraising events or grants and shall deposit all such proceeds in the Banga Bhavan account under the BAGC Special Funds Committee.

- vi. All BAGC Executive Committee funds raised from BAGC members as Banga Bhavan dues assessment(s), as needed, shall also be deposited in the dedicated Banga Bhavan account under the Special Fund Committee.
  - vii. All revenue from facility utilization shall be deposited in the BBC annual expense account for the calendar year and transferred to the Special Fund Committee Banga Bhavan account before December 31 of each year.
- b. Annual Operating Budget and Funding.
- i. The BBC shall prepare a calendar year Annual Operating Budget (AOB) and submit to the Special Fund Committee by the first week in December of the prior year.
    - 1) Prior to the completion of the Banga Bhavan, it shall be understood that the AOB includes capital improvement expenses.
    - 2) Subsequent to the completion of the Banga Bhavan, the AOB shall not include capital improvement expenses above \$10,000. All capital improvement expenses budgeted \$10,000 and greater shall be submitted as special funding requests as indicated below.
    - 3) Special Funding Request:
      - (a) Between \$10,000 and \$29,999 shall be approved by the Special Fund Committee only.
      - (b) Between \$30,000 and \$99,999 shall require joint approval by the Special Fund Committee and Board of Trustees.
      - (c) Greater than \$100,000 or sale of the Banga Bhavan facility and or purchase of new property or buildings shall require joint review by the Special Fund Committee and the Board of Trustees and prior approval of the General Body by a simple majority at a regularly scheduled or special General Body Meeting.
      - (d) These thresholds may be adjusted by the Board of Trustees at its discretion and shall be further ratified through a majority vote in a General Body meeting.
  - ii. The Special Fund Committee shall fund the Annual Operating Budget request of the BBC within three weeks of receipt of the formal budget request as noted below:
    - 1) The initial annual budget funding shall be the lesser of the actual budget request or \$100,000. The Board of Trustees may amend this funding level as initial execution or subsequent operational expenses deem necessary.
      - (a) Any change to this base annual fund shall be communicated to the membership through all approved means of communication under Article 10 of BAGC Constitution.
    - 2) Any additional BBC funding request to the Special Fund Committee shall be reviewed with the Board of Trustees and

disbursed when actual expense invoices are received or an additional lump sum funding shall be disbursed at the discretion and direction of the Board of Trustees.

- 3) If there is any reservation or dispute on the Annual Operating Budget request, the Special Fund Committee shall submit it to the Board of Trustees for review. The Board shall be the final arbiter and determine the budget funding level.

iii. Recognition of Donors

- 1) All donor contributions shall be acknowledged by a certificate deemed appropriate by the BBC and as required by IRS regulations for tax deductible donations.
- 2) Policies for other mechanisms for visible acknowledgment of donors shall be established by the BBC in consultation with and approval of the Board of Trustees for inclusion in the Facility Operations Manual.
- 3) The BBC shall not have the authority to confer naming rights to the Banga Bhavan in return for any individual, group or corporate donation without approval of the General Body.
  - (a) The minimum donation value for naming rights shall be established by the BBC in consultation with and approval of the Board of Trustees for inclusion in the Facility Operations Manual.

iv. The BBC shall submit a formal Financial Statement to the Board of Trustees at least two weeks prior to the annual General Body Meeting.

v. It shall be understood by all members of BAGC that all funds in BBC accounts are ultimately assets of BAGC and thus are at risk due to any ventures of BAGC related or unrelated to the Banga Bhavan project that are subject to criminal or civil penalties or judgments.

5. Dissolution of the Banga Bhavan Committee

a. Sunset Clause

i. In the event the BBC is not successful in planning, developing and completing the purchase of the Banga Bhavan facility by the end of calendar year 2011, the BBC shall be terminated in its entirety without further action of the General Body. The Board of Trustees shall provide oversight of the following procedures.

ii. Financial Closure

- 1) All funds raised and accumulated to date for the purpose of the Banga Bhavan shall be deposited into the BAGC Special Fund and all BBC accounts shall be closed.

iii. Administrative Closure

- 1) The governance structure of the BBC as established above shall be dissolved and all administrative powers of the BBC shall cease.

- 2) The then current Bylaws Committee shall selectively remove all references to the BBC within the Constitution. All corresponding changes shall be published by the BAGC Executive Committee and communicated to the General Body.
  - 3) The revisions to the Constitution stipulated above shall be binding without additional procedures or approval stipulated in Article 9.
- b. Merger Clause
- i. In the event the BBC is successful in planning and executing the purchase of the Banga Bhavan facility prior to the Sunset Clause, it is the intent of the BBC charter to merge with the other governing bodies of the BAGC at a time determined by the Board of Trustees.
  - ii. The Board of Trustees shall determine the time frame and phasing, if applicable, to merge the BBC into the remaining governing bodies of BAGC based on the following criteria mutually acceptable to the affected governing bodies:
    - 1) The Executive Committee can effectively:
      - (a) Plan and execute all operational and maintenance tasks of the Banga Bhavan facility through the standing facility sub-committee.
      - (b) Budget and fund regular facility operational expenditures.
    - 2) The Board of Trustees can effectively execute long term strategic planning for facility utilization.
    - 3) The Special Fund Committee can effectively plan and budget all facility capital expenditures.

**Article 6      *Future Article***

Intentionally left blank for future use.

**Article 7      *Vacancies***

The order of succession to the Presidency of the Executive Committee until the next election shall be the elected Vice-President, Secretary, Treasurer and then members of the Board of Trustees. Vacancies on the Board of Trustees or other committees shall be filled by procedures outlined in their specific governance structure section in Article 5. If no specific procedure is stipulated, they shall be appointed by the Executive Committee until the next General Body meeting.

**Article 8      *General Body Meetings***

At least one meeting of the General Membership of the Association must be held every year. At any general meeting, the quorum shall consist of at least one-fourth of the total membership. The President shall call another meeting in the event of a lack of quorum. With one-fourth of total members' signatures and with a specified agenda, any member of the Association may request the President to call a General Body meeting. In such case(s), the President shall call the Special General Body meeting.

**Article 9      *Amendments to Constitution***

Section 9a      This constitution and its by-laws may be amended according to the detailed amendment procedure outlined below.

Section 9b      Submission of Proposed Amendment

1. Any proposed amendment to the BAGC Constitution must be submitted to the BAGC Bylaws Committee with a request for distribution to the BAGC members. The proposed amendment shall be presented in a structured format with particular emphasis on, but not limited to, intent/purpose, potential benefits to the organization, operational mechanisms, administrative procedures and details of potential financial impact.

Section 9c      Administrative Review

1. Within 30 days of its receipt, the Bylaws Committee shall review the proposed amendment to insure that it meets the objectives of the BAGC, as outlined in Section 2 of the constitution and for completeness as outlined in Section 9b above. All commentary and feedback must be communicated directly to the author of the proposed amendment.

Section 9d      Distribution of Proposed Amendment

1. After the Bylaws Committee has reviewed a proposed amendment, it shall forward a formal Amendment Proposal to the BAGC Executive Committee for distribution to the BAGC membership within a 30-day period.

Section 9e      Review and Written Comment Period for BAGC Members

1. The BAGC members shall be allowed a period not less than 30 days to review and provide written comments on the proposed amendment.
2. Written comments and proposed modifications may be submitted to the Secretary of the BAGC via certified mail.
3. The Secretary of the BAGC shall record and submit all written comments received within the allowed comment period to the author(s) of the proposed amendment.
4. The author(s) of the proposed amendment shall evaluate the written comments and proposed modifications. The author(s) reserve the right to adopt only those that are deemed appropriate.
5. The author(s) of the proposed amendment shall submit the final draft of the proposed amendment to the BAGC Executive Committee for ratification in a General Body Meeting.
6. A simple majority write-in from the BAGC members against the proposed amendment, submitted during the review and comment period, shall remove the proposed amendment from further consideration.

Section 9f      Ratification in General Body Meeting

7. The BAGC Executive Committee shall notify the BAGC members regarding the General Body Meeting and the particular agenda item regarding the proposed amendment at least 15 days in advance.
8. The final draft of the proposed amendment will be presented for ratification in a General Body Meeting by the author(s).

9. BAGC members present at the General Body Meeting shall be allowed the opportunity to present their viewpoints in support or against the final draft of the proposed amendment.
10. A two-thirds majority vote in the General Body Meeting with quorum shall be required for passage of the proposed amendment.
11. Proposed amendments may also be ratified at the General Body Meeting through the submittal of a two-thirds majority write-in from the BAGC members.

Section 9g Adoption of the Ratified Amendment

1. Proposed amendments that are ratified in a General Body Meeting as outlined in Section 9f shall be adopted by the BAGC Executive Committee within 15 days. The language in the BAGC Constitution shall be modified accordingly by the BAGC Secretary to reflect the adoption of the ratified amendment.

**Article 10 Miscellaneous Provisions**

Section 10a An elected member of the Governing Body, including a member of the Board of Trustees, may be removed by resolution of the entire Board of Trustees for the following circumstances:

1. A member is absent (in person or via teleconference) from three (3) consecutive scheduled meetings and the reasons for such absences are not considered satisfactory by the Board.
2. A member has shown a blatant disregard for his or her fiduciary responsibilities to safeguard the interests of the BAGC as determined by the Board.
3. Felony criminal prosecution and conviction by any recognized court.

Section 10b Area Representation shall be based on seven (7) general geographic regions, each of which are identified as follows.

1. Suburban North, Near North, Northwest, West, Southwest, South and Near South and City of Chicago.

Section 10c The Association adopts Roberts Rules of Order, latest edition, as default parliamentary procedures of the Association during administrative meetings unless such procedures, as applicable, are stated otherwise in this Constitution and Bylaws or explicitly adopted by a simple majority of the Membership at the time of an administrative meeting.

Section 10d The official communication of the BAGC to the membership shall be through the Samaj Sambad. All official communication and community news shall be published in English, although this does not preclude duplicate postings in Bengali. Additional means of communication with the membership shall include email and posting on the BAGC website and any other internet based discussion forum such as Google Groups or Google Chat.

Section 10e Until a well-defined membership is established or six months, whichever is earlier, the first Executive Committee shall have extraordinary judgment to interpret all clauses in this constitution related to membership.

Section 10f This meeting on 12/11/76 shall be considered as the first General Body meeting to ratify the constitution of the Association and in this meeting an Ad-hoc Committee is empowered to run the election for the formation of the first Executive Committee.

**Article 11 Dissolution**

Section 11a Upon dissolution of the Association, the net assets of the Association shall be disposed only to such organizations whose objectives are not in conflict with the objectives of the Association.

Section 11b The Executive Committee with the approval of the General Body of the Association shall select the specific organization(s) and determine distribution of the net assets. Any such assets not so disposed shall be disposed by the Court of the Common Pleas of the county in which the principal office of the Association is then located.

**Article 12 Collection and Disposition of Funds**

Section 12a All funds collected shall be free from any limitations which are incompatible with the objectives of the Association.

Section 12b No part of the net earnings of the Association shall be distributed to its members, trustees, officers or other private persons except for charitable purposes or except for payment of reasonable compensation for services performed.

Section 12c The Executive Committee may appoint special committees for collection and administration of special funds and distribution of such special funds shall be done with the approval of the Executive Committee.

Section 12d Such a special committee shall prepare a draft constitution, which is not in conflict with the intent and the objectives of this Constitution and by-laws.

Section 12e A two-thirds majority vote of the Executive Committee is required for approval of such draft constitution of the special committee.

**Article 13 Amendments**

Section 13a In the General Body Meeting held on November 18, 1984 at the Eisenhower Junior High School in Darien, Illinois, the following resolutions were adopted by voice vote:

1. Due to the expanded activities of the Association, an amendment to the by-laws governing the structure of the Executive Committee was taken to increase the number of members-at-large from five to eight.
2. A Special Fund Committee was formed.
3. Commencing with 1985, a Youth Subcommittee under the leadership of the BAGC Executive Committee will be formed.

Section 13b A General Body Meeting was held on November 13, 1993 at Tefft Middle School in Streamwood, Illinois. An amendment relating to the 'Formation of Nomination Committee' was proposed and passed by voice vote.

Section 13c In the General Body Meeting held on November 1, 1997 at Tefft Middle School in Streamwood, Illinois, a resolution concerning a new membership category called Member Emeritus was adopted by voice vote.

Section 13d A General Body Meeting was held on April 24, 1999 at Tefft Middle School, Streamwood Illinois. An amendment to Article 9 relating to the 'Amendment Procedures of the BAGC Constitution' was proposed and passed by voice vote.

Section 13e A General Body Meeting was held on April 26, 2008 at Streamwood High School, Streamwood, Illinois. Amendments to Articles 5, 6, 7 and 10 creating the Banga Bhavan Committee and Board of Trustees were adopted by voice vote.