

Constitution of Prabasi, Inc.

(Amendments passed & ratified on June 26, 2016 at General Body Meeting)

Article 1: NAME and OBJECTIVES

Section I:

The name of the association shall be PRABASI Inc., hereinafter also referred to as the Association.

Section II:

Until such time as a permanent location is established for PRABASI the residential address of the President shall represent the address of PRABASI. Neither the President nor any member of the Association shall be entitled to file for any tax deduction for this use of his/her personal property.

Section III:

The Association shall be organized exclusively for the practice of religion and associated culture of Bengal, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). PRABASI shall exist as an Association of its members.

Section IV:

No part of the earnings of the Association shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article 1: Section III hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section V:

Upon the dissolution of the Association, the Executive Committee shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 2: MEMBERSHIP and DUES

Section I:

The membership in PRABASI shall be open to all adults (18 years or above) interested in Bengali heritage and culture.

Section II:

All eligible members shall have full and equal voting rights and privileges, in accordance with Article 2, Section V as amended herein.

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Section III:

The Association shall be supported mainly by membership dues (fees), donations and other non-profitable assessments.

Section IV:

The term of membership and the fiscal year of PRABASI shall be the calendar year from January 1st to December 31st.

Section V:

Membership fees (as determined by the Executive Committee) will be required from all members and shall be payable by November 1st of the prior fiscal year. Any member, not having paid the appropriate membership fees on or before November 1st of the prior fiscal year, shall lose the right to vote and the right to participate in the Executive Committee or the Board of Trustees during the fiscal year. However, one can become a member of PRABASI any time after November 1st of the prior fiscal year, but will not have the right to vote during the fiscal year.

Article 3: THE EXECUTIVE COMMITTEE – POWER and FUNCTION

Section I:

The Executive Committee shall manage the affairs of PRABASI and exercise all the powers of PRABASI delegated to the Executive Committee by its Constitution and its voting members. It shall have the power to appoint subcommittees for specific purposes. The Executive Committee shall also have the power to dissolve such subcommittees.

Section II:

The Executive Committee shall consist of (1) a President; (2) a Vice-President; (3) a Secretary; (4) a Treasurer; and (5) three members. One of the three members, if possible, shall be a designated youth member with the specific responsibility of attracting, recruiting and involving the youth in PRABASI affairs. Each person seeking election to the Executive Committee, or being appointed by the Executive Committee for any vacant position in the Executive Committee, shall have been a voting member of PRABASI for at least twelve (12) consecutive months immediately prior to his/her being nominated for election, or appointed, except for the President, the Vice-President, and the Treasurer, who shall have been a voting member for the immediate prior thirty-six (36) consecutive months. In addition, the President and the Vice President should have at least twelve (12) months of prior experience of serving in the Executive Committee.

Section III:

The officers of the Executive Committee shall be elected once every two (2) years at a general body meeting of the Association and shall hold office for two (2) fiscal years subject to the provisions of Article 3: Section X & XI, as amended herein.

Section IV: The President

The President shall be the chief executive of PRABASI. He/she shall convene, conduct and preside over the meetings of the General Body and of the Executive Committee. It shall be his/her duty to see that all orders and resolutions of the Executive Committee are carried out effectively to the best of his/her ability. When the Executive Committee is not in session, the President shall have the general control over the management of the activities of PRABASI. The President shall report periodically to the Executive Committee on all matters of interest.

Section V: The Vice-President

The Vice-President shall act as an aide to the President and shall perform the duties of President in his/her absence.

Section VI: The Secretary

The Secretary shall record the minutes of all General Body and Executive Committee meetings, be responsible for all correspondence and perform all other duties as delegated to him/her by the President or members of the Executive Committee.

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Section VII: The Treasurer

The Treasurer shall have custody of all Operating funds, namely, the monies required to conduct the usual and customary operations of the Association. He/she shall keep full and accurate account of the receipts and expenditures and shall make disbursements as authorized by the President with the approval of the Executive Committee.

The Treasurer shall compile a proforma fiscal year profit & loss statement and provide this to Executive Committee and the Board of Trustees by November 15th to ascertain compliance with Article-3: Section X and Article 6: Section III, as amended herein. Furthermore, within two (2) months thereafter, the Treasurer shall finalize and publish the annual accounts of the organization using the standard prescribed format.

Section VIII:

All outgoing officer bearer(s) shall, within two (2) weeks of leaving office, deliver to their successor(s), all PRABASI records, property, official data and material, in a joint meeting of incoming and outgoing office bearers.

Section IX:

If the office of the President becomes vacant, the Vice-President shall assume the Presidency for the remainder of the term of the Executive Committee. In case of vacancy of any other office therein, the Executive Committee shall have the power to fill the vacancy with a member of PRABASI, in accordance with Article 3: Section II, and Article 6: Section III.

Section X: Fiscal Responsibility

The Executive Committee may supplement the Operating funds, only if necessary, by borrowings from the Board of Trustees, as noted in Article: 6 Section II, with the express requirement that the entire borrowed amount shall be paid back within October 31st of the same fiscal year. Fiscal responsibility shall be shown by the Executive Committee, by adding to Prabasi's assets, staying within the "Accepted Annual Budget" (defined hereinafter) and in so far as not reducing the Operating funds of the Association handed to them at the beginning of the fiscal year by more than twenty percent (20%).

If the Operating loss at the end of the fiscal year exceeds twenty percent (20%) after subtracting any borrowed amount if still unpaid, all members of the Executive Committee in the fiscal year shall render themselves ineligible for any office in the next fiscal year and an election shall be held for a new Executive Committee.

Capital expenditures, which are assets on the Balance Sheet of the Association, shall not be considered a part of the annual operating expense.

Section XI:

No member shall hold the same position in the Executive Committee for more than four (4) consecutive fiscal years.

Section XII: Annual Budget

The Executive Committee shall prepare the following fiscal year's budget in a prescribed format to submit at a General Body meeting to be held in accordance with Article 5: Section I. Members may discuss and critique the budget at the General Body meeting. The budget, to be modified as necessary, shall become the "Accepted Annual Budget" for the following fiscal year. If, however, the Executive Committee for the next fiscal year is a newly elected one, the new Executive Committee may discuss and propose changes to the "Accepted Annual Budget" in compliance with Article 3: Section X and must present it to the Board of Trustees. If the Board of Trustees approves this budget with a simple majority then this will become the "Accepted Annual Budget" for the new fiscal year.

Article 4: ELECTION PROCEDURE

Section I:

All members shall have the right to vote in any election of the Association, after satisfying the requirements of Article 2: Section V, as amended. All members shall have the right to seek election for offices of the Executive Committee, or for

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other offices, after satisfying the requirements of Article 2: Section V, Article 3: Sections II & X and Article 6: Section I, all as amended herein.

Section II:

The election shall be conducted by secret ballot and the winner selected by the plurality of votes cast. The quorum for the election meeting shall be at least one third ($\frac{1}{3}$) of voting members. If there is no quorum in the election meeting, then the election should be deferred to another date, unless the election is uncontested. In case the election is uncontested, quorum is not required and the election commissioners can declare the winners of the uncontested election as the next Prabasi Executive Committee. If the election is contested and that second meeting fails to achieve quorum, then election of the office bearers should be made through consensus of people present in that second meeting. Any member unable to vote in person during the election meeting shall be able to avail of the absentee ballot by notifying the election commission at least two weeks prior to election.

Section III: Election Scheduling; Election Commission – Formation, Tenure, Duties

Elections for the Executive Committee officers shall be completed by November 30th. The Executive Committee may choose any convenient date for elections providing at least two (2) months prior notice to members, failing which the Board of Trustees shall call for and conduct the elections. An election commission shall be formed prior to every election, for proper conduction of election of office bearers. The election commission shall consist of three (3) members of the Association and their term shall continue until the next election commission is formed. They shall approve the confidential voters list prepared by the Executive Committee, satisfying the provisions of Article 4, Section I, as amended. The names of all contestants shall be submitted to the election commission in the prescribed written forms at least three (3) weeks prior to the election. The election commission shall verify the eligibility of each contestant for the proposed position in the Executive Committee and shall follow guidelines set up by the Executive Committee or the Board of Trustees, as applicable, for election conduction. Furthermore, within a week thereafter the election commission shall declare the election results and certify winner(s) to assume office based on all extant eligibility criteria, including but not limited to, Article 2: Section V, Article 3: Sections II, III, X & XI, Article 4: Section IV, Article 6: Sections I & III, all as amended herein. The election commission shall have the additional responsibility of distributing campaign solicitations to Prabasi members on behalf of candidates on request during an election and circulating petitions from members for required signatures to call for a General Body meeting

Section IV:

A member holding any position in the Executive Committee of PRABASI shall not concurrently hold membership of Executive Committee of another organization involved in similar pursuit. His/Her spouse shall not concurrently serve in the Executive Committee or the Board of Trustees.

Article 5: GENERAL BODY

Section I:

The Annual General Body Meeting of PRABASI shall be held by November 30th. The Executive Committee shall present the “State of the Association” and the next year’s fiscal budget to the membership in attendance.

Section II:

Any Special General Body meeting of PRABASI may be called either by the Executive Committee with a simple majority of members of the Executive Committee, or by the Board of Trustees with a simple majority of members of the Board of Trustees, or by a written request of at least one-third ($\frac{1}{3}$) of members of the Association to either the Executive Committee or the Board of Trustees. The President of the Executive Committee or the Chairman of the Board of Trustees, as applicable, shall then call a Special General Body within four (4) weeks from the date of receipt of such a request.

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Section III:

The General Body of PRABASI shall have the power to dissolve the Executive Committee or the Board of Trustees at an extraordinary meeting convened for that purpose as described in Section II. But the resolution (for dissolving the Executive Committee or the Board of Trustees) shall have the support of the majority of the Association members, i.e. more than one half of the voting members.

Section IV:

A notice of the place, date, time and agenda of the Annual meeting or any Special General Body meeting shall be communicated at least two (2) weeks in advance to each member of the organization to their last known e-mail or postal address, either by the Executive Committee or by the Board of Trustees, depending on who is calling the meeting.

Section V:

The Constitution of PRABASI may be amended, or any of its provision therein granted a one-time waiver, with the approval of a simple majority of voting members of PRABASI.

Article 6: THE BOARD OF TRUSTEES – COMPOSITION, FUNCTION and OPERATION

Section I: Composition

The Board of Trustees, initially seeded by the Executive Committee, shall consist of five (5) voting members all serving three (3) year terms. In order to hold office, a Trustee must have been a voting member of PRABASI for the immediate past thirty-six (36) consecutive months at the date of selection and shall maintain voting membership throughout his/her term in office, in accordance with Article 2: Section V and Article 4: Section I, as amended. A Trustee shall not concurrently serve in the Executive Committee and no Trustee may serve back-to-back terms on the Board of Trustees. Subsequent vacancies in the Board of Trustees shall be filled by a two third majority (2/3) of votes cast by secret ballot in a joint meeting of the Executive Committee and the Board of Trustees.

Section II: Function

The Board of Trustees shall be responsible for the long-term planning of the Association's future direction, including the establishment of a permanent place for the Association. The Board's mission shall be to provide continuity, guidance and oversight of strategic issues impacting the Association.

The Board of Trustees shall control all Capital assets and Reserve funds of the Association. The President of the Executive Committee shall involve the Board, and keep the Board informed on all fiscal matters which may impact the Association's capital assets and Reserve funds.

One-fifth (20%) of Prabasi's Reserve Fund shall be designated a Liquid Reserve Fund and the remaining four-fifths (80%) shall be a Fixed Reserve Fund fully invested in a long term safe investment, possibly with penalties of withdrawal before maturity date. The President of the Executive Committee and the Chairman of the Board of Trustees shall be authorized co-signatories on both fund accounts and both signatures shall be required for disbursements from both these funds.

The Board of Trustees shall have full discretion and authority for investing and managing the Liquid and Fixed Reserve funds and shall take appropriate steps and all necessary action to protect the Reserve funds from erosion in value and grow them within the confines of laws applicable to a non-profit organization.

The Board of Trustees from time to time, in close coordination with the Executive Committee, may organize fund raising events, which may result in an improvement of PRABASI's Finances. Donations and surplus from fund raising events after replenishment of the Liquid Reserve Fund shall be equally distributed between Operating and Fixed Reserve Accounts.

Disbursements from the Liquid Reserve Fund for short term supplementation of Operating Funds, fund raising or unusual operating expenses shall require the Executive Committee to submit a detailed written request with justification to the Board of Trustees for their consideration. Approval of any such disbursements by the Board of Trustees may trigger provisions of

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Article: 3 Section X and/or Article: 6 Section III herein.

The Fixed Reserve funds shall be utilized for acquiring capital assets of the Association. The spending, use, investment and/or disposition of the Fixed Reserve Fund by the Board of Trustees shall require the approval of more than fifty percent (50%) of the Association's membership.

Section III: Fiscal Responsibility

Fiscal responsibility shall be demonstrated by members of the Board of Trustees in so far as if no growth has been achieved in the Fixed Reserve funds, or, if the Liquid Reserve fund is reduced by more than twenty percent (20%) at the end of a fiscal year – then, each member of the Board of Trustees during that fiscal year shall be ineligible for any office for the next fiscal year. The Executive Committee shall then appoint a new Board of Trustees to assume office immediately.

Section IV: Operation

The Board of Trustees shall select a Trustee to serve as Chairman of the Board of Trustees. The Chairman, acting at the behest of the Board of Trustees, shall have signatory and disbursement authority of the Liquid and Fixed Reserve funds jointly with the President of the Executive Committee, in accordance with Article: 6 Section II as amended. The Chairman shall submit accounts for Liquid and Fixed Reserve funds to the Treasurer of PRABASI, at the end of the fiscal year, for incorporation into annual reports of the Association ensuring that both the funds comply with Article-3, Section X and Article-6, Section III, as amended.

The Board of Trustees shall not interfere with the Executive Committee's day to day operation and with any fiscal year related issues of the Association. The Executive Committee shall provide the Chairman of the Board of Trustees the current membership list of PRABASI and may, at any time, by employing a simple majority vote of the Executive Committee members, involve the Board of Trustees in matters as the Executive Committee may deem fit.

The Board of Trustees shall have the power as set forth hereinabove, to call for and conduct elections for Executive Committee office bearers and also call a Special General Body meeting and ask for a vote on matters of vital importance, or for the dissolution of the Executive Committee, if deemed necessary.
