

By-Laws of the Bengali Association of Southern Arizona (BASA), a Non-Profit Organization

ARTICLE I

Name

The name of this multi-cultural association, formed in the state of Arizona, will be The Bengali Association of Southern Arizona, called either “BASA” or the “Association,” hereafter.

ARTICLE II

Charter

BASA, the Association, shall be a Non-Profit Organization engaged in charitable activities in the community and in the promotion of multi-cultural heritage of the South Asian Bengali diaspora (from India and Bangladesh in particular) in Southern Arizona including Tucson, Marana, Green Valley, Oro Valley, Vail, Sierra Vista, Sahuarita, Nogales, etc. Participation in the activities of BASA will be open to people from all over Southern Arizona and the Greater Phoenix Area.

ARTICLE III

Location

The location of BASA might change over time based on the decision of the Executive Committee of BASA. The address of the Association will be the address of the current President of the Association, unless otherwise notified.

ARTICLE IV

Objective

The objective of the Association shall be to engage in socio-cultural and charitable activities in the Southern Arizona region. In particular, the Association will foster the socio-cultural heritage and the languages, literature, music, and other art forms associated with the South Asian Bengali diaspora (from India and Bangladesh in particular) in the Southern Arizona region including Tucson, Phoenix, Marana, Green Valley, Oro Valley, Vail, Sierra Vista, Sahuarita, Nogales, etc.

ARTICLE V

Aim and Purpose

BASA will exclusively organize events for charitable, recreational, and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of the federal tax code in the future. The aim of the Association shall be to organize charitable, social, cultural, sports, and recreational programs within as well as on behalf of the community. The following shall be some of the major activities that BASA aims to conduct.

1. To disseminate, promote, and keep alive the rich and vibrant heritage of the languages, literatures, arts, music, and culture associated with the South Asian Bengali diaspora (from India and Bangladesh in particular) in the Southern Arizona region including Tucson, Marana, Green Valley, Oro Valley, Vail, Sierra Vista, Sahuarita, Nogales, etc.
2. To establish contact, seek affiliation with, and engage in cultural exchange with like-minded organizations who share similar objectives and aims, both in the United States and abroad.
3. To organize festivals like Durga Puja and Saraswati Puja, and events like Bijoya, Rabindra Jayanti and Nazrul Jayanti that celebrate and promote the socio-cultural heritage, languages, literature, music, and other art forms of the South Asian diaspora in the area.
4. To encourage and foster participation of the youth from the South Asian Bengali diaspora (from India and Bangladesh in particular) in the socio-cultural heritage including the language, literature, music, dance, and other art forms associated with Bengal.
5. To organize charitable and social welfare activities as well as educational, and recreational events that showcase the South Asian culture to the broader Tucson community and provide a forum to enhance cross-cultural interaction and appreciation of diverse cultures.
6. To organize charitable events and foster outreach activities in the broader Tucson community to enhance communal harmony.
7. To foster a humane interaction among individuals and families of the South Asian Bengali diaspora.
8. To publish and circulate newsletters and other literary publications in various languages of the South Asian Diasporas (e.g., English, Bengali, Assamese, Hindi, etc.) in the area.

ARTICLE VI

Membership

Membership in BASA shall be open to any individual who:

- believes in and affirms the Association's aim and purpose as defined in Article V above,
- is willing to foster and promote such objectives,
- abides by the Bylaws of the Association and
- pays the required membership dues. (except for Junior/Student Members)

There are two categories of membership in BASA, the Association. They are:

Category 1 (General Members): Members (or Current Members) are individuals who are active in the Association's activities and pay the annual membership dues of the Association. Members can contribute to and propose changes to the Association's by-laws. Members will also have the voting rights to elect the Executive Committee members of BASA. Depending on the event, general members would have to pay to participate in the event.

Category 2 (Student/Junior Members): Junior Members are individuals who are under 18 years of age while Student members are 18 years of age and above who are currently enrolled as a full-time student in a recognized institution. They both seek to actively participate and join in the Association's activities. Student/Junior Members will neither have any voting rights nor will be required to pay membership dues.

ARTICLE VII

Annual Membership Dues and Donations

The annual membership dues for BASA will be decided by the Executive Committee of the Association. Membership shall be for one year commencing on January 1st and ending on December 31st.

These annual membership dues will be nominal and are intended to cover the basic expenses in running the organization but would not include the "event fees" for the events organized by the Association.

In addition to the membership dues, BASA will solicit donations, from both individuals as well as institutions who support the Association's charter. These donations would be especially helpful in covering major capital expenses that would need to be incurred periodically.

Once paid, neither the annual membership fees nor the donations will be refunded under any circumstance.

ARTICLE VIII

Voting Rights

Individuals belonging to Membership Category 1 in Article VI – i.e., those who have paid the membership dues for the calendar year under consideration will be able to exercise their voting rights in that calendar year. These rights include voting to elect the Executive Committee members of BASA as well as voting to propose changes to the Association’s by-laws.

ARTICLE IX

Board of Advisors

1. The Executive Committee may appoint such persons, as it reasonably deems necessary or desirable to act as the Board of Advisors of the Association. To the extent possible, the Board of Advisors should consist of individuals whose integrity, capability, experience, and knowledge of the communities and institutions served by the Association, and community standing will help the Executive Committee carry out its functions. The number of persons appointed to constitute the Board of Advisors shall be determined in the sole discretion of the Executive Committee, comprising of minimum two people.

2. Purpose: It shall be the function and the purpose of the Board of Advisor(s) to advise the Executive Committee on matters relating to the business and affairs of the Association, and to suggest or be available for consultation regarding projects or activities which the Association may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.

3. If a situation such arise that the Executive Committee ceases to exist (e.g. resigns), the Board of Advisor(s) will assume the responsibility of the Association and will convene a meeting of the members and/or constitute an election committee as set forth in Article XI.

ARTICLE X

Officers of the Executive Committee and their Responsibilities

The activities of BASA shall be conducted and coordinated by the Executive Committee. These activities include furthering the objectives of the Association in the best possible way and adapting to unforeseen circumstances. It is expected that the Executive

Committee will conduct its activities that are consistent with the objective of the Association, as noted in Articles IV and V while maintaining trust and respect between the members of the Committee and with the members of BASA at large.

The Executive Committee of BASA shall be comprised of at least 5 people. The number can be increased in the future depending on the need, but it must always be an odd number. The members of the Executive Committee are as follows: the President, the General Secretary, the Treasurer, the Cultural Secretary, the Communication Secretary and, if needed, additional Executive Members-at-large.

- a) The President, or in her/his absence the General Secretary, shall be the Chief Executive Officer of the Association and shall preside over the meetings of the Association. The duties of the President shall include, but not be limited to, the following:
 - i. Coordinating the activities of and events organized by the Association, setting its strategic goals in both the near- and long-term, and adapting to unforeseen circumstances faced by the Association;
 - ii. Ensuring the financial stability of the Association;
 - iii. Conducting the Association's activities and events in a fiscally responsible manner;
 - iv. Ensuring a smooth transition of records and assets to the newly elected President/Acting President and the Executive Committee;
 - v. Complying with the by-laws of BASA as well as ensuring that the conduct of BASA complies with all appropriate local, state, and federal laws;
 - vi. Representing the Association to the outside world whenever deemed necessary; and
 - vii. Consulting with the other members of the Executive Committee on tasks facing the Association.
 - viii. Leading Donative Drive for the Organization.

- b) The General Secretary of BASA will be responsible for:
 - i. Handling the meetings and proceedings of the Association,
 - ii. Keeping the records, and providing all members of the Association adequate advance notice of the meeting dates, times, and venues.
 - iii. Presiding over any meeting in the absence of the President of the Executive Committee.
 - iv. Filing the records and documents generated by the office, subject to regulations as may be prescribed by the Executive Committee,
 - v. Assuring that the meeting minutes are appropriately recorded

- c) The Treasurer of BASA will be responsible for:
- i. Managing the Association's financial accounts and for paying all proper bills and vouchers.
 - ii. Submitting to the Executive Committee the balance sheet of the Association on a semi-annual (end of June and end of December) basis.
 - iii. Handling all the tax-related activities of the Association and/or overseeing that these activities are accurately performed.
 - iv. Keeping track of the paid membership list and sending the membership acknowledgement receipts to all the paid members of the Association,
 - v. Preparing Annual Budget, get it ratified by the Executive Committee, and publish to the General Members of the community at least once a year,
 - vi. Sharing the Annual Balance Sheet/Finance Report of BASA with the entire BASA community. Additionally, any General Member can approach The Treasurer for any clarification.
 - vii. Assisting the fellow members of the Executive Committee in reviewing the BASA Financial Account at any given time.
- d) The Cultural Secretary of BASA shall:
- i. Be responsible for various cultural and festive activities and events organized by BASA throughout the year,
 - ii. Plan and coordinate various events to promote Bengali culture and traditions supported by the other members of the BASA Executive Committee,
 - iii. Form sub-committee(s) by inviting members of the BASA community to organize the relevant cultural events.
 - iv. Be responsible for execution of these events and ensuring they are executed within budget and schedule,
 - v. Identify execution challenges of the events and provide recommendations to the Executive Committee on critical tasks for corrective actions,
 - vi. Keep and maintain all event related documents for future reference and records (other than financial information)
 - vii. Explore possibilities to invite well-known artists or groups of artists from outside for performances, if financially feasible.
- e) The Communication Secretary of BASA shall:
- i. Be responsible for maintaining the BASA website as well as its social media platforms (Facebook; Instagram etc.) to announce as well as promote BASA's events to the community at large,
 - ii. Maintain and administer BASA's email group, Invitation, Volunteer Signup,

- Survey accounts etc. by updating the Member list on a regular basis,
 - iii. Working as prime contact for annual membership registration and administer the registration process,
 - iv. Actively assist BASA Cultural Secretary and sub-committee members in the digital space during the celebration of various events.
- f) BASA Executive Committee may add additional Members to the Board as deemed necessary. These additional members will not have any voting rights on any decision-making process of BASA Executive Committee. The additional members may be selected from Students/Juniors.
- g) The Executive Committee members shall not be liable/responsible for any violations by the Association (if any) or any claims brought against the Association during the lifetime of the Association. Likewise, any individual members who help the Association in arranging for and organizing their activities (e.g., booking venues, contracting with vendors, obtaining necessary permits, etc.) shall not be held liable/responsible for any violations by the Association (if any) or any claims brought against the Association during the lifetime of the Association.

ARTICLE XI

Election

- a. The Executive Committee (as defined in Article X) will form an election sub-committee, comprising of minimum two people, to conduct the election of the members of the Executive Committee. The Executive Committee members cannot be members of this election sub-committee. General Members of BASA can be part of this election sub-committee.
- b. The election of the Executive Committee members will be held once every 2 years in the month of January (except for the first election which is to be held around mid-2024 with the committee term starting after election). All new incoming Executive Committee term thereafter will be in effect from April 1st.
- c. Between January and March end of the election year, the new incoming Committee will work along with the outgoing committee. This will enable the new members of the EC to have smooth transition into their respective roles.
- d. It is recommended that all the current BASA Executive Committee members will transition to the newly elected EC members for a period of three months. This will

enable the new members of the EC to have smooth transition into their respective roles.

- e. The time and place for the election will be decided by the election sub-committee and communicated to all the members through agreed upon mediums of communications – e-mail, the Association’s website, bulletins, and/or other feasible electronic means.
- f. The election sub-committee will be responsible for soliciting nominations for the next Executive Committee for each specified position on the Executive Committee. All eligible nominees will have to be General Members of BASA in that calendar year. For filing nominations, potential candidates need to be resident of Southern Arizona for a minimum period of 12 months. Potential candidates can self-nominate or be nominated by any other general member of BASA. In the case of the latter, the nominee will be informed about her/his nomination and given 3 days to either accept the nomination or decline it.
- g. The election of the Executive Committee will be held using secret ballots, either by mail and/or through an electronic medium (e.g., surveymonkey.com or qualtrics.com).
- h. The election sub-committee will ensure that the elections are conducted in a manner that is fair and provides equal opportunity to every member to participate in the election. Every candidate running for a position in the Executive Committee will be eligible to receive a list of members who have the voting rights along with their contact information.
- i. If no suitable individuals apply to be on the Executive Committee, the election sub-committee can appoint an ad-hoc committee of at least five members for a limited duration of time (not to exceed 12 months) to oversee the Associations activities. This ad-hoc committee members may be chosen from the current EC members and/or from the BASA General members. An election of the new Executive Committee must be held within the said 12-month period. The ad-hoc committee will cease to function as soon as the new committee is elected.

Resignation

A sitting Executive Committee Member can resign by submitting a letter (in person, by mail or by e-mail) to the Association’s Executive Committee. The resignation will need the approval and acceptance of the Executive Committee for it to become effective. There

should be a notice period of 30 days. In such a scenario, a current member of the Executive Committee may take up the additional responsibilities of the vacant position till the next Election. The Executive Committee is responsible for notifying this change in the composition of the Executive Committee to all the Members of BASA at the earliest. This notification will be provided to all members through agreed upon mediums of communications – e-mail, the Association’s website, bulletins, and/or other electronic means.

ARTICLE XII

Meetings of the Association

- a. The Executive Committee of BASA shall meet on a regular basis either via face-to-face meetings or virtual - using electronic media (conference calls, zoom, etc.). The date, time, and location of these meetings shall be conveyed to all members of the Executive Committee no less than 1 week before the meeting. This notification will be provided through agreed upon mediums of communications – e-mail, the Association’s website, bulletins, and/or other electronic means.
- b. In addition, the Executive Committee will organize for an Annual General Meeting for all General Members of the Association. The date, time, and location of the Annual General Meeting shall be notified to all the members of the Association, no less than one month before the date set for the meeting. This notification will be provided to all members through agreed upon mediums of communications – e-mail, the Association’s website, bulletins, and/or other electronic means. The meetings could be either face-to-face meetings or virtual - using electronic media (conference calls, zoom, etc.). The key purpose of the Annual General Meeting would be to (1) discuss activities and events to be organized over the following 12 months, (2) provide details on the Association’s income, expenses, and balance sheet, and (3) assess the fit between the financial conditions of the Association and the events that the Association seeks to organize.
- c. The Executive Committee will also seek feedback from the General Members on a regular basis. Issues that members seek to bring forth will also be discussed during the Annual General Meeting.
- d. The President of BASA can call Special Executive Committee meetings whenever s/he deems necessary or whenever s/he has been called upon to do so by at least 3 members of the BASA Executive Committee. All notices of any special meeting or general meeting shall state the purpose of the meeting.

- e. Quorum in all meetings of the Executive Committee shall be achieved with the presence of at least 3 members of the Executive Committee. In case the Quorum is not achieved, the meeting will be re-scheduled.

- f. In the case that the Executive Committee must vote on a proposal, a simple majority of the quorum shall suffice to be abiding on the Executive Committee of BASA. Each member of the Executive Committee will have one vote. Decisions taken by the Executive Committee shall be undertaken in an environment of collegiality, trust, and mutual respect.

- g. In case the General Members of BASA seek a resolution on matters of urgent importance to the Association, the Executive Committee shall convene a “Resolution Meeting” on behalf of the Association. Such a meeting would be convened in response to a written request by at least 20% of the General members of BASA. The date, time, and location of such a meeting shall be notified to all the members of the Association, no less than two weeks before the date set for the meeting. This notification will be provided to all members through agreed upon mediums of communications – e-mail, the Association’s website, bulletins, and/or other electronic means. The meetings could be either face-to-face meetings or virtual - using electronic media (conference calls, zoom, etc.). Quorum in a resolution meeting shall be achieved with the presence of at least 20% of the current members of BASA.

ARTICLE XIII

Dissolution of the Association

In case of the dissolution of the Association and a General Member’s vote to disband the assets of the Association, the assets shall be distributed to (a) one or more exempt purposes adopted by the Association and within the meaning of Section 501(c)(3) of the Internal Revenue Code or a corresponding section of any future federal tax code, or (b) shall be distributed to the federal government, or (c) to a state or local government for a public purpose. This distribution will be in accordance to the votes of 75% of the General Members of the Association at the time of dissolution. This distribution (transfer) will be made in full compliance of Section 501(c)(3) of the Internal Revenue Code or a corresponding section of any future federal tax code.

ARTICLE XIV

Date of Commencement of the Association

BASA was incorporated on May 11th 2022.

ARTICLE XV

Amendments

Requests to modify the by-laws of the Association can be made by the General Members of BASA if the requested change is formally supported, through a written request, by at least 25% of the members of BASA. The Executive Committee, once it receives such a formal proposal, will forward it to all the General Members of the Association at least 2 weeks prior to the meeting of the General Members in which it is to be presented, discussed, and voted on. The meetings could be either face-to-face meetings or virtual - using electronic media (conference calls, zoom, etc.). Quorum in the meeting where this amendment proposal is discussed and voted on shall be achieved with the presence of at least 40% of the current members of BASA. To receive final approval, the amendment proposal will need to receive a simple majority in the quorum. Such an amendment would be incorporated into the Association's by-laws with immediate effect.

ARTICLE XVI

Fiscal Year & Finances of BASA

The fiscal year of the Association shall cover the period from January 1st through December 31st of a given year or as defined by Internal Revenue Service (IRS) for any given tax year. A summary of the financial information and data for a given Fiscal Year will be presented by the Treasurer or a designated member of the Executive Committee in the subsequent Annual General Meeting.

The Association has a Bank Account in the name of "Bengali Association of Southern Arizona." All the monetary income of the Association shall be deposited to that bank account. Likewise, all monetary gifts and donations made either by individuals as well as institutions that agree with the charter of the Association shall be deposited into this bank account. All the transactions related to the operations and activities of the Association will be conducted through this bank account. The Treasurer of the Association will be responsible for conducting all the transactions and maintaining the financial accounts of the Association.

The checks for the bank account shall require two signatures on them if the amounts being transacted exceeds US Dollars One Thousand (\$1,000.00). In addition to the Treasurer, the President or the General Secretary of the Association will have the

authority to sign the checks on behalf of the Association.

ARTICLE XVII

Compensation

The Executive Committee of BASA shall serve without compensation in any form from the Association.

ARTICLE XVIII

Prohibition against sharing corporate profits and assets

No officer of the Executive Committee, general member of the Association, or any individual or institution associated with BASA at large shall receive at any time any of the net earnings or pecuniary profit derived from the operations of the Association. Likewise, no officer of the Executive Committee, general member of the Association, or any individual or institution associated with BASA at large shall receive any of the Association's assets on dissolution of the Association.

However, this provision shall not prevent payment, to any such individual or institution, of reasonable compensation for relevant services performed for the Association. Such payments would be agreed upon by the Executive Committee and shall be communicated to all the members of the Association.

**WRITTEN CONSENT OF THE DIRECTORS ADOPTING THE BY-LAWS OF THE
BENGALI ASSOCIATION OF SOUTHERN ARIZONA**

We, the undersigned, are individuals of the initial governing body in the Articles of Incorporation of the ***Bengali Association of Southern Arizona***, BASA in short, a nonprofit corporation, and pursuant to the authority granted to the governing body by these Bylaws to act by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this corporation.

Dated: 18th of January, 2024

Subhajit Dey, Director

Sandeep Biswas, Director

Locknath Shil, Director

Nivedita Sen, Director

Uttam Chowdhury, Director

Niranjan Mitra, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Governing Body of said corporation on the date set forth below.

Dated: 18th of January, 2024.

A handwritten signature in black ink that reads "Subhajit Dey". The signature is written in a cursive style with a distinct loop at the end of the last name.

Subhajit Dey, General Secretary