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Central Ohio Bengali Cultural Association

1260 Bayboro Dr, New Albany OH 43054

CENTRAL OHIO BENGALI CULTURAL ASSOCIATION

CONSTITUTION



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Article I. (NAME)

The name of the association shall be **Central Ohio Bengali Cultural Association**, hereafter referred to as **COBCA**.

Article II.(ADDRESS)

The principal place of business of the association shall be in the state of Ohio, and the Principal address shall be c/o address of the **Agent** of the association.

Article III. (PREAMBLE)

COBCA is the epitome of a long cherished aspiration of the Bengalees at large in Central Ohio, to promote social, cultural, educational, literary, and artistic heritage of Bengal and Indian subcontinent at large.

Article IV. (PURPOSE)

Section 1. This Association shall be a non- profitable, nonpolitical, secular, and cultural organization. The Association is organized exclusively for social, cultural, charitable, educational and religious purposes including making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or any other future federal laws.

Section 4. Specific purposes for which the organization is formed are:

- Provide a forum to promote and preserve social and cultural integration of Bengalees in Central Ohio.
- Promote friendship and cultural exchange with similar organizations in North America.
- Promote the enrichment of life and social welfare of local community in general and Bengalis in particular.
- Represent, advance and protect the interests of Bengalees.

Article V. (AFFILIATION)

The Board of Trustees reserves the right to affiliate COBCA with other Bengali associations, Indian and non-Indian cultural associations or outside the United States and internationally.

Article VI. (BOUNDARIES)

- The jurisdiction of COBCA's activities shall primarily be the State of Ohio, or portions thereof, or as determined by the COBCA Board of Trustees. The boundaries may be changed with the agreement of COBCA and any other state association involved in the boundary adjustment.
- Board of Trustees going to nominate a Statutory Agent per R.C. 1701.07 (B), 1702.06 (B). The State requires a Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation, may be served. The person must be a resident of Ohio with complete contact address of the corporation. However, the agent can be changed with due filing with the Secretary of State Office.

Article VII. (DEFINITIONS)

- Association:** Central Ohio Bengali Cultural Association also referred to as COBCA
- Bengali(s) (also referred to as 'Bengalees'):** Natives of, or the descendants of natives of, or persons whose heritage is rooted in the Bengal (the State of West Bengal, India and Bangladesh). Persons who have origin in or have affiliations with Bengal (the State of West Bengal, India and Bangladesh).



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C. Member Types:

- a. **Regular Members:** Single or Family enrolled as members by paying an annual membership fee.
- b. **Honorary Members:** non-voting members who are invited (usually on ad hoc basis) to participate in association activities. They do not pay any membership fees.

E. Membership Levels:

a. Annual Membership

- i. Single
- ii. Family (2 Adults and dependent children under 18)

- F. **General Body:** Regular members of the association who have met all their obligations pursuant to the constitution and internal regulations of COBCA.
- G. **Board of Trustees:** The Board of Trustees is the association's governing body representing general body and is responsible for all affairs of the association.
- H. **Executive Committee (chief executive body of COBCA):** The body of persons elected by the general body for carrying on day-to-day administration and activities of the association.
- I. **Statutory Agent:** Board of Trustees going to nominate a Statutory Agent per R.C. 1701.07 (B), 1702.06 (B). The State requires a Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation, may be served. The person must be a resident of Ohio with complete contact address of the corporation. However, the agent can be changed with due filing with the Secretary of State Office.
- J. **President:** President of the association who serves for a specified term.
- K. **Vice President:** Vice President of the association.
- L. **Secretary:** Secretary of the association.
- M. **Treasurer:** The person who shall be in charge of disbursement and deposits of COBCA funds and the association's books and accounts.
- N. **Cultural Secretary:** The person who shall be in charge of co-coordinating/organizing/conducting cultural events as planned by the Executive Committee.
- O. **Accountant:** Person appointed by Board of Trustees to review the books of accounts and file yearend tax to IRS.
- P. **Bylaw Review Committee (BRC):** Committee appointed by the Board of Trustees to review proposals for revision/amendment of the association's constitution.
- Q. **General Body Meeting:** A general body meeting of the association.
- R. **Fiscal Year:** The fiscal year of the association shall be January 1st to December 31st calendar year
- S. **Good standing:** A member is in good standing if all membership and other dues have been paid and is not party to any disciplinary action by the Executive Committee.

Article VIII. (MEMBERSHIP)

- A. Upon recommendation of a member in good standing with COBCA and subscribing to purpose stated in the constitution, any person 18 years or older may become a member of COBCA.
- B. The Executive Committee shall have the authority to designate, establish or amend the categories of membership in COBCA.
- C. The application for membership shall be made in the prescribed form provided by the association and be submitted to the Executive Committee or Secretary The association's membership shall be open to the above individuals sharing the objectives of the association as evidenced by the payment of membership fee and who abide by the Constitution and Internal Regulations of the association.



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- D. The application for membership shall be made in the prescribed form provided by the association and be submitted to the Executive Committee or Secretary.
- E. The membership if approved by the Executive Committee shall be valid from the date of approving such application to the end of the running fiscal year. The Executive Committee shall have the authority to refuse any membership application.
- F. Family Membership: Families consisting of husband, wife, children under 18 living with parents. The voting rights shall be restricted to two adult members 18 years or above.
- G. Single Membership: Any Individual at the age of eighteenth shall be eligible for single membership. The individual holding the single membership shall be eligible for one vote.
- H. Honorary Membership: The General Body of the COBCA may confer honorary membership to persons who have rendered valuable, outstanding, and long service to the community. Honorary members shall be exempted from membership fee and shall have no voting rights in any matters of the association.
- I. Life Membership: Upon nominated by a member in good standing and approved by the General Body, Life membership shall be granted to any eligible member upon payment of lifetime membership fees and shall be exempted from any further payment of annual membership fees only. Life Members shall NOT be exempt from payment of any other dues (for activities, social events etc) and shall have all privileges of a Regular member including voting and holding office. Fee for life membership will be decided by the General Body.
- J. Membership Period: The membership period shall be the calendar year, beginning on January 1st and ending on December 31st. Membership renewal is due on January 1st. Last date of any renewal is September 30. A grace period of 30(thirty) days (expiring October 31st) may be allowed for renewal on discretion of the Executive Committee. A person's membership is active for the fiscal year only if the membership is taken within the above said period.
- M. Membership Fee: The General Body shall determine the membership fees at various levels and reserves the right to periodically review/revise the fee structure. Membership Levels are:
- Single
 - Family Membership
 - Life Membership
- N. Register of Members: A register of members shall be maintained and shall include:
- Name, address, telephone number and occupation
 - Email address and other contact information
 - Date of acceptance of membership
 - Date of termination of membership
- O. In case of refusal of membership by the executive committee, the applicant may appeal to BOT and the decision of BOT is final and binding.

Article IX. (MEMBER'S RIGHTS)

Members (in good standing) of the association shall have the following rights:

A. Regular members & Life members (over the age of 18)

- Attend annual general body meetings, participate, discuss, and vote on items included on the



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agenda.

- b) Obtain a copy of the constitution and internal regulations.
- c) Benefit from the facilities provided by the association for its members.
- d) Obtain the associations circulars and publications.
- e) Run for and hold office in the association.
- f) Have access to review the records, documents, and correspondence of the association at the times determined by the Executive Committee in the presence of the person(s) responsible.

B. Honorary Members & Associate Members

- a) Honorary are entitled to participate and discuss in the meetings of general body and other functions of the association.
- b) Honorary shall have no voting rights and shall not hold any elective office in the association.

Article X.(TERMINATION OF MEMBERSHIP)

Section 1. Termination of membership

- A. Membership shall cease by death, resignation, expulsion, or dissolution of the association.
- B. Any member who intends to discontinue his/her membership temporarily or to resign from the corporation shall communicate his/her intention in writing to the Secretary.
- C. Non-payment of membership by the due date (not paid by September 30th in the fiscal year).EC can extend the membership due date up to October 31st.

Section 2. Expulsion of Members

The Executive Committee with the approval of Board shall have the authority to take disciplinary action against members whose actions are detrimental to the interest of the association. The Executive Committee through the following process can expel a member from the association, for valid reasons.

- a) The Executive committee provides a show cause notice, to the member if any such activities by the member are detrimental to the interest of the association.
- b) The member may respond to the notice within fifteen days. The member has the right to appeal the notice either in person or in writing.
- c) The Executive Committee will consider the explanation provided by the member and evaluate the situation.
- d) If the explanation is not satisfactory, the committee shall decide to terminate the membership of the individual, which should be approved by two-third majority in the Executive Committee. Upon the approval of the Executive committee, Board of Trustees needs to approve the same decision in simple majority, before the decision is effective. BOT can also send the approval to Executive committee for reconsideration.

Article XI. (MEMBER DISPUTES-LITIGATION PROHIBITION)

A. As a condition of membership in COBCA, members, or their agents, agree to utilize the procedure for handling and resolving of grievances, disputes, problems and/or appeals as established by COBCA and that the final decision reached within the established appeals process (at the final level as authorized and utilized shall be binding and final on all parties to the grievance, dispute, problem or action.

B. As a condition of membership in COBCA, members, or their agents, agree not to use any court of the land and/or institute legal proceeding of any type to pursue any grievances, disputes, or problems against COBCA. *In lieu* of the ability to institute legal action of any type and/or not use any court of the land, all members have the right to use the internal process established to settle grievances, disputes, or problems within the procedure established by COBCA.

Article XII.(MANAGEMENT)



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- A. Direction of the association and control of its property shall be vested in a **BOARD OF TRUSTEES 'BOT'**
- B. The day-to-day operations of the association shall be carried out by the **EXECUTIVE COMMITTEE**, which shall have full power to execute the goals of the association, and to raise and spend money subject to limits imposed by the general body and BOT.
- C. The **GENERAL BODY 'GB'** consists of all members in good standing and is the most powerful entity of the organization.

Article XIII. (BOARD OF TRUSTEES and AGENT)

- A. The Board of Trustees shall consist of FIVE members elected from the general body.
- B. The term of office of the Board of Trustees members shall be **THREE** years.
- C. The Board of Trustees shall elect one of its members as the Chairperson at its first meeting. Chairperson will be elected for 1 year.
- D. No Board of Trustee members may serve more than two consecutive terms.
- E. Duties of the Board of Trustees:
 - a) The Board of Trustees decision is final should there be any disputes that arise among and between Executive Committee members till a general body meeting is convened on this matter.
 - b) The Board of Trustees shall be custodians of property and assets of the association.
 - c) The Board of Trustees shall appoint members of the election committee.
 - d) The Board of Trustees shall appoint member of the Finance committee.
- F. The association shall have a **Statuary Agent** who shall be the main liaison for any official contact with the State of Ohio. The Agent may or may not be a BOT or a member of Executive Committee.
- G. An elected member of BOT may be removed by a resolution of the BOT, and subsequently approved by EOGB for the circumstances of blatant disregard for his or her fiduciary responsibilities to safeguard the interest of COBCA as determined by the BOT and approved by EOGB or if in case of felony criminal prosecution and conviction by any recognized court. In the case of felony criminal prosecution and conviction by any recognized court.

Article XIV. (THE EXECUTIVE COMMITTEE 'EC')

The Executive Committee shall be the executive authority in the association. It shall implement the policies drawn up by the General Body meeting.

Section 1. Members

The Executive Committee shall consist of the following NINE (9) members:

- A. Seven (7) officers elected by the general body
 - a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
 - e) Cultural Secretary
 - f) Two elected members-at large without any portfolios
- B. Immediate past-president or its Nominee, who shall be a responsible member of previous Executive Committee.
- C. One individual nominated from amongst the Board of Trustees members.

Section 2. Tenure

The Executive Committee officers of the association shall be elected for ONE year (except as noted



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below), coinciding with the fiscal year of the association, at the Annual General Body meeting (AGBM). In case if EC is not elected for any cause, then the previous EC will continue to function.

Section 3. Executive Committee

- A. **THE PRESIDENT** shall preside over the Executive Committee meetings, regulate the order of business at such meetings, receive, and put lawful motions to the floor. The president shall, along with the secretary, sign all the papers and documents requiring signatures on behalf of COBCA, unless the General Body designates someone else. The President is also responsible for execute and implement all the decisions made by the Executive Committee. He/she can signs all the checks, drafts (financial transactions) with or without treasurer signature Other Executive committee members will assist the President as needed (or delegated in the meetings). The motions in the Executive committee meetings will be decided by simple majority. However, the President has the right to *veto* any such motions (or decisions). It shall be the duty of the President to present a general report of the activities of the year at the annual General Body meeting.
- B. **THE VICE-PRESIDENT** shall assume the responsibilities of the president in the absence of the president, and shall assist the president in performing his/her duties.
- C. **THE SECRETARY** shall be responsible for the general control and management of all business affairs of the association. He/She shall be the public relation/spoke person of the association. He/She shall, with the president, sign and, when necessary, seal with the seal of the association of which He/She shall have custody, all papers and document requiring signature or execution on its behalf. He/She shall maintain an accurate record of the proceedings of the association and the Executive Committee meetings. He/She shall be directly responsible to the secretary for all matters concerning the association's membership.
- D. **THE TREASURER** shall have charge of operating funds of COBCA and shall deposit, or cause to be deposited the same in a local reputed financial institution selected by the Executive Committee in the name of the association. Out of such funds, he/she shall pay the amounts approved by the COBCA and submit a financial statement at the general Body meeting, and at any other time required by the Executive Committee. He/She shall, signs all the notes, drafts, and checks. Treasurer shall with assistance from accountant : 1) maintain proper accounts of COBCA; hold the funds in a suitable manner as determined most) appropriate by the Board of Trustees, 3) pay the funds out when properly authorized by the Executive Committee and/or Board of Trustees; 4) make regular financial report to EC., 5) report to BOT at every BOT meeting and 6) make yearly reports to the general membership; and 7) assists accountant to prepare necessary corporate records and returns as required by the State of Ohio and Federal Government, and make those records available to the Finance & Audit Committee when required by the Board of Trustees. The treasurer is also an ex officio member of the Finance committee..
- E. **THE CULTURAL SECREATARY** shall be responsible for organizing/co-ordinating/conducting all cultural events as planned by the Executive Committee.
- F. **IMMEDIATE PAST PRESIDENT** shall be a *de facto* officer of the Executive Committee. If the immediate past president is unavailable to be an Executive Committee member, the outgoing Executive Committee can nominate someone else who was a member of that committee.
- G. **BOARD OF TRUSTEES NOMINEE** shall be a voting member of the Executive Committee
- H. The General Body will also elect TWO MEMBERS-AT-LARGE in the Executive committee. These members are voting members without any portfolios. However, the Executive committee may assign specific responsibilities to each member as needed.

Section 4. Rights and Duties of Executive Committee

The Executive Committee members shall have the following rights and duties. This list may be reviewed and revised by the Board of Trustees and (subsequently approved by GB) from time to time.

- a) The Executive Committee shall act on behalf of the association under the direction and guidance



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- of the Board of Trustees.
- b) The Executive Committee shall have the power to set up committees for the realization of the goals of the association as and when necessary.
 - c) The Executive Committee shall take action on membership applications at the next meeting, not more than 30 days of receiving them.
 - d) The Executive Committee shall, upon approval by the BOT, have the authority to take disciplinary action against members whose actions are detrimental to the interests of the association.
 - e) The Executive Committee shall have the right to determine the annual membership fee.
 - f) The Executive Committee shall have the right and responsibility to arrange cultural and social activities to promote and encourage its members. These activities include, but not limited to, seminars, entertainment, concerts, lectures, cultural or sports competitions, and demonstrations or any other activities that are consistent with the objectives of the association and acts that would implement the goals of the association, at minimum the committee will organize fall and spring festivals.
 - g) Executive committee (Treasurer in particular with members of Finance Committee) shall make a budget for any events and send it to BOT for approval.
 - h) The Executive Committee shall have the right to determine monetary rates of admission to performances/functions conducted or sponsored by the association.
 - i) The Executive Committee shall present an annual report (financials and activities) at the annual general body meeting.
 - j) The Executive Committee shall have the right to perform all other acts connected with the administration of the association and for the transaction of its business and protection of its properties.

Section 5. Resignation or Removal of office bearer Members

- A. Any member of the Executive Committee may resign at any time.
- B. Any or all members of the Executive Committee or BoT members may be removed at any time with justifiable cause by a majority vote of the general body. The cause could include but is not limited to the following:
 - a) Developed to have a conflict of interest with the organization
 - b) Found misusing his/her authority, or association's funds
 - d) Person convicted of felony charges or violation of the law resulting in civil liability or a criminal offense and conviction. Further, the BoT is authorized to remove such a person temporarily from the position held in the COBCA, pending the final outcome of any judicial proceeding. Consistently working against the interests and objectives of the association
- C. A two-thirds majority vote of the Executive Committee or majority of vote Board of Trustees shall determine the status of the Committee member and recommend expulsion of said member(s) to the General Body.

Section 6. Filling Vacancies

- A. In the event that the office of the president becomes vacant, the vice president and shall assume their offices. In the event the office of Secretary and Cultural Secretary become vacant then the Executive Committee will elect one of the Members-at -large to assume the duties.
- B. In the event that the post of any office bearer position becomes vacant , at the discretion of the President, the Executive committee may select, by the affirmative vote of two third (2/3) of the Executive Committee, one of the Members-at large or any general body member with good standing to assume the duties of that position. In the event that the post of Treasurer becomes vacant, the President shall take over those duties until the Treasurer position is filled.



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Section 7. Dissolving the Executive Committee

- A. The Executive Committee shall cease to exist if more than half of the Executive Committee members shall resign at one time or if the number of committee members is reduced to less than one half (1/2) for any reason whatsoever
- B. The remaining committee members shall authorize one among them to call and conduct an Extra Ordinary General Body meeting.

Section 8 Transfer of Power to new EC:

- 1) Financial transfer of power to new EC will be conducted in accordance with Financial SOP:
- 2) Meetings: Minutes of meetings of all the EC meetings follow up decision trails or documents, person of contact etc. must be handed over to the next EC committee by the
- 3) Secretary of the previous committee.
- 4) The Board of Trustees will conduct a joint meeting with new EC to hand over the Financial SOP, the by-laws of the organization and any meeting minutes of BoT meeting.

Article XV (Governing Regulation)

Section 1. No part of the net 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 furtherance of the purposes set forth in the purpose clauses above. 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 this document the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding section of any future federal tax code) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding section of any future federal tax code) Non-Discrimination Clause: The Association shall not engage in any activity that would discriminate against any person on the basis of race, color, sex, nationality or religion.

Section 2. Non-Discrimination Clause: The Association shall not engage in any activity that would discriminate against any person on the basis of race, color, sex, nationality or religion.

Section 3. DISILUTION AND MERGER CLAUSE: Upon the dissolution of the corporation, the Executive Committee shall after paying or making provision for the payment of all the liabilities of organization, dispose of all the assets of the organization exclusively for the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, cultural, religious, educational, 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 disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such purpose or



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to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Prior to dissolution the following process will be followed by the Association :

- A. This association shall not be dissolved without the vote of consent of 75% of the total membership at an Extra Ordinary General Body Meeting.
- B. Upon dissolution, the funds of COBCA shall be distributed among registered educational or charitable associations.
- C. The property may be auctioned or distributed among registered educational or charitable associations.
- D. The decision regarding the merging of this association with any other type of association shall be exclusively made by the vote of consent of three fourth (3/4) of the total membership.
- E. In the event of an unresolved dispute about the distribution; the assets of the association shall be transferred to the State of Ohio for further adjudication.

The decision regarding the merging of this association with any other type of association shall be exclusively made by the vote of consent of three fourth (3/4) of the total membership

Article XVI. (ACTIVITY or ADHOC COMMITTEES)

- A. The Executive Committee shall have the power to appoint “ad hoc” committees for special purpose and these committees shall report to the Executive Committee. The Executive Committee shall chair all activity committees.
- B. The Executive Committee shall appoint individuals as **Conveners** for each committee to manage the activities of the activity committee.
- C. The tenure of each Convener is determined by the Executive Committee and shall vary from one activity committee to another due to the ad-hoc nature of such committees. However, under no circumstance shall the Convener be appointed for a period of more than the tenure of the EC.
- D. One of the EC members shall be ex-officio members of all activity committees formed by the association.
- E. All decisions taken by any of the “ad hoc” committees shall be subject to final approval of the Executive Committee.
- F. Proper minutes shall be kept for committee meetings by the convener of each committee and shall submit them to the Executive Committee along with their proposals for activities.
- G. The following are **examples** of committees that MAY be created at the discretion of the Executive Committee.
- H. Formation of any adhoc committee of significant importance must be clearly communicated to the GB.
 1. Literary and Educational Committee
 2. Food Committee
 3. Puja Committee
 4. IT Committee
 5. Sports and Games Committee
 6. Public relation Committee

Article XVII.(MEETINGS)



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In case any conflict during meetings, not covered by the laws / bylaws, the presiding officer will conduct and resolve dispute in accordance with Roberts rules of order.

Section 1. Annual General Body Meeting

- A. A properly called Annual General Body meeting is the supreme authority of the COBCA.
- B. The Annual General Body Meeting shall consist of all the eligible members who have performed their obligations pursuant to the constitution and internal regulations.
- C. The current Executive Committee shall call the Annual General Body meeting before the end of the fiscal year or before the formation of the next EC committee, whichever comes later..
- D. A meeting notice shall be sent at least fifteen days (15) in advance to all members in good standing.
- E. The notice shall include location, stating time, date, month of the meeting, the business to be transacted (agenda and motions).
- F. Accidental omission or non-receipt of meeting notice by any member shall not invalidate the proceedings of the meeting.
- G. The Executive Committee shall present an updated list of eligible members at the General Body meeting.
- H. The agenda for the Annual General Body meeting shall include the following, at minimum:
 - a) Annual report of the activities of COBCA.
 - b) Financial statement for the current and/or preceding fiscal year.
 - c) Discussion of any proposed resolutions or changes to the constitution or bylaws.
 - d) Any other relevant matters as deemed necessary by the Executive Committee or Board of Trustees.
- I. No remuneration or allowance of any kind shall be paid to any member for attending meetings of the association.
- J. The Chairman of the Board of Trustees will be the Chairperson of the annual general body meeting.
- K. Quorum for General Body Meeting
 - a) The quorum of the general body meeting shall be one third of its members or 20 members whichever is less.
 - b) In the absence of a quorum, the Chairman or the presiding officer (nominated by the BOT in the absence of Chairman) shall, with the consent of those present, adjourn the meeting to a later day and hour. A meeting shall not be adjourned for more than 45 (forty five) days. If no quorum is present at the adjourned meeting, further adjournments may continue as directed by the presiding officer until a quorum is obtained. Any meeting held at any adjourned date at which a quorum is present shall have the same effect as if held on the date originally set.
 - c) At the adjourn of 2nd AGB meeting due to lack of quorum, a majority of the Executive Committee members and BOT members combined shall be the quorum of the AGB meeting. In the absence of a quorum, a majority of the committee members present may adjourn the meeting until a quorum is present.

Section 2. Board of Trustees Meetings

- A. The Board of Trustees shall meet at least once or as required on a frequency determined by the Board of Trustees
- B. The quorum for the Board of Trustees shall be 3 (three). The Board of Trustees shall reach its decisions by a majority of votes cast, the chairman having a tie-breaking vote.
- C. Accidental omission or non-receipt of meeting notice by any member shall not invalidate the proceedings of the meeting.
- D. Chairperson will preside the meeting, in case he/she cannot be present, he/she can



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nominate another BOT member to chair the meeting.

Section 3. Extra Ordinary General Body Meeting

- A. The Executive Committee and/or BoT may call an Extra Ordinary General Body Meeting if requested by two third (2/3) of the Executive Committee members or as recommended by the Board of Trustees under extenuating circumstances.
- B. Two-third (2/3) of the eligible members in good standing may request in writing to the Executive Committee and/or BoT to convene an Extra ordinary General Body meeting, giving specific reasons for such a request. The Executive Committee shall call the extra ordinary General Body meeting with in fifteen days (15) of such a request.
- C. Notice of at least ten days (10) shall be given for such meetings.
- D. The notice shall include stating time, date, month of the meeting, and the business to be transacted (agenda).
- E. Accidental omission or non-receipt of meeting notice by any member shall not invalidate the proceedings of the meeting.
- F. Only matters for which the extra ordinary General Body meeting was called will be discussed at such meetings.
- G. Quorum for such meetings shall be two third (2/3) of the members.

Section 4. Executive Committee Meeting

- A. The Executive Committee shall hold its first meeting within one month after being appointed and confirm office bearers of the Executive Committee during its first meeting.
- B. The Executive Committee shall meet at least once every two months. At least a seven days' notice shall be given for such meetings.
- C. Majority of the members of the Executive Committee shall constitute quorum of the Executive Committee meeting.
- D. At the adjourn of two EC meeting due to lack of quorum, the President may conduct the EC meeting with present members and communicate to the rest of the committee.

Article XVIII.(ELECTIONS)

Section 1. Election Committee

- A. The Board of Trustees shall appoint a three-member election committee at least three months prior to the election.
- B. This committee shall consist of a chief election officer and two election officers, selected from the members of the association
- C. The election committee shall cease to exist once the new elected Executive Committee assumes office.

Section 2. Eligibility of Candidates

- A. A candidate running for office shall be an active member of the association for at least one consecutive year prior to the date of publication of voters list. Active membership begins from the date of submission of application, provided, the application was accepted and approved by the Executive Committee. Renewal of membership before the date on which voters list is published will be considered as continuous membership. The date of publication of voters list shall be communicated to members at least 30 days in advance of election.
- B. A candidate shall not bear an official position of any other competing organization(s) and/or those that have conflict of interest with the association. However, the candidate shall forfeit his/her existing position in any such organization to become eligible for candidacy in this association.



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- C. BoT candidate must serve as an active member in any of the past Executive Committee office bearer position.

Section 3. Elections

- A. The election committee shall determine the date of election and communicate the information to all members of the association solicit nomination.
- B. Election shall be by secret ballot or any other secret method (like e-voting).
- C. Eligibility to vote in all elections shall be restricted to members in good standing who have paid all membership and other dues.
- D. All eligible members present shall be entitled to one vote and in the event of a tie; the existing BOT Chairperson shall break the tie.
- E. A copy of the register of membership shall be kept at the entrance of the meeting hall.
- F. Any eligible members can be nominated for only one post. No member can hold no more than ONE post as in BOT or EC or Internal Auditor. Statutory Agent can hold another post and Treasurer can also be a member of Finance committee.
- G. No person other than a “regular member” shall be entitled to vote.
- H. No member shall nominate any other person to vote by proxy.
- I. A family is entitled to maximum of two votes only (based on the adult members). The head of the family can delegate any other immediate family member above 18 years of age to vote on his/her behalf.

Section 4. Nominations

- A. Nominations shall be submitted in the prescribed form duly signed by the nominee.
- B. Each nomination shall contain one active member as the nominator and other active member as seconded.
- C. A member cannot nominate more than one candidate for the same position.

Section 5. Election Deadlines

- A. The election of the Executive Committee, other officials and Board of Trustee members (when required) shall be held at the Annual General Body Meeting or any other date as deemed necessary by the Election Commission.
- B. The election committee shall decide the date of the election and formally communicate the information to members at least 45 days prior to elections.
- C. The notification shall consist of:
- Date and schedule for election
 - Date of publication of voters list
 - Deadlines for filing – Fifteen (15) calendar days before the actual day of election, not counting the day of election
 - Deadlines for withdrawing nominations - Five (5) calendar days before the actual day of election, not counting the day of election
 - Date of scrutiny of nominations
 - Venue, date and time of voting

Section 6. Counting of votes

- A. Votes shall be counted on the same day of election and results shall be published immediately thereafter.
- B. The decision of the election committee shall be final.
- C. Elections for each position will be held separately.
- D. Candidate with most votes will be declared elected to the Executive Committee for each office



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- E. Members -at -large: The top three (3) candidates with the most number of votes will be declared as elected to the Executive Committee.
- F. In the event of a tie, either those candidates can reach a consensus as to who among them would be in the Executive Committee or seek a runoff election to break the tie.

Section 7. Election of The Board of Trustees

The election to the **vacant** positions on Board of Trustees will be conducted at the general elections along with the election to the Executive Committee, and the process of election shall be the same as that of the other officials. The number of BOT elected will be TWO in the 1st year, TWO in the 2nd year and ONE in the 3rd year and this order will continue.

Article XIX.(DOCUMENTATION)

Meeting Minutes

- A. Proper minutes shall be kept by the secretary for all meetings of the association
- B. For activity committee meetings, the Convener of each activity committee shall submit minutes of committee meetings to the Executive Committee within fifteen days of such meetings.
- C. If requested by the Board of Trustee, the Executive committee will provide the meeting minutes to the Board
- D. The Board of Trustee may request Interim report from the Executive Committee as needed. The format of the report will be decided by the Board of Trustee.

Article XX.(ACCOUNTS, FINANCES AND FUNDS)

This section has been replaced by COBCA Financial SOP.

Article XXI. (ASSOCIATION'S PROPERTY)

This section has been replaced by COBCA Financial SOP

Article XXII a: Personal Liability

The members of BOT, EC and other appointed Committee shall not be personally liable for the debts, liabilities, or other obligation of COBCA, incurred lawfully in the course or discharge of an individual's duties and assignments. The members of BOT, EC and other appointed committee members are also indemnified against errors of judgments but will be responsible for and liable for willful negligence in all financial affairs or fraud or embezzlement of COBCA's funds or any other illegal act.

The organization shall carry personal liability insurance in the amount of US\$1,000,000 to indemnify BOT, EC and other appointed committee members in the event of any external lawsuit against such appointed officials.

Article XXII (Right of Smooth Governance and functioning of Organization):

Please refer COBCA Financial SOP

Article XXIII. (AMENDMENTS)



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- A. Amendment proposals from the Executive Committee or any member must be in the form of proper resolution, and shall be in compliance with official guidelines.
- B. Proposed amendments to the constitution shall be circulated at least 15 days before the meeting to all members of the association.
- C. A two third (2/3) affirmative vote of the membership present at the Annual General Body Meeting shall be required for adoption of any amendments of the constitution.
- D. Amendments to the internal regulations shall be adopted by a simple majority vote of the members present at the General Body meeting.

Article XXIV. (AUDIT)

In the event the total revenue exceeds US\$100,000 for any fiscal year, a financial audit shall be conducted by an outside independent auditor for that fiscal year only. Upon recommendation by BOT, such auditor shall be approved and appointed by the majority of general body members at the Annual General meeting.

If the total revenue does not exceed US\$100,000 in any fiscal year, no independent audit of the financial statements shall be conducted. for that fiscal year. However, if the majority of the members at Annual General meeting feels & agrees to have a review of the financial statements for any particular year, BOT shall appoint an internal auditor to conduct such review. Internal auditor can be any person who is a member of the organization and who does not hold any office bearer position for the year for which the review is to be conducted.