

**BYLAWS OF
SOIKOT – BENGALI ASSOCIATION OF GREATER TAMPA, INC.**

**ARTICLE I
PURPOSE**

The purpose of the Association, formed as a Not for Profit corporation under Florida Statutes 617, is to afford opportunities for its members to (a) worship and celebrate Bengali religious festivals such as Durga Puja, Saraswati Puja and other Hindu religious events, (b) express their creativity and appreciation of literature, poetry, drama, music and other media in the Bengali language, including publication of a literary magazine and maintaining a library, (c) learn written and spoken Bengali, particularly for children, as well as the history, cultural values and traditions of Bengal, collect and disseminate learning materials, and (d) contribute towards the general uplift of the lives of the impoverished people of Bengal, other Bengali/Indian communities all over the world and provide humanitarian assistance in case of need.

In view of the exclusively religious, literary, educational, charitable and social purpose of the Association, it shall comply with the stipulations in Section 501(c)(3) of the Internal Revenue Code, as may be amended, by undertaking only those activities that are permitted in that section of the Code, ensuring that no part of its net earnings inures to the benefit of any private individual, no substantial part of its activities involves carrying on propaganda, or otherwise attempts, to influence legislation (except as otherwise provided in the Internal Revenue Code), and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE II
MEMBERS**

The Association shall be a membership corporation, and rely primarily on membership dues, fees and donations from its members and others to finance its activities. Payment of such dues, fees and donations shall not constitute equity or ownership interest in the corporation and shall not be refundable even if the Association is dissolved.

1. **Eligibility of Members:** All individuals and entities, who are interested in participating in the activities of the Association, may become members of the Association, provided the Board of Directors approves their application for membership.
2. **Categories of Membership/Voting rights:**

Family	Voting	Only husband and wife will have voting rights
Individual	Voting	One vote
Student	Voting	One vote
Patron	Non-voting	No voting rights

Voting rights and privileges to hold elective office shall be limited to those members whose membership is in good standing. All voting members shall pay membership dues. Members who have not paid their dues in full may have their voting rights and

other privileges suspended until the arrears are paid.

3. **Termination of Member:** Members, whose continued membership is contrary to the best interests of the Association in the collective judgment of the Board of Directors, may be removed from the membership roll without assigning any reason. The member shall, however, be afforded an opportunity to submit in writing such comments or defense as the member desires to the Board of Directors, who may reinstate the membership.
4. **Membership Dues:** The Board of Directors shall determine the membership dues and fees to be paid by various categories of members every year.

ARTICLE III BOARD OF DIRECTORS

- (a) **Board of Directors:** A Board of Directors, or Executive Committee, comprising of at least three (3) and up to nine (9) elected Directors, shall exercise overall control over the Association. The Directors shall be elected by members at a general body meeting for a term of two (2) years. The members may also designate individual Directors to serve as the President, two (2) Vice Presidents, two (2) Secretaries, two (2) Treasurers and two (2) Program Coordinators. In case of a vacancy in the Board except when a Director is removed, the Directors, by a majority vote may elect a member of the Association to serve as Director until the next election.
- (b) **Duties and responsibilities** of the Directors also designated as Officers shall be as indicated below; wherever there are two incumbents, the responsibilities shall be shared in a manner specified by the Board at its first meeting following the elections; the decisions taken shall be duly recorded in the minutes so that there is no ambiguity about specific responsibilities relating to the timely preparation and submission of all mandatory returns and reports to various government agencies:

President: Presiding over general body and other meetings, coordinating all activities of the Association in consultation with Board of Directors, representing the Association at all public forums, appointing non-permanent Sub-Committee(s) for specific tasks, and assigning additional duties to other members of the Board. The President shall be the only individual Officer authorized to execute an agreement binding on the Association, provided the agreement, in its entirety, was discussed by the Board and duly budgeted for. No other Director shall be so empowered except with the specific approval of the Board.

Vice-Presidents: Jointly discharging the duties of the President during the latter's absence as decided by the Board and performing such other duties as may be assigned by the President from time to time.

Secretaries: Jointly responsible for maintaining all records, except financial, of the Association including maintenance of membership book, filing of mandatory local/state/federal government returns and reports, issuance and recording of all notices/agenda/minutes for all meetings, and perform such other duties as may

be assigned by the President from time to time.

Treasurers: Jointly responsible for all financial affairs of the Association, including preparation of annual budgets, recording and tracking receipts/expenditures/ payables/receivables, management of the bank accounts, and if required the preparation and filing of tax/information returns jointly with the Secretaries, as well as perform such other duties as may be assigned by the President from time to time.

Program Coordinators: Jointly responsible for planning and organizing all events of the Association and perform such other duties as may be assigned by the President from time to time.

- (c) **Duties and responsibilities** of the Directors, in the event it is decided not to designate individual Directors also as Officers; all the Directors will have equal powers and share all responsibilities jointly, and all decisions will be taken collectively by a majority vote of the Directors. While the Executive Committee may assign individual Directors specific duties and responsibilities, no individual Director shall be authorized to execute an agreement binding on the Association or represent the Association as a whole or purport to speak on behalf of the Association, unless expressly authorized to so.
- (d) **Removal of Directors:** A Director, whose continuance in office is contrary to the best interests of the Association in the judgment of the President or two other Directors, may be removed from office by a vote of the general members of the Association at a special or regularly scheduled General Body meeting without assigning any reason. The member shall, however, be afforded an opportunity to submit in writing such comments or defense as the member desires. The Director shall be relieved of all duties until a vote is taken. In case the members vote to remove the Director, they shall also elect a replacement at the same meeting.
- (e) **Liability:** The Directors shall be absolved of all personal liabilities arising from the acts of the Board of Directors or Executive Committee, vote or decision regarding organizational management or policy unless they breach or fail to perform their duties.

ARTICLE IV MEETINGS

1. A **General Body Meeting** open to all members of the Association shall be held at least once every two (2) years to elect up to nine (9) members of the Board of Directors, and may also designate amongst the Directors - a President, two (2) Vice Presidents, two (2) Secretaries, two (2) Treasurers and two (2) Program Coordinators, review the financial and other reports, amend any provision of the bylaws or act on any other matter which the Board of Directors is not empowered to do. On being directed by the President or at the request of two other Directors, the Secretary or the specifically designated Director shall by mail, separately or in the newsletter, email or telephone, notify the members at least two (2) weeks prior to the day of a General Body Meeting. Unless there are extenuating circumstances, the biennial General Body Meeting for conducting elections shall be held on the day of Durga Puja celebration to maximize attendance. A special

General Body Meeting may be held at any time. A majority of members shall constitute a quorum for purpose of conducting the general body meeting of the Association.

2. The Board of Directors shall meet at least four (4) times a year at the call of the President or two or more members of the Board of Directors. A simple majority of its members shall constitute a quorum for the transaction of business. The Board of Directors may participate in regular or special meetings by, or conduct the meeting through, the use of any means of convenient communication with one another such as telephone conference calls, instant messaging, video conferencing, and valid e-mail communication provided all the Directors agree. The Board of Directors can also act without a meeting, if the action is unanimous and done in writing, and signed by all Directors. No mandatory prior notice of such meetings shall be required. All Directors shall inform the Secretary, or other Directors if no Secretary is designated, if they are unable to participate in the deliberations of the Board for an extended period.

ARTICLE V AMENDMENTS

The Board of Directors or Executive Committee may amend these bylaws, except Articles I, III (a) and (c), and VII. Any member may initiate the amendment. Any amendment to Articles I, III (a) and (c), and VII shall have to be approved at a General Body Meeting by a two-thirds majority.

ARTICLE VI GENERAL

1. The Fiscal Year of the Association shall be the calendar year, beginning January 1.
2. Good Governance: The Board of Directors shall implement good corporate governance procedures for nominations of Directors, prudent handling and management of all monies received by the Association and the expenditures thereof, rules of procedures for all deliberations of the Association, avoidance of conflicts of interest for Directors, full and complete disclosure about the activities of the Association, providing members access to records and materials belonging to the Association, and other measures to minimize conflicts/disputes amongst members and avoid adverse legal consequences in the future.

ARTICLE VII DISPOSITION OF ASSETS UPON DISSOLUTION

In the event that further continuance of the Association is no longer sustainable, upon dissolution and the payment or adequate discharge of all liabilities and obligations, the remaining assets of the Association shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as may be amended, to other organizations with a similar purpose as specified in Article I.

REVISION HISTORY

Rev.#	Date	Nature of Change(s)	Initial
-	03/08/03	Original Issue	
1	06/07/03	Officers also Directors, two incumbents for positions other than President.	
2	10/12/03	Allow election for Director positions only, no Officers designated. Added III (c), minor changes elsewhere.	
3	07/02/04	Articles of Incorporation amended to include "Disposition of assets upon dissolution" clause as required by IRS overrides Article VII above	
4	10/9/11	Increased number of Directors from Nine (9) to Eleven (11)	