

## **Constitution and Articles of Incorporation**

(Northern Virginia Bengali Association)

### **1.0 Name and Purpose:**

The name of the Organization is the Northern Virginia Bengali Association {NVBA}. This is a non-political, non-profit organization operating for charitable, social, religious, and educational purposes within the jurisdiction of section 501 © of the U.S. Internal Revenue Code of 1954. The *calendar year* is its working and fiscal year.

### **2.0 Membership:**

Membership is open to all 18 years *of age* and above. *Except for life-members*, a non-refundable annual fee is due on *January 1* of that year for *regular* members. A person ceases to be a member if he/she is *delinquent* more than three months in payment of membership dues. *Any new membership* will be accepted on or before *September 1* of that year and will be subject to the acceptance by the board of directors. NVBA reserves the right to deny membership to an individual *person* considered to have been involved in activity detrimental to NVBA's interest.

The amount of the annual and life membership fee will be determined by the board of directors.

### **3.0 Board of Directors:**

The members will elect from among themselves a board consisting of eleven (11) directors. A general election will be held every year and members will elect the board *through mail/email or balloting*. If enough candidates are not available to constitute the full board of eleven members, the board may function with a strength of at least seven directors. If the size of the board reduces to below seven directors, the existing directors will co-opt form the members-at-large the necessary number of directors to constitute a board of seven.

A director may serve in the board for a maximum of two consecutive years (of parts thereof). On fulfillment of the two-year term one working year will elapse before he/she can serve in the board again. *As an exception, that member may be co-opted by the board for only an additional year or part thereof.*

The quorum for a board meeting will be achieved when a majority of the directors attend any such meeting.

The eleven elected directors (or the elected board, whatever be the number of directors) will immediately after the election elect three (3) office bearers: President, Secretary, and Treasurer. In case of a deadlock in the election among contesting candidates (for any of the designated positions), the candidate with the highest number of votes in the *preceding* general election will be considered the winner.

The President will call for a board meeting at least once *every quarter*, and will conduct the meeting, represent the organization in outside matters and be overall in-charge on the day of any public ceremony or program.

The Secretary, second in order of precedence will be responsible for all the administrative matters of the board and general meeting, including the following: Keeping the minutes of the meetings (which will be made available to the member-at-large, upon request), and coordinate the execution of the decisions of the board. *He/she will also be responsible in carrying out duties related to IRS and the State Corporation.*

The Treasurer, third in order of precedence, will collect all dues, pay bills, maintain records of all expenses for future audits and provide the status of all expenses after any activity or cultural function. He/she will also be responsible for filing the tax returns and will maintain a current list of all the members of the organization (available to members-at-large upon request) and *produce Treasurer's report at the annual general meeting.*

No office bearers can serve in the same capacity for two consecutive years (of part thereof).

#### 4.0 Election Committee:

Every year the board will set up an election committee of three (3) members which will serve for one year only. The election committee will be responsible *for conducting* the election in a fair and impartial manner. The committee will also have the power to nominate candidates for the board from the members-at-large, if enough members are not available to constitute a function board of elected directors.

#### 5.0 Auditor:

The board will nominate an auditor every year to oversee the accounts of NVBA, and provide the necessary certification of any audit or scrutiny.

#### 6.0 General Meetings:

The board will call a general meeting every year for all the members-at-large. A special general meeting can be called by the board or by a petition to the board signed by at least 25% of the members. Any general will require a notice of 14 days. The required quorum is 20% of its membership.

#### 7.0 Amendments to the Constitution:

Amendments of imposition of any new constitutional clauses can be proposed by the board or by at least 25% of the members in the form of a written and signed petition to the board. Any such proposed amendment can be sought only once a year and will be conducted by mail/*email* or balloting. In order for an amendment to be approved at least two thirds (2/3) of the members-at-large or board should concur with the proposed amendment. Any amendment, if approved, will be effective from the following working year.

#### 8.0 Bye Laws:

A set of approved bye – laws will be part of Incorporation