

BYLAWS

OF

BENGALI ORGANIZATION OF GREATER DALLAS - ANTORIK

ARTICLE I - NAME

This corporation shall be known as “BOGD - Antorik” while the full name shall be known as “Bengali Organization of Greater Dallas - Antorik”.

ARTICLE II -- DEFINITIONS

SECTION 2.1 DEFINITION.

In these Bylaws unless there is anything repugnant in the subject or context:

- A. 'Member' means a regular member of the BOGD – Antorik. By default, "member" without any qualifier represent Regular GB Member.
- B. “GB” means the all-valid regular members at any point of time of the BOGD-Antorik
- C. ‘President’ means the President of the Executive Committee (EC) of BOGD - Antorik.
- D. ‘General Secretary’ means the Secretary in charge of the entire day-to-day operation of the EC of BOGD - Antorik.
- E. ‘Treasurer’ means the Treasurer of the EC of BOGD - Antorik.
- F. ‘Cultural Secretary’ means the Secretary in charge of the cultural affairs of the EC of BOGD - Antorik.
- G. “Trustee” means the member of the Board of Trustees (BOT) of BOGD - Antorik.
- H. “Chairman” means the Chairman of the BOT of BOGD - Antorik.
- I. ‘Bengali School’ and ‘Bangla School’ are synonymous and shall mean the entity responsible for teaching Bengali language, literature, art, music and culture to a body of enrolled students.
- J. There will be no ‘Family membership’ going forward effective 1st April 2022. Each individual of 21 years of age or older needs to enroll as a regular GB member.
- K. In this document, the words “corporation” and “organization”, “Antorik and “BOGD - Antorik” have been used interchangeably

ARTICLE III - OBJECTIVES

SECTION 3.1 OBJECTIVES.

The main objective of the organization is to enable its members to participate in social, cultural, educational, charitable and religious activities periodically and any other activity, such as the Bengali school, as decided by the EC and the BOT. Talented performing artists, both from hometown and out-of-town will be invited to participate in the social and cultural functions. The purpose of the corporation is to engage in any lawful act or activity for which general not-for-profit corporations may be organized under the corporation law of the State of Texas.

SECTION 3.2 PURPOSES.

The purposes of the corporation as formed are:

A. The corporation is organized exclusively for charitable, educational, or cultural purposes within the meaning of Section 501 (C) (3) of the Internal Revenue Code.

B. The corporation is a non-profit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person belonging to this organization or any other outside of it. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

ARTICLE IV - OFFICES

SECTION 4.1 PRINCIPAL OFFICE.

The principal office of the corporation shall be in the Dallas-Ft Worth (DFW) metroplex or in any adjacent counties thereof, in the State of Texas.

SECTION 4.2 REGISTERED OFFICE.

The registered office of the corporation shall be established and maintained at the residence of the President of the BOGD - Antorik during his/her tenure or any other designated place as approved by the EC.

ARTICLE V - MEMBERSHIP

SECTION 5.1 CERTIFICATE OF MEMBERSHIP.

BOGD-Antorik will have two tiers of membership.

1. 'Regular' GB Member

- Membership means any adult above 21 years of age or older enrolled as a Regular GB member of BOGD-Antorik without voting rights.
- Kids below 21 years will be treated as a family of registered Regular GB members without voting rights.
- Regular GB members will be entitled to avail themselves of all membership benefits as announced during the membership period.

2. 'Executive' GB Member

Any regular GB member who has been a member of BOGD-Antorik for more than 3 consecutive years will be eligible for Executive GB Membership with the following rights:

- Voting in GB

- Can be nominee, nominator for EC/BOT
- Can hold positions in EC/BOT
- Can contribute to defining BOGD-Antorik's bylaws

SECTION 5.1.1 PROCESS OF BECOMING A REGULAR GB MEMBER:

Anybody who is genuinely interested in furthering the objectives of the corporation would be eligible to be a Regular GB member. To be enrolled as a Regular GB member, a person 21 years or older must pay a token yearly membership fee to BOGD - Antorik. The EC can establish the yearly membership fee and criteria. The membership is valid for one year starting from the day of first enrollment unless renewed thereafter in the subsequent years. Each member is entitled to those rights as stated in Article VIII. No member shall be eligible to hold more than one membership.

A self-service online Member Registration & Renewal system should be available along with the existing offline membership registration process. Offline registered members' information should be available online within 15 days of registration. Following will be mandatory information required to be a Regular GB Member.

- First & Last name
- Valid email id
- Mobile phone number
- Address information including City, State & Zip

Regular GB Membership Enrollment will be open throughout the year.

Regular GB Membership will follow rolling membership throughout the year.

SECTION 5.1.2 PROCESS OF BECOMING AN EXECUTIVE GB MEMBER:

- Any regular GB member who has been a member of BOGD-Antorik for more than 3 consecutive years will be eligible for Executive GB Membership.
- They need to formally apply for Executive GB Membership, which will be reviewed by a membership committee comprised of EC/BOT members.
- BOGD-Antorik reserves the right to reject/approve any application to become Executive GB Member without showing any cause.
- Every Executive GB Member of BOGD-Antorik has to follow the membership guideline.

Executive GB Membership Enrollment: 15th September to 15th October

Executive GB Membership Review & Decision by 31st October

If anyone not renewing membership for a particular year, then he/she needs to become a Regular GB member again and wait for 3 years to become an Executive GB Member. In case the enrollment is missed by the member due to missing email, outside the country, etc. then they will have a period of 60 days – from the last day of the executive membership enrollment period, during which they can apply formally to reinstate their GB membership. These applications will be reviewed by the membership review committee.

SECTION 5.2 MEMBERSHIP RECORD DATE.

In order that the corporation may determine the members eligible to notice of or to vote at any meeting of members or to express consent to corporate action in writing without a meeting, the EC may fix, in advance a record date which shall not be more than sixty nor less than five days before the day of such meeting. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the EC may fix a new record date for the adjourned meeting.

SECTION 5.3 FORMATION OF EXECUTIVE GB MEMBERSHIP REVIEW COMMITTEE:

- This committee will primarily review applications to enroll "NEW" Executive GB members.
- Once a GB member has completed 3 years, he/she can apply for executive membership. All applications will be automatically approved for Executive membership unless there is any written complaint addressed to EC President and/or BOT Chairman against that existing potential executive GB member. In that case, the case would be sent to the review committee who will provide their recommendation to EC & BOT based on majority voting.
- Executive GB Membership review committee will be formed every year and consist of 5 members as per guidance below:
 - 2 from current BOT
 - 2 from current EC
 - 1 from existing Executive GB members who are not in EC/BOT.
- An existing Executive GB member renewal application should be passed automatically unless there is any written complaint addressed to EC President and/or BOT Chairman against that existing Executive GB member. In that case review committee will provide their recommendation to EC & BOT.

SECTION 5.4 PROVISION FOR REJECTING/TERMINATING MEMBERSHIP:

- Based on the recommendation of the Review Committee, EC & BOT can decide to reject the renewal of the existing Executive GB member application by a simple majority of the vote.
- For terminating an existing Executive GB membership during the period of membership, EC & BOT can decide based on a majority of the vote, if there is any complaint or concern against the existing member which is against the organization's interest.

ARTICLE VI - EXECUTIVE COMMITTEE and BOARD OF TRUSTEES

SECTION 6.1 EXECUTIVE COMMITTEE (EC).

The EC shall consist of a minimum of nine (9) and a maximum of thirteen (13) members elected by the GB members of BOGD - Antorik. The current EC may decide to expand the size of the Committee for the duration of its tenure. Any such change must be communicated to the Election Committee at least 15 days prior to the election. The election of all EC members shall take place in accordance with the procedures stated in ARTICLE IX. The EC is the sole executive and operational authority of BOGD - Antorik.

SECTION 6.2 BOARD OF TRUSTEES.

The EC and the current BOT, if in place, jointly select Five (5) new members of the BOT and get the list approved by

the GB meeting. The members selected for the BOT will be the past EC members or credible members of Antorik who in the past provided dedicated services to Antorik activities. The term of the members of the BOT will be a maximum of three years. The BOT will provide guidance to the EC. The role of the BOT is explained in ARTICLE VIII.

SECTION 6.3 CONFLICTS.

For other cases such as policies of investment, future direction of the organization, overseeing long term assets, or annual budget approval, the BOT can request a GB meeting to seek resolution.

ARTICLE VII - EC MEMBERS AND OFFICERS

SECTION 7.1 OFFICERS.

The EC members or the Officers of the corporation shall at least consist of a President, a General Secretary a Treasurer, and a Cultural Secretary for a term not more than two years. All officers can be elected for a maximum of two consecutive terms. The officers and the EC members of the corporation will be elected from the pool of the GB members by the GB members.

SECTION 7.2 THE ELECTION OF OFFICERS.

The election of officers will be held as per the below calendar:

AGBM, Election & next EC formation 15th November to 15th December

Transition to new EC 15th December to 15th January

New EC starts from 1st January

Previous EC will not make any decision or perform financial / non-financial transactions after 31st December.

- Antorik Executive GB Members will nominate & elect the President for the term of two years.
- Antorik Executive GB Members will nominate & elect a minimum of 8 and a maximum of 12 EC members for a term of two years. This will constitute an EC of a minimum of 9 members (President +Eight EC) and a maximum of 13 members (President +Twelve)
- After forming EC, the President will decide & distribute a portfolio of General Secretary, Cultural Secretary, and Treasurer among EC members. These portfolios will not be directly elected by Executive GB members.
- If President feels that he/she needs to create more portfolios for the duration of EC, then he/she may create new portfolios and inform BOT.
- In case President feels that one or more portfolio members are not performing their duties as per expectation, then the President can select someone else from EC to be a portfolio holder. Before removing any portfolio holder of his portfolio, President must discuss with remaining EC members and BOT to get their confidence by a majority.
- At any point in time if more than 50% of EC members resign then the EC would be declared as nonfunctional, and the committee would be dissolved including the portfolio positions. In such a situation the BOT chairman would appoint a temporary functional committee to carry on the day-to-day operations. It would be the responsibility of the BOT chairman and BOT to initiate the election process and reinstate a new president and EC would be elected within 60 days as per the normal election process.
- For any reason, if an EC member needs to leave EC or resign then President can decide if he/she wants to backfill that position or will keep that position open till his 2 years term is completed. However, the 9-member rule would be applicable, and the EC would need to have a minimum of 9 members. In case less than 9 members, then the President will work with EC to complete the nomination and selection within 90 days. If the number of people to be elected is less than 10% of the existing committee size, then-President may use voting by mail instead of calling an AGBM.

- Following the 2-year term rule for EC members, the nomination and election process would happen every two years.

Exception: In an unforeseen situation, if no suitable candidates are found suitable for the position of the President, then the gap criteria can be relaxed for that year based on discussion with EC, BOT, and Executive GB Members.

SECTION 7.3 OTHER OFFICERS AND AGENTS.

The EC may appoint such officers and agents, as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the EC.

SECTION 7.4 PRESIDENT.

The President shall be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation. The President shall preside at all meetings of the ordinary members and at all meetings of the EC, and shall have general supervision, direction and control of the affairs of BOGD - Antorik. Except as the EC shall authorize the execution thereof in some manner, the President will execute contracts on behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the General Secretary or the Treasurer.

SECTION 7.5 GENERAL SECRETARY.

The General Secretary will be the officer responsible for the day-to-day implementation of all the policies of the organization. The General Secretary will keep in touch with the President of the organization on all important issues. The General Secretary shall give, or cause to be given, notice of all meetings of and to members, and all other notices required by law or by these Bylaws. In case of the General Secretary's absence, or refusal or neglect to do so, any such notice may be given by such person thereunto directed by the President, or by the EC, upon whose requisition the meeting is called as provided in these Bylaws. The General Secretary shall record all the proceedings of the meetings of the corporation in a book to be kept for that purpose, and shall affix the seal to all instruments requiring it, when authorized by the EC or the President, and attest the same.

SECTION 7.6 TREASURER.

The Treasurer shall have the custody of corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to BOGD - Antorik. The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the EC. The Treasurer shall disburse the funds of the corporation as may be ordered by the EC taking proper vouchers for such disbursements. The Treasurer shall render to the President and the EC at the regular meetings of the Committee, or whenever they may request it, an account of all transactions conducted by the Treasurer and of the financial condition of the corporation.

The Treasurer shall consult the President and General Secretary, should any disbursement amount exceed \$2000.00 in a single transaction.

The Treasurer will be responsible for preparing the Annual Accounts Statement for submission to the EC. The Treasurer shall present all accounting updates every six months of the financial year start date and submit them to EC/BOT members for their review.

EC MUST engage professionals to do tax filing.

The EC MUST engage independent Auditors, preferably a CPA, who would be guaranteed total independence to audit

the statement of the annual accounts. This rule would be mandatory for all financial years with transactions of more than \$100,000.

New Treasurer or President will not bear any responsibility for past EC's accounting mistakes or omissions.

SECTION 7.7 CULTURAL SECRETARY.

The cultural secretary shall organize, coordinate, monitor, and supervise any cultural event approved by the EC. The cultural secretary may propose on his/her own, or accept from any member of BOGD - Antorik, any proposal for a cultural event and submit that proposal to the EC for consideration. If the Cultural Secretary is unable to carry on the duties suggested, the EC can designate a representative to conduct the business of the Cultural Secretary.

SECTION 7.8 CHANGE IN NUMBER.

The number of officers of the corporation may be expanded by the EC for the duration of its tenure. Any permanent change to the number of officers of the corporation can be made by an amendment of these Bylaws by an affirmative vote of a majority of ordinary members at the annual GB meeting or at a special meeting called for that purpose.

SECTION 7.9 RESPONSIBILITY.

To ensure the continued compliance of the state and federal provisions pertaining to the maintenance of the 'Nonprofit Tax-exempt' status of the organization, the EC shall oversee that the following minimal statutory requirements are met by the General Secretary or the Treasurer of the corporation.

(1) Upon request from the Texas Secretary of State, the General Secretary or the Treasurer must file a report listing the following to the Corporation Section, Secretary of State, P.O. Box 13697, Austin, TX 78711.

- a. Name of the corporation and the state in which it is incorporated.
- b. Address of its registered office.
- c. Names and addresses of the officers of the corporation.

The report is due within 30 days from the date on which the request is mailed by the Texas Secretary of State.

(2) In order to register with the State of Texas any Amendments to the Articles of Incorporation, the General Secretary or the Treasurer must file the Articles of Amendment and applicable fees with the Corporation Section, Secretary of State, P.O. Box 13697, Austin, TX 78711.

(3) The General Secretary or the Treasurer must report the following changes to the Internal Revenue Service, TE/GE Customer Account Services, P.O. Box 2508, Room 4010, Cincinnati, OH 45201, referring to the federal employee identification number as #752897867.

- a. Name change of the organization from 'BOGD - Antorik'.
- b. Address change of the organization.
- c. Any amendments to the existing Bylaws.

(4) The Treasurer must submit federal tax return on Form 990, "Return of Organization Exempt from Income Tax", only if gross receipts each year are normally more than \$25,000.00.

SECTION 7.10 CHAIN OF COMMAND - EC

If the EC president resigns or relocates or is not in a condition to perform his duties due to health or mental issues, then General Secretary will act as President till the EC term is over.

If General Secretary also falls into either of the above condition, then the BOT chairman will run EC and select the new President within 90 days of assuming the responsibilities following the defined process.

SECTION 7.11 EC TRANSFER PROCESS

- A checklist consisting of different tasks will guide incoming EC to take a transfer of responsibilities from outgoing EC
- This checklist will be updated and reviewed every year by EC to make it compatible with future requirements.
Note: The checklist is not part of bylaws as it is evolving document.
- During the transition period, both outgoing & incoming EC will schedule meeting for discussion and formally transfer all pieces of knowledge and documents and other logistics/keys/checkbook/passwords as an example
- Website and online application handling knowledge also will be part of the transfer process
At the end of the transfer process, both outgoing & incoming EC members will sign respective areas of the checklist to confirm transition process closure by the 15th of January and will keep the signed checklist in Antorik's repository for future reference

SECTION 7.12 YEAR GAP RULE FOR JOINING/REJOINING EC:

Once an Executive GB member has completed his/her tenure in BOT or EC, there needs to be a certain year(s) of a gap between his/her next tenure in BOT or EC, irrespective of whether he/she completed his/her full term in previous BOT or EC as directed in the following table.

For Executive Committee (EC): Year Gap Rule

Condition	Condition Details	Gap
Completed 2 consecutive terms	Completed 4 Years	3 Years
Completed 1 Term and/or Part of Term	Completed 0 to 3 Years	2 Years

An exception can be taken if an EC member needs to leave EC during his/her tenure due to the following reasons:

- Relocated from DFW Metroplex
- Due to certain legal concerns which might impact personal growth
- Considerable health condition

In such case majority vote of EC can decide if an exception can be granted to concern Executive GB Member to take him/her back to EC without full filling Year Gap Rule. In such a case, the concerned member will be allowed to complete 2 Terms/ 4 Years including previous years before leaving EC.

Example: If anyone completes 3 years and leaves EC for either of the above reasons and then comes back after 1 year with a majority of EC support, then he/she will be able to continue 1 more year to complete 4 years. Then standard rule for Gap will apply.

4 Year Rule – Under no circumstances, any Member in EC can continue for more than 4 consecutive years. No exceptions are allowed.

If a concerned member wants to swap the body (EC to BOT), then the standard Gap rule will apply.

ARTICLE VIII - BOARD OF TRUSTEES

SECTION 8.1 GENERAL RESPONSIBILITIES.

The BOT shall be responsible for (1) formulating the long-term policies of BOGD - Antorik, (2) organizing and supervising the endowment funds of BOGD - Antorik, (3) approving all capital budgets prepared by the EC involving long term expenses, (4) approving the annual budget or amended annual budget submitted by the EC, and (5) approving any single item expense of more than \$9999.00. In addition, the BOT can advise the EC, if requested by the President or majority members of the EC by written petition, on any organizational and/or legal matters.

If there is disagreement between the EC and BOT on any matters related to the budget (items #3 and 4 above), the BOT may request the EC to justify its position through a written appeal. The EC should submit its proposed amendments to the budget within 14 calendar days for the BOT's approval. At this time, the BOT may (a) approve the EC's original budget request, or (b) deny the EC's appeal and request the EC to submit an amended budget for approval.

SECTION 8.2 COMPOSITION OF BOT.

New BOT member selection will be conducted jointly by the EC and the current BOT by simple majority to replace a BOT member with a new member for three years. All BOT members should conform to the requirements of Article 6.2. In the event of loss of a BOT member due to resignation or any other natural cause, the EC and the BOT can meet on special joint meeting within 30 days to replace that member with a new member for the remaining of the terms of the lost member.

The President, the General Secretary, and the Treasurer shall represent the EC in the BOT meeting with no voting rights.

SECTION 8.3 CHAIRMAN OF BOT.

The members of the BOT will select one of the members as the Chairman of the BOT on a rotating basis for a term of one year. The Chairman is responsible for calling the BOT meeting, maintaining the meeting minutes, representing the BOT in the GB meeting, distributing the responsibilities to the members of BOT, and coordinating the BOT activities with the EC.

SECTION 8.4 RESOSIBILITY OF CHAIRMAN OF BOT.

The Chairman of the BOT will call on all BOT meetings, directly interact with the EC and keep the BOT members informed about the activity of the organization. The Chairman is also responsible to keep the EC informed about the activities of BOT.

The Chairman shall represent the BOT in the EC meeting with no voting rights.

SECTION 8.5 RESPONSIBILITY OF TRUSTEE

The Trustee is responsible to attend the BOT meeting regularly and work jointly with the Chairman of the BOT and other Trustees to accomplish the responsibilities of BOT.

SECTION 8.6 BOT MEETING & ACTION RESOLUTION

The BOT shall meet at least once in three months. Whenever the EC requests a BOT meeting on writing, the Chairman should call the BOT meeting within seven (7) days and address the issue within 15 days.

SECTION 8.7 QUORUM FOR BOARD OF TRUSTEE MEETINGS.

At least 50% of the BOT members (rounded to the nearest higher integer) of the BOGD – Antorik shall constitute a quorum for any meeting for any business transaction.

SECTION 8.8 REMOVAL OF BOT MEMBER.

If there is a written complaint from the GB members to the President of EC or the chairman of BOT against a member of the BOT for activities that are detrimental to BOGD - Antorik, the Chairman will call a joint meeting of the EC and BOT, and by majority vote will accept the complaint and establish an inquiry team to find out the truth. The inquiry team will present their report at the joint EC and BOT meeting. Two third members by affirmative vote in that meeting can remove the alleged member from BOT.

The removal of a BOT member does not relieve him/her from obligations he/she may have to the corporation for money owed for dues, fees, etc.

SECTION 8.9 CHANGE IN NUMBER.

The number of trustees of the corporation may be expanded by the joint meeting of the EC and the BOT to maximum seven for the duration of its tenure. Any permanent change to the number of trustees of the corporation can be made by an amendment of these Bylaws by an affirmative vote of a majority of ordinary members at the annual GB meeting or at a special meeting called for that purpose.

SECTION 8.10 CHAIN OF COMMAND - BOT

If BOT Chair resigns or relocates or is not in a condition to run BOT due to health or mental issues, then any existing BOT member can act as chair based on majority support from the remaining BOT and EC.

In general BOT Chair should be responsible for calling for the BOT meeting. In the case of a non-responsive BOT chair, any BOT member can initiate a BOT meeting.

SECTION 8.11 YEAR GAP RULE FOR JOINING/REJOINING BOT:

For Board of Trustee (BOT): Year Gap Rule

Condition	Condition Details	Gap
Completed Full Term	Completed 3 Years	3 Years
Completed Part of Term	Completed 0 to less than 3 years	2 Years

An exception can be taken if a BOT member needs to leave BOT during his/her term due to the following reasons:

- Relocated from DFW Metroplex
- Due to certain legal concerns which might impact personal growth
- Considerable health condition

In such case majority vote of EC & BOT can decide if an exception can be granted to concern Executive GB Member to take him/her back to BOT without full filling Year Gap Rule. In such a case, the concerned member will be allowed to complete 3 Years term including previous years before leaving BOT.

Example: If anyone completes 2 years and leaves BOT for either of the above reasons and then comes back after 1 year with a majority of EC & BOT support, then he/she will be able to continue 1 more year to complete 3 years. Then standard rule for Gap will apply.

If the concerned member wants to swap the body (BOT to EC), then the standard Gap rule will apply.

3 Year Rule – Under no circumstances, any Member in BOT can continue for more than 3 consecutive years. No exceptions are allowed.

Executive GB Members, who are related/ family, cannot hold positions in EC & BOT at the same time. The same year gap rule will be applicable for family members as well to join EC & BOT.

Explanation: If a member leaves or completes his/her tenure in EC or BOT, then for his/her spouse to be nominated to EC or BOT, the same year gap rule needs to be followed.

Any member nominated for EC must disclose any business, work, the association they are engaged in, which could result in Conflict of interest with Antorik activities. Election Commission, President, and BOT must review this information before finalizing the nomination and portfolio distribution. If any information is purposely not disclosed, then it may lead to disqualification of nomination.

ARTICLE IX - MEETING OF The GENERAL BODY MEMBERS

SECTION 9.1 ANNUAL MEETINGS.

Annual General Body Meeting (AGBM) and other meetings of Antorik members for the election of the EC and such other business as may be stated in the notice of the meeting, or as may properly come before the meeting, shall be held at such places within the state of Texas, and at such times and dates as the committee, by resolution, shall determine and as outlined in the notice of the meeting.

AGBM can be conducted in-person or over video conferencing.

SECTION 9.2 SPECIAL MEETINGS.

The President, unless otherwise prescribed by statute, may call special meetings of Antorik members for any purpose. The General Secretary, upon receiving written request from a majority of the EC members, Chairman of the BOT based on Article 6.3 or Antorik members may also call the same meeting. Such request shall state the purpose of the proposed meeting.

SECTION 9.3 QUORUM FOR MEMBER MEETINGS.

At least one fourth of the Antorik members of BOGD - Antorik (rounded to the nearest integer) shall constitute a quorum at a meeting of the members for the transaction of any business.

SECTION 9.4 ELECTIONS.

- (i) An Election Committee comprising of three GB members, who are not part of the EC, will receive nominations for various offices for which elections are to be held, if there is more than one nomination for a position and will be entrusted with independent conduct of the elections. In case there is only one valid nomination for a position, the Election Committee, in the GB meeting can declare the candidate elected without any formal vote.
- (ii) Each Executive GB member eligible to vote under the terms and provisions of these Bylaws shall be eligible to one vote per Executive GB membership registration.

A member must cast his/her vote in person or over video conferencing or other electronic methods where he/she can be identified as a valid voter. Voting by proxy will not be allowed. All elections for the EC members and the officers of the corporation if needed, shall be decided by majority vote, except as otherwise provided by the laws of the State of Texas. If there is a tie, the President of BOGD - Antorik will cast the deciding vote.

- (iii) Starting in 2011, the EC Election will be held on the date of the Annual General Body Meeting. All rules pertaining to BOGD Antorik's elections as stated in sections 9.4, 9.5, and 9.6 of this Bylaws document will be followed. Transfer of power from the previous year's EC to the newly elected EC will be done on the same date as the Annual GB meeting.

SECTION 9.5 ELIGIBILITY FOR CANDIDACY.

Any candidate for election to the EC must be a GB member of BOGD - Antorik. Members of the Election Committee for a given election will not be eligible to run for offices in the same election.

SECTION 9.6 ELIGIBILITY FOR VOTING.

In order for an Antorik member to have voting rights, he/she should be eighteen (18) years of age or older.

The General Secretary has the charge of the membership ledger of the corporation shall, at least five days before the annual meeting of members, prepare a complete alphabetically addressed list of the members eligible to vote at the ensuing election. The said list shall be open to the examination by any member, for a period of at least ten days prior to the meeting at the registered office of BOGD - Antorik.

SECTION 9.7 NOTICE OF MEETINGS.

Written notice, at least by e-mail, stating the place, date, and time of the meeting, and the agenda to be considered, shall be given to each member eligible to vote thereat at his/her address as it appears on the records of the corporation, not less than ten and not more than thirty days before the date of the meeting.

SECTION 9.8 REMOVAL OF EXECUTIVE COMMITTEE MEMBER.

Any EC member may be removed by the affirmative vote of a majority of Executive GB members of BOGD - Antorik, at the annual general meeting or a special meeting called for that purpose, and the vacancies thus created may be filled, at the meeting held for the purpose of removal, as provided for in Article IX.

The removal of an EC member does not relieve him/her from obligations he/she may have to the corporation for money owed for dues, fees, etc.

SECTION 9.9 BUSINESS TRANSACTED.

No business other than that stated in the agenda shall be transacted at any meeting without the majority consent of all members eligible to vote thereat.

ARTICLE X - EXECUTIVE COMMITTEE PROCEDURES

SECTION 10.1 EXECUTIVE COMMITTEE MEETINGS.

General Secretary calls the regular EC and GB meetings of the organization. The President, unless otherwise prescribed by statute, may call special meetings of EC members for any purpose. The General Secretary, upon receiving written request from a majority of the EC members may also call the same meeting. Such request shall state the purpose of the proposed meeting. All decisions shall be affirmed by majority vote, except as otherwise provided by the laws of the State of Texas.

SECTION 10.2 QUORUM FOR EXECUTIVE COMMITTEE MEETINGS.

At least 50% of the EC members (rounded to the nearest integers) of the BOGD - Antorik present in person eligible to vote thereat shall constitute a quorum at a meeting for the transaction of any business.

SECTION 10.3 RESIGNATIONS.

Any EC member may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the President or General Secretary. The acceptance of a resignation shall not be necessary to make it effective, subject to his/her satisfactorily explaining to the EC, in writing, that he/she has no outstanding obligations to the organization.

SECTION 10.4 VACANCIES.

If the office of any EC member becomes vacant for reasons other than removal, the remaining committee members in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, and to hold office for the remainder of the term and until his/her successor is duly chosen.

The order of succession to the Presidency until the next election shall be General Secretary and Treasurer.

If the President's office becomes vacant for any reason, the General Secretary will serve as an interim period unless his/her successor is elected by the GB members. The same must be applicable to other officers of the corporation.

SECTION 10.5 ACTION WITHOUT MEETING.

Any action required or permitted to be taken at any meeting of the EC, may be taken without a meeting, if prior to such action, a written consent thereto is signed by all members of the EC and such written consent is filed with the minutes of the proceedings of the EC.

ARTICLE XI - FUNDS, COMPENSATION, PROHIBITION OF DIVIDENDS, DISSOLUTION OF ORGANIZATION

SECTION 11.1 FUNDS.

The income of the corporation shall consist of membership fees, voluntary contributions, gifts and donations from its members and guests. The periodic interest received in the checking account of the corporation will be added to its funds. The funds of the corporation will be managed by bank accounts or by other investment instruments held in the name of BOGD - Antorik, maintained by the two (2) officers - President and Treasurer - of the corporation, so that only one officer's signature would be required to make any transaction.

SECTION 11.2 COMPENSATION.

EC members of the BOGD - Antorik and trustees of BOT shall not receive any salary or any fee for their services as officers or members of the committee.

As per Texas Constitution and Statutes: BUSINESS ORGANIZATIONS CODE, TITLE 2. CORPORATIONS, CHAPTER 22. NONPROFIT CORPORATIONS, Sec. 22.152. IMMUNITY FROM LIABILITY - The members of a corporation are not personally liable for the corporation's debt, liability, or obligation.

SECTION 11.3 CONFLICT OF INTEREST.

- (i) **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the members of EC considering the proposed transaction or arrangement.

- (ii) **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the EC meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the EC shall decide if a conflict of interest exists.
- (iii) **Procedures for Addressing the Conflict of Interest:**
 - a. An interested person may make a presentation at the meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The President of BOGD - Antorik shall, if appropriate, request the BOT to investigate alternatives to the proposed transaction or arrangement.
 - c. After receiving the report from BOT, the EC shall determine the appropriate action to guarantee the security, integrity and interest of BOGD - Antorik.
- (iv) **Violations of the Conflicts of Interest or other Policies:**
 - a. If the EC has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, or violated the other policies of Antorik Bylaws it shall by majority vote approve the resolution to investigate the case. The President then refers the case to the BOT for investigation. The Chairman of BOT, after completion of the BOT investigation, will submitting the investigation report to the EC.
 - b. If, the BOT report recommends the action for violation of conflict of interest or other policies, the EC shall take appropriate disciplinary and corrective action. The President in such circumstances can call joint EC and the BOT meeting to resolve the case.

SECTION 11.4 PROHIBITION OF DIVIDENDS.

No part of the net earnings of the BOGD - Antorik shall inure to the benefit of, or be distributable to, as dividends or in any other manner, its members, officers, trustees or other private persons.

SECTION 11.5 DISSOLUTION OF ORGANIZATION.

Upon the dissolution of the corporation, the EC and the BOT jointly shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose off all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such entity or entities organized and operated exclusively for charitable, educational, and religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (C) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the EC and the BOT jointly shall determine. Any such assets not so disposed off shall be disposed off by the court of Common Pleas of the County in which the principal office of the corporation 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 XII - CORPORATE SEAL

SECTION 12.1 SEAL.

The corporate seal of the BOGD - Antorik shall be circular and shall contain the year of its creation and the words "CORPORATE SEAL OF BOGD - Antorik". The said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

ARTICLE XIII - FISCAL YEAR

SECTION 13.1 FISCAL YEAR.

- The financial year of BOGD-Antorik should be January to December following the Calendar year.
- EC & BOT terms will be during the financial year – January to December

ARTICLE XIV - EXECUTION OF CORPORATE INSTRUMENTS

SECTION 14.1 INSTRUMENTS.

All checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by officer or officers of the BOGD - Antorik, and in such manner as shall be determined from time to time by resolution of the EC.

ARTICLE XV - NOTICE AND WAIVER OF NOTICE

SECTION 15.1 NOTICE.

Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Electronic mail (E-mail) may serve the purpose of a notice in lieu of any hard copy mail. Any member who is not eligible to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by the statute.

SECTION 15.2 WAIVER OF NOTICE.

Whenever any notice whatever is required to be given under the provisions of any law or these Bylaws, a waiver thereof in writing signed by the person or persons therein, shall be deemed proper notice.

ARTICLE XVI - AMENDMENTS

SECTION 16.1 AMENDMENTS.

These Bylaws may be altered and repealed and new Bylaws may be created at any annual meeting of the GB members or any special meeting thereof if notice thereof is contained in the notice of such special meeting, by the affirmative vote of a majority of the ordinary members eligible to vote thereat.

For any provision not stated in this bylaw, the EC is empowered to make a decision on it until such provision is added to the Bylaws with an amendment.

ARTICLE XVII - MEMBER CODE OF CONDUCT

SECTION 17.1

All members must conduct themselves, their children, relatives and guests in responsible manner at all social/cultural events organized by BOGD - Antorik. All members will be liable for any property damage or physical injury caused by their acts or by those of their children, relatives or guests during any event. BOGD - Antorik members shall indemnify, defend and hold harmless BOGD - Antorik EC members from and against any and all claims, actions, loss, damage, liability, cost and expense, including without limitation reasonable attorney's fees and expenses, relating to any property damage or physical injury caused by their acts or by those of their children, relatives or guests during any event.

ARTICLE XVIII - COMPLAINTS / LEGAL MATTERS

SECTION 18.1 COMPLAINTS / LEGAL MATTERS.

Any member of BOGD - Antorik may file a complaint against BOGD - Antorik or its EC members or the BOT members at any time about any business conducted by BOGD - Antorik on behalf of its members. Any such complaint must be filed in writing to the President of the EC for the EC members and to the Chairperson of the BOT for the BOT members, who receiving such complaint shall acknowledge in writing within 15 days of receipt. The complaint thus submitted shall clearly state the name of the complainer, the date filed, specific reason of the complaint and the expected resolution. All such complaint shall be brought up for deliberation within 60 days of such complaint by calling a special meeting as mentioned in section 9.2 of these Bylaws. If the complainer is not satisfied with the resolution adopted at said special meeting, BOGD - Antorik and the complainer shall agree to binding arbitration in accordance with stipulations of the Texas General Arbitration Act and The Federal Arbitration Act.

ARTICLE XIX - NONDISCRIMINATION

SECTION 19.1 MEMBERSHIP.

Membership of this corporation shall be non-discriminatory with respect to age, sex, race, religion, and national origin.

SECTION 19.2 EXECUTIVE COMMITTEE.

The Officers and EC members of this corporation shall be elected entirely on a non-discriminatory basis with respect to age, sex, race, religion, and national origin from the pool of GB members.

SECTION 19.3 BOARD OF TRUSTEES.

The trustees of the BOT of this corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, and national origin from the pool of GB members.

ARTICLE XX - BANGLA SCHOOL

SECTION 20.1 BANGLA SCHOOL.

The Bangla School shall be organized under BOGD - Antorik primarily to teach and provide exposure to the Bengali language, literature, art, music, and culture to children who enroll in the Bangla School. As per the discretion of EC, an independent committee, separate from BOGD - Antorik EC, may be formed to operate, manage and co-ordinate the operations and the activities of the Bangla School. There shall be at least one member in the Bangla School committee who is also a BOGD - Antorik EC member to maintain a link between the two committees. BOGD - Antorik shall provide a fixed sum of money annually as determined by the EC at the beginning of the fiscal year of BOGD - Antorik for the capital and operational expenditures of the Bangla School.

ARTICLE XXI- DATE OF THE FIRST AMMENDMENT

The date of approval of the current version of the BYLAWS OF BENGALI ORGANIZATION OF GREATER DALLAS - ANTORIK is approved in the GB meeting of March 19, 2011, held at the Coppell Public Library in Coppell, Texas. The major amendment to the Bylaws was the inclusion of Trustees and their responsibilities.

ARTICLE XXI- DATE OF THE LAST AMMENDMENT

The date of approval of the current version of the BYLAWS OF BENGALI ORGANIZATION OF GREATER DALLAS - ANTORIK is approved in the GB meeting of March 26, 2022, held at the Hebron Josey Public Library in Carrollton, Texas. The major amendment to the Bylaws was the inclusion of EC & BOT joining/rejoining year-based rule, Executive Membership and their voting rights, Executive membership selection procedure, rejecting/terminating executive membership, election of president's portfolio and selection of other portfolios by president.