



BYLAWS
OF THE
MUKTANGAN BENGALI ASSOCIATION OF TALLAHASSEE, INC.

A NONPROFIT CORPORATION

Incorporated under the laws of the State of Florida

ARTICLE I

Corporation

Section 1.1 - Name

The name of this Corporation is “Muktangan Bengali Association of Tallahassee, Inc.”, hereinafter called the "Corporation".

Section 1.2 - References

All references herein to the Corporation shall mean the Muktangan Bengali Association of Tallahassee and all references to the Board shall mean the Board of Directors of the Association. All references to Community shall mean community of Indian origin residing in the United States of America (USA).

Section 1.3 - Membership and Voting Rights

Membership is open to anyone over the age of 18 years and interested in the furtherance of the Association and residing in the USA. All members shall hold and enjoy equal rights and privileges.

Section 1.4 - Construction

Whenever the context so requires, the masculine shall include the feminine and neuter, and the singular shall include the plural, and conversely. If any portion of these Bylaws shall be invalid or inoperative, then, as far as is reasonable and possible:

- a. The remainder of these Bylaws shall be considered valid and operative; and
- b. Effect shall be given to the intent manifested by the portion held invalid or inoperative..

Section 1.5 - Internal Revenue Code

All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, to the corresponding provisions of any applicable future United States Internal Revenue Laws, and to all regulations issued under such sections and provisions.

Section 1.6 - Relation to Articles of Incorporation.

These Bylaws are subject to, and governed by, the Articles of Incorporation.

ARTICLE II

Purpose

1. This Corporation shall be organized and at all times thereafter operated, exclusively for charitable uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors or other private persons; but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in this Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence local, state, or federal legislation, except to the extent permitted by law, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c) (2) of the Internal Revenue Code.
2. It is intended that The Corporation shall have, and continue to have the status of an Corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code. All terms and provisions of these Bylaws office and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.
3. The Corporation shall be a charitable, social, religious, nonprofit and nonpolitical Corporation with the following objectives:
 - (a) Promote awareness of Bengali identity, its cultural and spiritual heritage.
 - (b) Organize cultural programs and events involving Bengali and other Indian traditional and contemporary cultural activities.
 - (c) Support efforts to maintain and perpetuate Bengali and Indian culture among the youth of Indian origin during the process of their assimilation into the American mainstream.
 - (d) Cultivate a spirit of friendship and cooperation between its members through social activities, musical programs, religious festivals and other similar activities.
 - (e) Organize and collect funds for charitable efforts
4. Participation in the Corporation's function will be open to all individuals who subscribe to the objectives set forth above, regardless of individual's sex, race, religion or national origin.

5. No activity of the Corporation shall be conducted for the purpose of attempting to influence legislation, promoting any candidate for a public office, or espousing propaganda.

ARTICLE III

Board of Directors

Section 3.1 – Authority, Responsibility and Constitution of the Board of Directors

The Board of Directors of the Corporation will be responsible for the management of the affairs of the Corporation and serve as the governing body of the Corporation. The Board of Directors shall have supervision, control and direction of the management affairs, and property of the Corporation and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable. However, under no circumstances, shall any actions be taken which are inconsistent with the purposes set forth in the Articles of Incorporation and these Bylaws.

The Board of Directors shall consist of the following officers:

1. President
2. Vice-President
3. Secretary
4. Joint Secretary
5. Treasurer

Section 3.2 - Election

The President, Vice-President, Secretary, Joint Secretary and Treasurer shall be elected annually for a one year term by the general membership of the Corporation in November. Their term of office shall begin January 1 and they are eligible for reelection.

Each officer of the Corporation shall hold his or her office for the term of one (1) year for which he or she is elected or appointed, and until his successor has been duly elected or appointed and has qualified, or until his or her earlier resignation, removal from office or death. Any director may be removed by two-thirds majority of members present and voting at a general body meeting.

Prior to the general body meeting in November, the Secretary shall inform the general membership, in writing by regular or electronic mail, of the impending election and call for nominations for the various offices. A member cannot nominate himself / herself or his/her spouse, but can nominate any other member of the Corporation. While sending the nomination form, the nominating member should obtain the concurrence of the nominee in writing.

Elections shall be held if there is more than one nomination for any office. The Secretary shall provide the required ballots to all members of the general body for voting through regular or electronic mail. Actual voting shall be done at the general body meeting after listening to a brief presentation by the candidates. The ballots shall be marked and handed over to the Secretary who shall count the votes in presence of the members and announce the results immediately.

Section 3.3 - Duties

- a. President - The President shall preside over all the meetings of the Board of Directors and shall have general supervision over the activities and operation of the Corporation. The President shall sign, execute and acknowledge, in the name of the Corporation, all transactions authorized by the Board of Directors. He shall have the authority to constitute and appoint members to committees, thereto, to transact specific functions/activities.
- b. Vice-President - The Vice-President shall assist the President in carrying out the duties of the President and shall act in his stead, when necessary.
- c. Secretary - The Secretary shall have the responsibility to maintain the Corporation records, arrange meetings, programs and activities, conduct elections for the members of the Board and be in general communication with the Corporation members. He shall also keep minutes of the Board of Directors meetings. He may delegate some of his duties to the Joint Secretary.
- d. The Joint Secretary shall assist the Secretary in the performance of his duties and shall act in his stead when necessary.
- e. Treasurer - The treasurer shall have the responsibility of maintaining the funds of the Corporation. The Treasurer or the President (or his designee) shall have the authority to sign all financial transactions not exceeding \$250. The treasurer shall obtain the president's consent before approving any transaction exceeding \$250. An email may be used to document the president's consent. The Treasurer shall submit annual financial reports to the Executive Committee.

Section 3.4 -Vacancies

If the President fails to complete a term, the succession in office shall be the Vice- President. If the Vice-President, Secretary, Joint Secretary or Treasurer fail to complete a term, the President shall appoint someone from the general membership of the Corporation to complete their term with the approval of the Board of Directors.

Section 3.5 – Student Committee

The Board of Directors shall cooperate with a student committee consisting of a Vice President, a General Secretary and a Cultural Secretary. The committee shall be elected or appointed by interested students (including undergraduate, graduate and postdoctoral fellows) currently enrolled in or attached to any of the Tallahassee based post-secondary institutions of higher learning.

Each member of the student committee shall hold his or her office for the term of one (1) year for which he or she is elected or appointed, and until his or her successor has been duly elected or appointed. The committee shall coordinate student efforts with respect to the activities of the association on behalf of the Board of Directors.

ARTICLE IV

Administration

- a. The members of the Board shall hold their offices in an honorary capacity and are not entitled to any emoluments.
- b. The President shall convene the general body meeting once a year at such place and time as determined by the Board. The Secretary shall communicate this to all members of the Corporation, in writing, at least two weeks in advance.
- c. The President shall convene Board meetings as necessary to transact the Corporation business. The decisions of the Board shall be by majority of the members who are present and voting.
- d. A membership fee may be decided on by the Board and the members shall be informed of the same by the Secretary of the Board. A membership roster shall be prepared annually and a copy shall be given to every member of the Corporation.
- e. The affairs of the Corporation at all times shall be conducted in such a manner as to assure the Corporation's status as an Corporation qualifying from taxation pursuant to section 501(c)(3) of the Internal Revenue Code.

ARTICLE V

Conflict of Interest Policy

Section 5.1 – Purpose

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

Section 5.2- Definitions

- (a) Interested Person.

Any director, principal officer, member of a committee with Board of Directors delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of

the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. an ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- b. a compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate Board of Directors or committee decides that a conflict of interest exists.

Section 5.3 – Procedures

(a) 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 directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

(b) 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, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or

arrangement. After exercising due diligence, the Board of Directors or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 5.4 – Records of Proceedings

The minutes of meetings of the Board of Directors and all committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5.5 – Compensation

A voting member of the Board of Directors who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board of Directors or a duly constituted compensation committee of the Board of Directors shall also comply with the following additional requirements and procedures:

- (a) the terms of compensation shall be approved by the Board of Directors or compensation committee prior to the first payment of compensation.
- (b) all members of the Board of Directors or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this Corporation and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - 1. is not the person who is the subject of compensation arrangement, or a family member of such person;
 - 2. is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement
 - 3. does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement
 - 4. has no material financial interest affected by the compensation arrangement; and
 - 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- (c) the Board of Directors or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - 1. compensation levels paid by similarly situated Corporations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" Corporations are those of a similar size and purpose and with similar resources
 - 2. the availability of similar services in the geographic area of this Corporation

3. current compensation surveys compiled by independent firms
4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

As allowed by IRS Regulation 4958-6, if this Corporation has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the Board of Directors or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable Corporations in the same or similar communities for similar services.

(d) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board of Directors or compensation committee that approved the compensation. Such documentation shall include:

1. the terms of the compensation arrangement and the date it was approved
2. the members of the Board of Directors or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member
3. the comparability data obtained and relied upon and how the data was obtained.
4. If the Board of Directors or compensation committee determines that reasonable compensation for a specific position in this Corporation or for providing services under any other compensation arrangement with this Corporation is higher or lower than the range of comparability data obtained, the Board of Directors or committee shall record in the minutes of the meeting the basis for its determination.
5. If the Board of Directors or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board of Directors or committee meeting.
6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).
7. The minutes of the Board of Directors or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board of Directors or committee meeting or 60 days after the final actions of the Board of Directors or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board of Directors and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board of Directors or committee meeting following final action on the arrangement by the Board of Directors or committee.

Section 5.6 – Annual Statements

Each director, principal officer, and member of a committee with Board of Directors delegated powers shall annually sign a statement which affirms such person:

- (a) has received a copy of the conflicts of interest policy,
- (b) has read and understands the policy,
- (c) has agreed to comply with the policy, and
- (d) understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 5.7 – Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management Corporations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 5.8 – Use of Outside Experts

When conducting the periodic reviews as provided for in Section 5.7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VI

Amendments

These Bylaws may be amended from time to time by a majority vote of the general body of the Corporation at any regular or special meeting called by the Board for the purpose of considering such amendment. The Article of Incorporation may be amended from time to time by a two-thirds majority vote of the general body of the Corporation at any regular or special meeting called by the Board for the purpose of considering such amendment.

ARTICLE VII

Adoption of Bylaws

The Muktangan Bengali Association of Tallahassee, Inc. was organized under the laws of the State of Florida on October 24, 2011. These Bylaws were adopted by a resolution of the general body of the Corporation, and became effective on November 30th, 2011.

The Bylaws were amended to add Article V – Conflict of Interest Policy (by unanimous consent of all members) and the subsequent Articles renumbered on October 1st, 2013. The policy conforms to the example policy provided in Appendix A of the IRS instructions for Form 1023.