

**BYLAWS OF BAY AREA PRABASI,INC.  
A California Nonprofit Public Benefit.**

**ARTICLE I**

PRELIMINARY Declaration

1.1 Name. The name of the Corporation is Bay Area Prabasi Inc. (the “Corporation”)

1.2 Office: The Corporation shall have its offices in any of the nine counties in the San Francisco Bay Area and may have offices at such other places within this state as the Board of Directors may from time to time designate.

1.3 General Purposes and Limitations. The Corporation is-organized exclusively for charitable, religious, literary or educational purposes within the meaning of Internal Revenue Code ('IRC') 501 © (3)

1.301 Activities.

Notwithstanding any other provision of the Corporations Articles or Bylaws, the Corporation, shall not, except to an insubstantial degree, engage in activities or exercise any powers that are not in furtherance of the purposes of the Corporation and shall not carry on any other activities not permitted to be carried on by a corporation exempted from Federal income tax under IRC 501 ©(3) or by a Corporation contribution to which are deductible under IRC 170©(2). Accordingly except as provided by IRC 501(h) no substantial part the Corporation shall consist of carrying on Propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (whether by publishing or distributing statements or otherwise) any political campaign on behalf of any candidate for public office.

1.302 Property

All corporate property is irrevocably dedicated to charitable, religious, literary, cultural and educational purposes. Accordingly, no part-of the net earnings of the Corporation shall inure to the benefit of any of its directors, officers, members or to any individual, and upon the winding up and dissolution of the Corporation, all assets remaining after payment of or adequate provision for the Corporation's debts and liabilities, shall be distributed to such one or more organisations that are then exempt from federal income tax under IRC § 501(c)(3) and are selected by the Board.

1.4 Specific Purposes. Within the context of the general purposes and limitations stated above, the primary objectives of the Corporation shall be:

- (a)To promote awareness of Bengali, ethnic identity and its cultural and religious heritage along with other divergent aspects of Indian Culture
- (b) To establish educational centers in different regions of the Bay Area for teaching Bengali language, culture, tradition, and religious practices;
- (c) To organize cultural events involving (without limitation) Bengali and other Indian traditional and contemporary songs, dramas, and dances;

(d) To organize seminars involving Bengali youths as well as youths of other Indian origin and their American counterparts to discuss the assimilation process of the first and second generation immigrants in the American mainstream;

(e) To establish a permanent place where regular meetings and disclosures to pursue the stated objectives can be fulfilled and in collaboration with like minded autonomous charitable and non-profit organization on the basis of an agreed upon MOU

1.5 Fiscal Year. The Corporation's fiscal year shall be from July 1 to June 30.

## ARTICLE II

### MEMBERS

2.1 General Body. The Corporation shall have three classes of members, designated as the:

- a) Life Member
- b) Voting Member
- c) Active Member

**Active Member:** Active Member is defined as one who has been enrolled in the Association by paying all outstanding dues for the Association year by first day of the first event for the financial year of the Association year. The Association shall send out subscription due notices by July end of the fiscal year.

**Voting Member:** Voting member is also defined by an active member who has been an active member of the association for previous three years for the period concerned.

**Life Member:** You can become a Life member with paying a life membership of one time of \$5000 per couple or an amount to be determined by the Trustee Board. This membership limited for 10 years for applicants below 65 years and for unlimited years for senior citizens or 65 years and above.

2.2 Qualifications. Any person dedicated to the purposes of the Corporation and interested in its activities within the stated objectives, shall become a member on approval of his or her membership application by the Executive Board and the Trustee Board and on timely payment of dues, fees and assessments fixed in accordance with Paragraph 2.4.

2.3 Term and Renewal. All memberships shall be for a term not exceeding one year and should be renewed by October 31 of each calendar year. A membership shall be timely renewed if all dues, fees and assessments fixed in accordance with Paragraph 2.4 with respect to such membership are paid on or before such termination.

2.4 Dues. Fees and Assessments. Each member must pay, within the time and on the conditions set by the Executive and the Trustee Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Executive and the Trustee Board.

2.5 Involuntary Termination. A membership shall be terminated involuntarily if the Trustee Board, or a committee or person authorized by the Trustee Board, in good faith determines that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation. If ground exists for involuntary termination of a member, the procedure set forth below shall be followed:

(a) The member shall be given 15 days' prior notice of the proposed involuntary termination and the reasons for the proposed involuntary termination. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed involuntary termination. The hearing shall be held, or the written statement considered, by the Trustee Board or by a committee or person authorized by the Trustee Board to determine whether the involuntary termination should take place.

(c) The Trustee Board, committee, or person shall decide whether or not the member should be involuntarily terminated or sanctioned in some other way. The decision of the Trustee Board, committee, or person shall be final.

(d) Any action challenging an involuntary termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the involuntary termination.

### **Article III**

#### **MEETINGS OF MEMBERS**

3.1 Place. Meetings of the members shall be held at any place within or outside California designated by the Board.

3.2 Annual Meeting. A meeting of the members called General Body meeting (GBM) shall be held at least once each year on the Annual Day which is the last scheduled event of the corporation for that year. Prabasi's Executive Board along with the Trustee will discuss the annual expenses and income to members only for that Membership year only. Members can clarify any expenses or income. If a member wants further clarification regarding income and expenses, he could request the Executive Board within 90 days of GBM. Request should be accompanied with reason to validate. Board has the right to reject the request after 90 days if the request is not accompanied with valid reason.

3.3 Election Meeting. An election meeting, if deemed necessary or if the number of candidates exceeds the number of vacancies, will be held each year at which directors for

Trustee and Executive Board shall be elected to fill those seats on the Board that are then vacated and any other proper business may be transacted. The election meeting will take place at the next to last scheduled event of the corporation for that year. The election meeting will take place at the next to last scheduled event of the corporation for that year or any day determined by the Trustee Board

#### 3.4 Special Meetings.

3.401 Persons Authorized to Call. A special meeting of the members for any lawful purpose may be called at any time by the Executive Board or by the Chairman of the Trustee Board or by 5 percent of the members or 10 members, whichever is less.

3.402 Calling Special Meetings. A special meeting called by any (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the Chairman or the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Paragraph 3.5 of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Trustee and the Executive Board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Paragraph shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Trustee Board.

3.403 Proper Business at Special Meeting. No business, other than the business the general nature of which was set forth in the notice, of the meeting, may be transacted at a special meeting.

#### 3.5 Notice.

3.501 General Requirements. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting and, (a) for a special meeting, the general nature of the business to be transacted, or (b) for the annual meeting and the election meeting, those matters that the Trustee Board, at the time notice is given, intends to be presented for action by the members. The notice of the election meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given together with other particulars about the election process.

3.502 Notice of Certain Agenda Items. Approval by the members of any of the following Proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Filling vacancies on the Board.
- (b) Amending the Articles not Bylaws
- (c) Electing to wind up and dissolve the corporation.

3.503 Manner of Giving Notice. Notice of any meeting of members ", be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice may be given either personally or by first-class mail and shall be addressed to each

member entitled to vote, at the address given by the member to the Corporation for purposes of notice or in any other manner allowed by the California Nonprofit Public Benefit Corporation Law (the 'NPPBCL" )

3.504 Affidavit. An affidavit of the mailing of any notice of any members' meetings, or of the giving of such notice by other means, may be executed by the Secretary, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book and shall constitute prima facie evidence of the giving of such notice.

3.505 Waiver Notice may be waived in accordance with California Corporations Code ('Code") § 5511(e).

3.6 Voting. Subject to the NPPBCL, all Voting and Life members who have paid the required dues, fees and assessments in accordance with Paragraph 2.4 of these Bylaws and who have not been involuntarily terminated as of the record date fixed in accordance with Paragraph 3.7 of these Bylaws shall be entitled to vote at any meeting of members. All voting by the members shall be in accordance with Chapters 5 and 6 of the NPPBCL, beginning at Code § 5510, and action may be taken without a meeting in accordance with Code § 5513 or § 5516. There shall be no cumulative voting. Election of Trustee Board and the Executive Board will be necessary in case the number of candidates exceed the number of vacancies which will be deemed as “no contest”.

3.7. Record Date. The Trustee Board shall fix a record date in accordance with Code § 5611 for purposes of determining which members are entitled to receive notice, to vote, to cast written ballots, and to exercise any rights in respect of any other lawful action.

3.8. Quorum. Fifty one percent (51%) of the voting power shall constitute a quorum for the transaction of business at any meeting of the Executive Board or Trustee Board. However, if any regular or annual meeting is actually attended in person or by proxy by less than one third of the voting power, the only matters that may be voted on are those of whose general nature notice was given under paragraph 3.501

#### **ARTICLE IV Board of Trustee**

4.1 Number. The corporation will have a Maximum of eleven (11) Directors. Collectively, the Directors shall be known as the Trustee Board, and they shall be chosen by the members at the election with these Bylaws. Board of Trustee will consist of no more than 11 Life Members. Candidates for the Trustee Board shall be Voting members and Life Member with at least 15 consecutive years of Bay Area Prabasi membership without any break prior to the self-nomination. A candidate for the Board must be a U.S. Permanent Resident or U.S. Citizen. Chairman, General Sect and the Trustee treasurer will be the Officers of the organization.

4.2 Restriction. No more than 49 percent of the Directors may be interested persons as defined in Code § 5222

4.3 3 Powers. Subject to the NPPBCL, and any limitations in the Articles and Bylaws relating to action required or permitted to be taken by the Corporation, the activities and affairs of the Corporation shall be conducted and all corporate power shall be exercised by or under the direction of the Trustee Board

4.4 Duties. The Trustee Board is responsible for the basic functions of the organization, including the Articles, Bylaws, and major decisions relating to organizational form, the use or disposal of asset (subject to NPPBCL Chapter 9), as well as membership matters, broad policy decisions, and matters of general importance to the overall group organization including the following:

- Determine the organization's mission and purpose
- Provide ongoing support and guidance for the Executive Board; review his or her performance
- Manage Trustee Fund
- Ensure effective organizational planning
- Determine and monitor the organization's programs and services
- Enhance the organization's public image
- Serve as a court of appeal
- Assess its own performance
- Manage Prabasi assets including donations during Durga Puja, Kali Puja and Saraswati Puja and other events
- Responsible for any special events outside the membership events – Durga Puja, Kali Puja, Saraswati Puja and Annual Day
- Vote for two year term of the Executive President and Treasurer of the Executive Board along with the Executive Board Member
- Help annual membership drive along with the Executive Board
- Raise fund for the Organization
- In case of a dysfunctional Executive Board, Trustee Board can assume the responsibility of the Executive Board till its becomes functional
- Trustee Board will also participate in Event budget approval process
- Trustee Board will be responsible for all the Bylaws and to ensure the sanctity of the constitution
- Trustee Board will be an advisory body to the Executive Board.

#### 4.5 Term of Office for Trustee Board

4.501. 6 years. Except as provided in Paragraph 4.502, each director shall be elected by the voting member for a term of 6 years. Each director, including a director elected to fill vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified. Unless reelected, no director shall continue in office after the expiration of the term for which elected and the election and qualification of a successor.

4.502 Vacancies. Except as otherwise provided in these Bylaws, vacancies' on the Trustee Board shall be determined and filled in accordance with the provisions of Article 2 of Chapter 2 of the NPPBCL beginning at Code §5220.

4.6 Annual meeting or the general body meeting will be held once a year

4.7 Special Meeting. The Chairman or any 2 directors may call special meetings of the Board at any time by giving timely notice in accordance with Code § 5211 and by specifying in the notice the purpose of the meeting.

4.8 Quorum. A majority of the authorized number of Directors, determined in accordance with Paragraph- 4.1 of these Bylaws, shall constitute a quorum for the transaction of business.

4.9 Trustee Board Action. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Trustee Board, subject to any more stringent provisions in the NPPBCL. The Directors present at a duly held meeting at which a quorum is initially present may continue to transact business despite the withdrawal of Directors if any action taken or decision made is approved by at least a majority of the required Quorum for the meeting.- A majority of the Directors present may adjourn any meeting, whether or not a quorum is present.

4.10 Conduct of Meetings. Meetings of the Trustee Board shall be presided over by the Chairman, or in his or her absence, the Secretary, or in his or her absence, the Treasurer, or in his or her absence, by the Director chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Trustee Board, and in his or her absence the presiding officer shall appoint another person to act as secretary of the meeting.

4.11 Action without Meeting. The Board may take action without a meeting by unanimous written consent as provided in Code § 5211(b).

4.12 Nomination and Election Committee for electing Trustee Board . At least twelve weeks before expiration of the current term of office of one or more directors, the Trustee Board shall establish an advisory committee, known as the Nomination and Election Committee (the "NEC") from the Voting members . The NEC shall consist of serving Trustee Board member or two other voting members of the Corporation entitled to vote at a meeting of the members. The NEC shall be responsible for soliciting, collecting

nominations and validating qualification of the prospective candidates for the members of the Trustee Board of Directors and arranging the election.

## **ARTICLE V**

### **Executive Board Directors**

5.1 Executive Board will consist of maximum of Eleven members. Executive Board has the right to determine the total number of Executive Board member required to execute all the task and event. Executive Board Directors shall be a voting member - member for at least three consecutive years prior to the year of her/his self-nomination for the Executive Board. A candidate for the Executive Board must be a U.S. Permanent Resident or U.S. Citizen for self-nomination

#### **Responsibilities**

- Execute all the four events of the Organization – Durga Puja, Saraswati Puja, Kali Puja and GBM
- Prepare Budget for the Event year at least 120 days prior to the beginning of the Event year for a joint approval of the Executive Board and the Trustee Board
- Responsible for annual membership drive
- Raise money for the 4 annual programs
- Manage Event Funds

5.2 At its first meeting of each fiscal year, the Executive Board Member and the Trustee Board members shall elect the Executive Board President and the Event Treasurer from the elected Executive Board members for the term as required by the By-laws.

5.3 Nomination and Election Committee. At least twelve (4) weeks before expiration of the current term of office of one or more directors, the Trustee Board shall establish an advisory committee, known as the Nomination and Election Committee (the "NEC"). The NEC shall consist of a Trustee Board member and two other members of the Corporation entitled to vote at a meeting of the members. The NEC shall be responsible for soliciting and collecting nominations of the prospective candidates for the members of the Executive Board of Directors and arranging the election.

5.4. The Executive Board members need to be a Voting member for the past three previous consecutive years without any break for self nomination

5.5 Executive Board member or Executive Director has a term for two years and can be re-elected twice by the Voting members in their life time



5.6 In case there are not enough candidates for filling up the vacancies , The Executive Board and the Trustee Board can nominate a voting member, including past executive board members, irrespective of term limits, for one year and can be re-nominated

## **ARTICLE VI**

### **OFFICERS**

6.1 . The officers of this corporation shall be the Chairman, the Secretary, the Chief Financial Officer of the Trustee Board. One person may hold any number of offices concurrently, except that the Chairman may not serve concurrently as either the Secretary or the Treasurer. The Trustee is responsible and liable for the association financial reserves and assets

6.2 The Event Treasurer from the Executive Board will submit the Income/Expense statement of the previous year to the Trustee Board within 90 days after the last event.

6.3. Trustee Board will be responsible for filing Tax Returns

6.4 Qualification: Election, and Term of Office: Only members of the Trustee Board may serve as officers of the Corporation. The Chairman, Secretary and CFO shall be elected by the Trustee Board at its first meeting. The term of office of each officer shall be two years, and no officers can be elected more than twice for the same office. Except as provided below in article 6.4.1, the office of the Chairman cannot be held by any person for more than two terms in his/her lifetime.

6.4.1 Exception: A person who was elected twice as a Chairman may be unanimously elected by the Trustee Board as the Chairman again, only when none of the other directors agrees to accept the Chairman's position . The Trustee Board nominates the Chairman from an alumni for a period of one year.

6.5 Removal and Resignation. The Trustee Board may remove any officer or directors at any time with or without cause. Any officer may resign at any time by giving written notice to the Trustee Board or to the Secretary.

6.6 Vacancies. The Trustee Board shall fill any vacancy in any office

6.7 Officers' Duties. In general, each officer shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles, or by these Bylaws, or which may be assigned to the officer from time to time by Trustee Board. In particular and without limitation, the officers of the Corporation shall have the following duties:

6.701 Chairman. The Chairman shall:

- a) Act as the chief executive officer of the Corporation and, subject to the control of the Board, supervise and control the officers of the Corporation.
- b) Preside at all meetings of members and of the Trustee Board.

- c) In the name of the Corporation execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Trustee Board, except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws.
- d) Be responsible for conducting all affairs of the Corporation with the advice, consent and assistance of the other members of the Board.
- e) Accountable and liable for a separate Trustee Fund Account and its disbursement.
- f) Accountable and liable for any loss or profit incurred in the Corporation.

6.702 Secretary shall

- a) Certify and keep the original, or a copy, of these Bylaws as amended.
- b) Keep a book of minutes all meetings of the Board and, if applicable, meetings of committees of the Board and of members, recording therein the time and place of holding and other particulars.
- c) Keep a membership book containing the name and address of each and every member.
- d) Exhibit at all reasonable times to any Director of the corporation on request therefore, these Bylaws, the membership book, and the minutes of the proceedings of the Board.
- e) Act as Chairman of the Corporation when the Chairman is temporarily absent or is unable to perform his (her) duties. During such time that the Secretary acts as the Chairman, another director will be chosen by the Board to act as the Secretary.

6.703 Chief Financial Officer. The CFO shall:

- a) Have charge and custody of and be responsible for all funds and securities of the Corporation and deposit all such funds in the name of the Corporation in such banks, trust or other depositories as shall be selected by the Trustee Board.
- b) Receive and give receipt for monies due and payable to the Corporation from any source whatsoever.
- c) Disburse or cause to be disbursed the funds of the Corporation as may be directed by the Trustee Board, taking proper voucher for such disbursements.
- d) Keep and maintain adequate and correct accounts of the Corporation properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e) Exhibit at all reasonable times the books of account and financial record to any Director of the Corporation on request therefore.
- f) Prepare or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, obtain audit reports certified' by an audit or appointed by the Trustee Board and submit tax returns to the Federal and State agencies.

6.704 President/Treasurer of the Executive Board shall:

- a) Develop details of the scheduled events for the entire year, including tentative schedule and budget, and place them before the Trustee and the Executive Board for discussion and concurrence
- b) Not authorize any expenditure beyond the total annual budget originally approved by the Executive Board and the Trustee unless such additional expenditures have the Trustee Board's pre approval.

- c) Responsible for charge of accounts and finances of the events , maintain an up-to-date account of all the receipts and disbursements relating to the events of the year.
- d) Term Limit for President of Executive Board is for two terms or four years in their life time
- e) Executive Board Treasurer should submit all the necessary documents deemed necessary for annual Tax filing to the Trustee Board.
- f) In his or her discretion, delegate any of his or her duties to another Executive Board member who accepts such delegation.
- g) Executive President shall preside over all the Events related meetings. Trustee Body may or may not attend Events meeting.
- h) All meeting notification should be sent to both Trustee Board and Executive Board. Trustee Board will only be present as an advisor.

## **ARTICLE VII**

### **LIABILITY**

7.1 Non-liability of Directors for both Trustee and Executive Board. In accordance with Code § 5239, no person who, without compensation, renders services as a director or as an officer (i.e., President, secretary, treasurer, the president of the events committee) who assists in establishing the policy of the Corporation be personally liable to a third party for monetary damages caused by the director's or officer's act or omission occurring on or after January 1, 1990 in the performance of his or her duties as such director or officer if:

- (a) The act or omission was within the scope of the director's or officer's duties, was Performed in good faith, and was not reckless, wanton, intentional, or grossly negligent.
- (b) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the Corporation, either in the form of a general liability policy or directors' and officers liability policy, or personally to the director or officers, or if the damages are not so covered, the Board and person had made all reasonable efforts in good faith to obtain available liability insurance.

7.2 Indemnity. To the fullest extent permitted by law, the Corporation shall indemnify and hold harmless its Directors, officers, employees, and agents from and against all amounts actually and reasonably incurred by them in connection with any proceeding as provided in Code § 5238.

## **ARTICLE VIII**

### **RECORDS AND REPORTS**

8.1 Records. The Executive Board and the Trustee Board shall keep adequate and correct books and records of account, written minutes of the proceedings of its members, and a record of each member's name and address.

8.2 Reports. The Executive and the Trustee Board shall cause an annual report (the "Report") to be furnished to all Directors and to any member who requests it in writing within 90 days of GBM when the Income and Expenses are available to member for the membership year. In any fiscal year of the Corporation- in which the Corporation receives \$25,000 or more in gross revenues or receipts, the Trustee Board shall cause the Report to be sent to the members no later than 120 days after the close of such fiscal year. The Report accompanied by any report thereon by independent accountants or if none by a certificate of an authorized officer that the Report was prepared without audit from books and records of the Corporation, shall contain in appropriate detail the following:

- (a) The assets and liabilities of the Corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities during the fiscal year.
- (c) The revenues and receipts and the expenses and disbursements of the Corporation for the year.
- (d) Any other information required by the NPPBCL, including without limitation by Code §6321 or §6322.

## **ARTICLE IX**

### **MISCELLANEOUS**

9.1 Amendment. The members or the Trustee Board may adopt, amend or repeal any bylaw, except that no amendment of the Bylaws may extend the term of a Director beyond that for which he or she was elected and only the members may adopt, amend or repeal any bylaw that would:

- (a) Materially and adversely affect the members' rights as to voting or transfer.
  - (b) Increase or extend the Terms of the Directors
  - (c) Allow any Director to hold office by designation or selection rather than by election by the members.
  - (d) Increase the quorum for members' meetings.
  - (e) Repeal, restrict, expand or otherwise change proxy rights.
  - (f) Authorize cumulative voting.
- e) Extending or limiting term limits need to be approved by the General Body.

#### 9.2 Interpretation

9.201 Abbreviations. References to the Corporation are to Bay Area Prabasi Inc. References to the Board are to the Board of Directors of the Corporation. References to IRC are to the Internal Revenue Code of 1986. References to the Code are to the California Corporation Code. References to the NPPBCL are to the California Nonprofit Public Benefit Corporation Law, part 2 of Division 2 of Title I of the Code, beginning at Section 5110. References to all statutory provisions include such provisions as amended from time to time as well as successor provisions and similar or corresponding provisions under the laws of other relevant jurisdictions.

9.202 Gender & Number. As used in these Bylaws, the masculine, feminine or neuter gender, and the singular or plural number, shall each be deemed to include the other whenever the context so indicates.