

BYLAWS OF BAY AREA PRABASI, INC.

A California Non-profit 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)

1.3.1 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)r 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.

1.3.2 Property:

All corporate property is irrevocably dedicated to charitable, religious, literary or 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 organizations 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 13 '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 one class of members, designated as the General body.

§ 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 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 shall terminate on October 31 of each calendar year unless timely renewed. 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 Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members.

§ 2.5 Involuntary Termination:

A membership shall be terminated involuntarily if the Board, or a committee or person authorized by the 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 Board or by a committee or person authorized by the Board to determine whether the involuntary termination should take place.
 - (c) The 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 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 shall be held at least once each year on the Annual Day which is the last scheduled event of the corporation for that year.

§ 3.3 Election Meeting:

An election meeting will be held each year at which directors 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.

§ 3.4 Special Meetings:

3.4.1 Persons Authorized to Call:

A special meeting of the members for any lawful purpose may be called at any time by the Board or by the Chairman or by 5 percent of the members or 10 members, whichever is less.

3.4.2 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 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 Board.

3.4.3 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:

3.5.1 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 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.

3.5.2 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) Removing a director without cause.
- (b) Filling vacancies on the Board.
- (c) Amending the Articles.
- (d) Electing to wind up and dissolve the corporation.

3.5.3 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").

3.5.4 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.

3.5.5 Waiver:

Notice may be waived in accordance with California Corporations Code [Code § 5511(e)].

§ 3.6 Voting:

Subject to the NPPBCL, all 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.

§ 3.7 Record Date:

The 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:

Five percent (5%) of the voting power shall constitute a quorum for the transaction of business at any meeting of the members. 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 3.5.1.

ARTICLE IV: DIRECTORS

§ 4.1 Number:

The Corporation will have eleven (11) Directors. Collectively, the Directors shall be known as the Board, and they shall be chosen by the members at the election with these Bylaws.

§ 4.2 Restriction:

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

§ 4.3 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 Board.

§ 4.4 Duties:

The 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.

§ 4.5 Term of Office:

4.5.1 Three Years:

Except as provided in Paragraph 4.5.2, each director shall be elected for a term of three consecutive 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.

4.5.2 Staggered Terms:

At the first election meeting that follows the effective draft of this Section 4.5, all directors shall be elected, and immediately upon such election, the directors shall be divided as equally as possible into three classes. Class I will consist of 4 directors, Class 2 will consist of 4 directors, and Class 3 will consist of 3 directors. The seats of the first class shall be vacated at the end of the first year thereafter, the seats of the second class shall be vacated at the end of the second year thereafter, and the seats of the third class shall be vacated at the end of the third year thereafter.

4.5.3 Vacancies:

Except as otherwise provided in these Bylaws, vacancies' on the 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:

There will be an annual meeting of the Board immediately following the election meeting. At this meeting, the Board will elect the officers of the Corporation, as appropriate, and as necessary, in accordance with ARTICLE VI: of these Bylaws. Cumulative voting for the election of the officers shall not be permitted. Also at this meeting, the Board shall decide on a set of scheduled events for the fiscal year and the Board shall adopt a budget for the scheduled events.

§ 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 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 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 Meeting attendees:

Meetings of the 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 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).

ARTICLE V: ADVISORY COMMITTEES

§ 5.1 Events Committee:

At its first meeting of each fiscal year, the Board shall establish an advisory committee, known as the Events Committee. The Event Committee shall consist of the President, Events Committee, elected by the Board in accordance with the provisions of Paragraph § 4.6 and ARTICLE VI: of these Bylaws, and such other members as the President, Events Committee may appoint in his or her absolute discretion. The Events Committee shall be responsible for organizing all scheduled events for the fiscal year and administering such events within the budget adopted by the Board under Paragraph § 4.6.

§ 5.2 Nomination and Election Committee:

At least twelve (12) weeks before expiration of the current term of office of one or more directors, the Board shall establish an advisory committee, known as the Nomination and Election Committee (the "NEC"). The NEC shall consist of a 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 Board of Directors and arranging the election.

§ 5.3 Other Committees:

The Board or the Chairman may create one or more other advisory committees to the Board, by appointing two or more members, to serve on each such committee at the pleasure of the Board or the Chairman.

§ 5.4 Scope of Authority:

Because an advisory committee is not a committee of the Board, it may not exercise the authority of the Board.

§ 5.5 Terms of the Office:

The term of office of each advisory committee member will be one year, and no person shall be a member of the same committee for more than two consecutive terms unless the tenure is extended by the Board.

§ 5.6 Account Audit:

Board will form an independent audit committee from the General Body Member to audit Prabasi's account within 90 days after the end of fiscal year.

ARTICLE VI: OFFICERS

§ 6.1 Officers:

The officers of this corporation shall be the Chairman, the Secretary, the chief financial officer (who shall be designated the Treasurer), President, Events Committee and such other officers as the Board may appoint. One person may hold any number of offices concurrently, except that the Chairman may not serve concurrently as either the Secretary or the Treasurer.

§ 6.2 Qualification, Election, and Term of Office:

Only members of the Board may serve as officers of the Corporation. The Chairman, Secretary and Treasurer shall be elected by the 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 Paragraph 6.2.1, the office of the Chairman cannot be held by any person for more than two terms in his/her lifetime.

6.2.1 Exception:

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

§ 6.3 Removal and Resignation:

The Board may remove any officer at any time with or without cause. Any officer may resign at any time by giving written notice to the Board or to the Secretary.

§ 6.4 Vacancies:

The Board shall fill any vacancy in any office, and pending Board action, such vacancy may be filled temporarily by appointment by the Chairman.

§ 6.5 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 Board. In particular and without limitation, the officers of the Corporation shall have the following duties:

6.5.1 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 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 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.

6.5.2 Secretary.

The 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.

6.5.3 Treasurer.

The Treasurer 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 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 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 Board and submit tax returns to the Federal and State agencies.

6.5.4 President Events Committee.

The President Events Committee shall:

- (a) Develop in sufficient details the scheduled events for the entire year, including tentative schedule and budget, and place them before the Board for discussion and concurrence.
- (b) Not authorize any expenditure beyond the total annual budget originally approved by the Board unless such additional expenditures have the Board's pre-approval.
- (c) With the help of any members of the Events Committee responsible for charge of accounts and finances, maintain an up-to-date account of all the receipts and disbursements relating to the events of the year.
- (d) In his or her discretion, delegate any of his or her duties to another Board member who accepts such delegation.

ARTICLE VII: LIABILITY

§ 7.1 Non-liability of Directors:

In accordance with Code § 5239, no person who, without compensation, renders services as a director or as an officer (i.e., chairman, 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; and
- (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 the 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 Corporation shall keep adequate and correct books and records of account, written minutes of the proceedings of its members, Board and committees, and a record of each member's name and address.

§ 8.2 Reports:

The Board shall cause an annual report (the "Report") to be furnished to all Directors and to any member who requests it in writing. In any fiscal year of the Corporation in which the Corporation receives \$25,000 or more in gross revenues or receipts, the 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 that 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 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.
- (g) Extending or limiting term limits need to be approved by the General Body.

§ 9.2 Interpretation:

9.2.1 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.

9.2.2 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.