

BY-LAWS OF SAMHITA CULTURAL ASSOCIATION OF ARIZONA, A NON-PROFIT ORGANIZATION



ARTICLE I

Name

The name of this multi-cultural association, formed in the state of Arizona, will be SAMHITA, called “Association” hereafter.

ARTICLE II

Character

The character of the Association shall be a Non-Profit Organization engaging in charitable activities in the community and in the promotion of multi-cultural heritage of the South Asian diaspora (India and Bangladesh) in the East valley region (Chandler, Gilbert, Tempe and Ahwatukee) of the Greater Phoenix area. The participation in the activities of the Association will be open to people from all over the Greater Phoenix area, USA and abroad.

ARTICLE III

Location

The location of the organization will be decided from time to time by the Executive Committee. Based on the agreement by the executive committee of the Association at the time of the writing of these by-laws of the Association, it has been decided that it will be the address of the residence of the President of the Association. The current address of the Association will be 3963 East Elmwood Place, Chandler, AZ 85249.

ARTICLE IV

Objective

The objective of the Association shall be to engage in charitable activities in the Greater Phoenix area. The Association will also foster and promote the cultural and social heritage and promote the languages and literature of the South Asian diaspora in the East Valley region of the Greater Phoenix area.

ARTICLE V

Aim and Purpose

The Association is organized exclusively for charitable, recreational and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The aims of the Association

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shall be to organize cultural, social, charitable, sports, and recreational programs for the community. The following shall be the major(s) activities of this organization.

- a. To promote south Asian languages, literatures, arts, cultures and preserve and pass on the rich and vibrant heritage among young second generation community in USA.
- b. To establish contacts and affiliations with organizations with similar objectives and aims in the United States of America and abroad.
- c. To organize events like the Durga Puja, Saraswati Puja, Diwali and Holi to promote the socio-cultural heritage of the South Asian diaspora in the area.
- d. To organize charitable, educational and recreational events to foster South Asian Culture, Community Outreach and/or Communal Harmony in the east valley area.
- e. To create cross cultural interaction and appreciation of diverse cultures.
- f. To engage in cultural exchanges with like-minded organizations.
- g. To participate in social welfare activities.
- h. To encourage participation of youth in the activities of the association
- i. To publish and circulate newsletters and other literary publications in various languages (English, Bengali, Assamese, Hindi, etc) of the South Asian Diasporas in the area.

ARTICLE VI

Membership

Membership in the Association shall be open to any person or institution who believes in the Association's aim and purpose as defined in Article V above, is willing to foster and promote such objectives, and will pay the required membership dues (if any). All members should be 18 years of age and above.

A. The membership of the organization consists of:

1. Founder Members

The people who were active in organizing the Association, becoming its member before the by-laws were adopted, and remain so by paying the membership dues (if any) and donations. "Founder Members" have voting rights and can contribute to and propose changes to the Association's by-laws. However, the decision for the adoption of the changes will rely solely with the Executive Committee.

2. Members

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The people who joined the Association after it was formed and its by-laws adopted, and remain so by paying the membership dues (if any) and donations will be called the “Members” (also known as “Current Members”). “Members” have voting rights to elect Executive Committee Members.

3. Honorary Members

The Executive Committee, from time to time, will determine qualification criteria, decide and elect “Honorary Members” to the Association. The “Honorary Members” will not have voting right.

4. Affiliated Members

The people wishing to maintain an association with the Association, but do not pay the annual membership dues (if any) and donations may have their names on lists of “Affiliated Members”. The “Affiliated Members” will be also known as the “Base Members” of the Association. The “Affiliated Members” will not have any voting rights.

5. Junior Members

Anyone under 18 years of age who wishes to join the Association will be treated as “Junior Members”. They will be also known as “SAMHITA Youth”. They will not have any voting rights and will not be required to pay any membership dues (if any).

B. For Membership outlined in 2:

- a. “Members” who do not follow the charter of the Association will be subject to removal from membership of the Association at the discretion of the Executive Committee.
- b. For removal from membership, a proper notice specifying the alleged violation shall be given to such member to respond to within 30 days.
- c. “Annual Membership dues” (if any) shall not include the fees of a specified number of Association events. Donations will be accepted for events from the members and non-members.

ARTICLE VII

Annual membership Dues or Donations

The annual membership dues (if any) will be decided by the Executive Committee of the Association. Membership shall be for one year commencing on 1st Jan and ending on December 31st. The membership fees (if any), once paid, will not be refunded under any circumstances. Donations once paid, will not be refunded under any circumstances.

ARTICLE VIII

Voting rights of Members

Only the members who are current, in terms of the payment of membership dues (if any), in the election year as defined for Member Categories (1), and (2) prior to election of the Executive Committee will be able to exercise the voting rights.

ARTICLE IX

Election

- a. The Executive Committee (as defined in Article X) and/or the Board of Advisors (as defined in Article XVII) will select a three member election sub-committee to conduct the election of the Executive Committee.
- b. The election of the Executive Committee will be held once in every 2 years.
- c. In order to run for the post of President, General Secretary and Treasurer in the election, the member needs to have served in the executive committee for at least two years.
- d. The time and place for the election will be decided by the Executive Committee and communicated to all the members through agreed upon mediums of communications - newspapers, television, radio, public bulletin boards (as well as Association's website), e-mail and/or other electronic means.
- e. The responsibility of the Executive Committee, in this case, will be to solicit nominations for the next Executive Committee and to select a maximum of two (2) nominees for each position.
- f. The election of the Executive Committee shall be held by secret ballots, by mail, and electronically. An option of electronic and/or mail can be used.
- g. Any person who is the member of a governing body in any other organization of conflicting interest shall not be permitted to run for the post of any office bearer in the election of the Executive Committee. The election sub-committee will decide the eligibility of the candidates. A

- person, who is in good standing of membership for at least 12 months, should be eligible.
- h. After the expiration of said term all Executive Committee Members including Officers may seek reelection for a new term by running for office. A person cannot occupy the post of President for two consecutive terms. If no suitable person(s) apply for the Executive Committee, and if there is no Advisory Board, the General body can adopt an ad-hoc committee of not more than nine members for a limited duration (not to exceed 6 months) to oversee the organization's functions. An election of the new Executive Committee must be held within the said 6 month period. The ad-hoc committee will cease to function as soon as the new committee is elected.
 - i. The election sub-committee can select an inspector of election to oversee the conduct of vote. The election sub-committee and/or the inspector of elections will count the ballots.
 - j. The inspector of election will resolve any challenge concerning the results of the election.
 - k. The election sub-committee will ensure and monitor that every candidate gets an equal opportunity from the Association concerning the election. As an example, every candidate running for election to any of the positions will be eligible to receive a list of members who have the voting rights along with their phone numbers and addresses.

Resignation

An Executive Committee Member can resign by submitting a letter (in person, by mail or by email) to the President and the Executive Committee. The resignation has to be approved and accepted by the Executive Committee. The Executive Committee has to send notifications to the Members by means deemed by the Executive Committee to be effective. This may include the use of newsletters, newspaper, television, radio, public bulletin boards (as well as Association's website), e-mail and/or other electronic means.

By-election

All vacancies on the Executive Committee shall be filled at the discretion of the Executive Committee with subsequent notification to all the active and enrolled Members of the Association. If a decision is made to fill the vacant post, any vacant post on the Executive Committee shall be filled by current member through a by-election. Such appointed Members shall hold office until the next general election. Should a vacancy occur in the office of President for any reason, the General Secretary shall serve as acting President for the remainder of the term.

ARTICLE X

Officers (Board of Directors/Executive Committee) and their duties

The activities of the Association shall be conducted by the Executive Committee. The Executive Committee is charged with furthering the objectives of the Association in the best possible way as circumstances change. The Executive Committee of the Association shall comprise of the President, the General Secretary, the Treasurer, and five elected Executive members.

- a) The President, and in his/her absence the General Secretary, shall be the Chief Executive Officer of the Association and shall preside at the meetings of the Association. The duties of the President shall include, but not limited to, setting the strategy and long-term direction of the Association, ensuring the financial stability of the Association in a fiscally responsible manner, ensuring a smooth transition of records and assets to the next President, compliance with appropriate laws, representing the Association whenever deemed necessary, consult with the Executive Committee as and when needed, promote and support an Executive Committee that has trust and respect for each other. He/She will send out meeting minutes.
- b) The General Secretary shall keep records, meetings and proceedings of the Association, and shall give notice of the meetings. He/She will preside at any meeting in the absence of the President. He/She shall file the records and documents of this office, subject to such regulations as may be prescribed by the Executive Committee.
- c) The Treasurer shall manage the Association's accounts and pay all proper bills and vouchers. The Treasurer shall submit to the Executive Committee the annual balance sheet and profit-loss account/statement. The Treasurer shall also handle all the Tax related activities of the Association or oversee this activity performed by a designate/tax consultant. The Treasurer's accounts and reports shall be subject to such directions and such audits the Executive Committee may prescribe. The Treasurer will safeguard the monetary and non-monetary assets of the Association.
- d) The six or eight elected Executive Members will assist in different miscellaneous functions of the Association as needed.
- e) The Executive Committee may appoint from time to time such agents and/or special committees or adopt additional members as it may deem necessary or desirable for carrying out specific tasks as deemed necessary for the various events planned during the year, each of whom shall hold office during the duration of the event and at the discretion of the Executive Committee, and shall have such authority and perform recommended duties. These additional members and/or special committees will have no voting rights in the Executive Committee

- meetings.
- f) A member needs to be dedicated towards any task assigned to them by the Executive Committee. The members are expected to periodically participate in the charitable activities, arranged by the Association.
 - g) The Employee Identification Number (EIN) for tax and banking purposes was obtained by current President on behalf of the Association. The current President will not be liable/responsible for any violations by the Association (if any) or any claims brought against the Association during the lifetime of the Association.
 - h) The individuals making any Hall Bookings and obtaining necessary permits etc. for various events of the Association in the name of the Association will not be liable/responsible for any violations by the Association (if any) or any claims brought against the Association during the lifetime of the Association.

ARTICLE XI

Meetings

- a. Regular Executive Committee Meetings shall be held in a calendar year via face to face meetings and electronic media (e.g. conference calls), of which a minimum of 4 meetings has to be face to face (in-person/physical presence).
- b. The time and place of the Annual General Meeting shall be selected by the Executive Committee and will be notified to all the members of the Association, no less than one week before the date set for the meeting. At least one general meeting in every year should be called by Executive Committee for the members of the Association to discuss the events, income/expenses and any other issue. The notification is to be given to the members by means of communications deemed by the Executive Committee to be effective. This may include the use of newsletters, newspapers, television, radio, public bulletin boards (as well as Association's website), e-mail and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
- c. Special Executive Committee meetings shall be called by the President whenever he/she shall deem the same necessary or whenever he/she will be called upon to do so by two members of the Executive Committee of the Association.
- d. Notices of all meetings shall be given in writing, mailed or emailed to each of the members of the Executive Committee no less than five days before the date set for any such meeting.
- e. All notices of any special meeting or general meeting shall state the



purpose of the meeting.

- f. The quorum of all Executive Committee meetings shall consist of at least two-third of the Executive Committee members.
- g. Voting Threat shall be by a majority vote cast in person.
- h. Resolution Meeting will be convened by the Executive Committee in response to a written request by no more than 20% of the enrolled members for a requisition to adopt or discuss some resolution on matters of urgent importance. The quorum requirement of such meeting will be at least 20% of the enrolled members.

ARTICLE XII

Dissolution

Upon the dissolution of the Association, and the members vote to disband the assets of the Association, the assets shall be distributed for one or more exempt purposes adopted by the Association and within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose in accordance with the decision of the 75% of the enrolled and active members at the time of dissolution and this transfer will be made in full compliance within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIV

Date of Commencement of the Association

The by-laws of the Association have been adopted and have come into effect in the year 2014.

ARTICLE XV

Amendments

Any amendment to these by-laws must be approved by a majority of the Executive Committee and sent to all members ten (10) calendar days prior to the meeting in which it is to be presented. No amendment shall be effective until confirmed by a quorum vote of the active Members – the quorum requirement for such special resolution meetings will be 20% of the active and enrolled Members.

ARTICLE XVI

Finance and Fiscal Year

The Executive Committee will maintain a Bank Account in the name of “Samhita Cultural Association of Arizona” within the United States. All the monetary income of the Association shall be deposited in this bank. All transactions related to the operation of the Association will be conducted through this bank account.

The checks for the bank account shall require two signatures on them provided the amounts being transacted exceeds US Dollars One Thousand and cents zero (\$1,000.00). In addition to the Treasurer, the President or the General Secretary of the Association will have the authority to sign the checks.

The fiscal year of the Association shall be the period from 1st January to December 31st, or as defined by Internal Revenue Service (IRS) for any given tax year. A summary of the Fiscal Year finance data will be presented by the Treasurer or a designated member of the Executive Committee in the next Annual General Meeting.

ARTICLE XVII

Board of Advisors

1. The Executive Committee may appoint such persons, as it reasonably deems necessary or desirable to act as the Board of Advisors of the Association. To the extent possible, the Board of Advisors should consist of individuals whose integrity, capability, experience, and knowledge of the communities and institutions served by the Association, and community standing will help the Executive Committee carry out its functions. The number of persons appointed to constitute the Board of Advisors shall be determined in the sole discretion of the Executive Committee, which shall be between three (3) and nine (9).
2. Purpose: It shall be the function and the purpose of the Board of Advisors to advise the Executive Committee on matters relating to the business and affairs of the Association, and to suggest or be available for consultation with regard to projects or activities which the Association may undertake, consistent with its exempt purposes, in furtherance of its goals and objectives.
3. If a situation such arise that the Executive Committee ceases to exist (e.g. resigns), the Board of Advisor will assume the responsibility of the Association and will convene a meeting of the members and/or constitute an election committee as set forth in Article IX.



ARTICLE XVII

Compensation, Deposit and Funds

1. The Executive Committee shall serve without compensation except that they shall be allowed and paid reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Article X.
2. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Executive Committee may select.
3. The Executive Committee may accept on behalf of the Association any contribution, gift, bequest, or devise for the charitable or public purposes of this Association.

ARTICLE XVII

Prohibition against sharing corporate profits and assets

No director, officer, employee, or other person connected with this Association, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Association in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Executive Committee and/or Board of Advisors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the assets on dissolution of the Association. All members, if any, of the Association shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Association, whether voluntarily or involuntarily, the assets of the Association, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Association and not otherwise.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

BY-LAWS OF SAMHITA CULTURAL ASSOCIATION OF ARIZONA, A NON-PROFIT ORGANIZATION



We, the undersigned, are all of the persons named as the initial governing body in the Articles of Incorporation of Samhita Cultural Association of Arizona, a nonprofit corporation, and, pursuant to the authority granted to the governing body by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, as the Bylaws of this corporation.

Dated: 8th August, 2014

Arnab Ghosh, President

Binoy Saha, General Secretary

Biswajit Saha, Treasurer

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Governing Body of said corporation on the date set forth below.

Dated: _____

Binoy Saha, General Secretary