

CONSTITUTION OF PRABASI Inc.

Article I: NAME AND OBJECTIVES

Section I:

The name of the association shall be PRABASI Inc., herein after referred to as the Association.

Section II:

Until such time as a permanent location is established for PRABASI the residential address of the President shall represent the address of PRABASI. The President or any member shall not file for any tax deduction for the use of his/her personal property.

Section III:

The Association shall be organized exclusively for the practice of religion and associated culture of Bengal, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). PRABASI shall exist as an Association of its members.

Section IV:

No part of the earnings of the Association shall incur to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article I: Section III hereof. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an Association, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section V:

Upon the dissolution of the Association, the Executive Committee shall, after paying or making provisions for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 2: MEMBERSHIP and DUES

Section I:

The membership in PRABASI shall be open to all adults (18 years or above) interested in Bengali heritage and culture.

Section II:

All members shall have full and equal voting rights and privileges.

Section III:

The Association shall be supported mainly by membership dues (fees), donations and other nonprofitable assessments.

Section IV:

The term of membership of PRABASI shall be from July 1st to June 30th of the following year.

Section V:

Membership fees (as determined by the executive committee) will be required from all members and shall be payable by November 1.

Article 3: THE EXECUTIVE COMMITTEE- POWER AND FUNCTION

Section I:

The executive committee shall manage the affairs of PRABASI and exercise all the powers of PRABASI delegated by its Constitution and its voting members. It shall have power to appoint subcommittees for specific purposes. The executive committee shall also have the power to dissolve such subcommittees.

Section II:

The executive committee shall consist of (1) a President; (2) a Vice-President; (3) a Secretary; (4) a Treasurer; (5) three members. Each of them shall have been a voting member of PRABASI for at least six months prior to his/her election.

Section III:

The officers shall be elected once a year at the annual general body meeting of the association to be held in the month of June.

Section IV: The President

The President is the chief executive of PRABASI. He/she shall convene, conduct and preside over the meetings of the general body and of the executive committee. It shall be his/her duty to see that all orders and resolutions of the executive committee are carried out effectively to the best of his/her ability. When the executive committee is not in session, the President shall have the general control over the management of the activities of PRABASI for that year. The President shall report periodically to the executive committee all matters of interest.

Section V: The Vice-President

The Vice-President shall act as an aide to the President and shall perform the duties of President in his/her absence.

Section VI: The Secretary

The Secretary shall record the minutes of all meetings, general and executive, shall be responsible for all correspondence and shall perform all other duties as delegated to him/her by the President or members of the executive committee.

Section VII: The Treasurer

The Treasurer shall have the custody of all funds. He/she shall keep a full and accurate account of the receipts and expenditures and make disbursement in accordance with the approved budget as authorized by the executive committee.

Section VIII:

All officers shall deliver to their successor all official materials within a week of the election on a joint meeting of incoming and outgoing executive committees.

Section IX:

If the office of the President becomes vacant, the Vice-President shall automatically assume the Presidency for the remainder of the term of the executive committee. In case of the vacancy of any other officer, the position will be filled by the incumbent securing the next highest vote. If there was no contest, the executive shall have the power to fill the vacancy.

Section X:

Fiscal responsibility shall be shown by the executive committee in so far as not reducing the surpluses handed to them when they take office. If the surplus amount is reduced by more than ten percent at the end of the year, the executive committee shall render themselves ineligible to contest for office in the coming year.

Section XI:

No member shall hold the same position in the executive committee for more than three consecutive years.

Article 4: ELECTION PROCEDURE

Section I:

All members shall have the right to vote and to contest for the election of Officers, subject to Article 3, section X.

Section II:

The election shall be conducted by secret ballot and simple majority shall govern. The quorum for the election meeting shall be at least one third of the regular members. If there is no quorum in the election meeting, then the election should be deferred to another date. If that meeting fails to achieve quorum, then election of office bearers should be made through consensus of people present in the meeting. Any member unable to vote in person during the election meeting shall be able to avail of the absentee ballot by notifying the election committee at least two weeks prior to election.

Section III:

An election committee will be formed for proper conduction of election of the office bearers every year. The committee shall consist of at least three regular members nominated or selected by the executive committee. The election committee shall prepare the voters list. The names of all contestants should be submitted to the election committee in

the prescribed written forms three weeks prior to election. The election committee shall follow the guidelines set up by the executive committee for election conduction.

Section IV:

Person holding the position in the executive committee of PRABASI shall not concurrently hold membership of executive committee of another organization involved in similar pursuit.

Article 5: GENERAL BODY

Section I:

The general body meeting of the Association shall be held in the month of June as determined by the executive committee.

Section II:

Special general body meeting of PRABASI may be called either by a majority of the executive committee or by a written request of at least one third of the members of the Association to the executive committee. The President shall call a special meeting within four weeks from the date of receipt of such a request.

Section III:

The general body of PRABASI shall have the power to dissolve the executive committee at an extraordinary meeting convened for that purpose as described in Section II. But the resolution (for dissolving the executive committee) shall have the support of the majority of the Association members, i.e., one half of the voting members.

Section IV:

A notice of the place, date, time and agenda of the Annual or any Special General Body meeting shall be sent at least two weeks in advance to each member at the last address submitted by the member in writing.

Section V:

The Constitution may be modified or amended by the approval of one third of the members of the Association.

FIRST AMENDMENT

Article 3, Section X THE EXECUTIVE COMMITTEE – POWER AND FUNCTION

Fiscal responsibility shall be shown by the executive committee in so far as not reducing the funds handed to them when they take office. At the start of the year, an Operating Fund will be established which is the average of the previous three years' actual operational expenditures, rounded up if possible, to the next \$5,000. The remainder of the surplus amount, if any, will be held in reserve. If the Operating Fund is reduced by more than ten percent at the end of the year, all individuals who participated in the executive committee shall render themselves ineligible for office next year.

Article 6, Section I BOARD OF TRUSTEES – COMPOSITION AND FUNCTION

The Board of Trustees will consist of seven PRABASI voting members with four serving five calendar-year terms and three serving three calendar-year terms, all without any limitations.

A trustee cannot concurrently serve on the Executive Committee.

The Board of Trustees shall control capital assets and reserve funds owned by PRABASI. They shall be entrusted with long-term planning and strategic issues impacting the organization. Their mission is to provide continuity, oversight and guidance to the organization.

The President of PRABASI will report to the Board of Trustees and must involve the Board in all matters that cross fiscal year boundaries.

The Executive committee will be responsible for operational aspects running PRABASI but may, at its discretion, involve the Board of Trustees in these matters.

Article 6, Section II BOARD OF TRUSTEES – OPERATION

The Board of Trustees shall appoint a trustee as Chairman, by rotation. The Chairman, acting at the behest of the Board of Trustees, shall have signatory and disbursement authority of PRABASI's reserve funds. The Chairman shall submit accounts to the Treasurer of PRABASI at the end of the fiscal year for incorporation in annual reports of the organization and ensure that the reserve funds comply with Article 3, Section X.

Trustees shall select candidates from the general membership to fill vacancies as they occur on the Board of Trustees, employing a two-thirds majority vote excluding the outgoing incumbent(s), who may not vote in the selection process. Except for vacancies that are not anticipated, multiple vacancies in any calendar year should be filled spacing out trustee selections uniformly throughout that calendar year so as to span across PRABASI's fiscal year boundary.

At least two-thirds majority of incumbents, excluding the person indicted, will be required to dismiss a trustee from the Board for any reason the Board deems sufficient.



AMENDMENT TWO

ARTICLE 4: ELECTION PROCEDURE, Section II should read as follows:

The election shall be conducted by secret ballot and simple majority shall govern. The quorum for the election meeting shall be at least one third of the regular members. If there is no quorum in the election meeting, then the election should be deferred to another date, unless the election is uncontested. In case the election is uncontested, quorum is not required and the election commissioners can declare the winners of the uncontested election as the next Prabasi Executive Committee. If the election is contested and that second meeting fails to achieve quorum, then election of office bearers should be made through consensus of people present in that second meeting. Any member unable to vote in person during the election meeting shall be able to avail of the absentee ballot by notifying the election committee at least two weeks prior to election.

Article 6, Section I THE BOARD OF TRUSTEES - COMPOSITION AND FUNCTION
should read as follows:

The Board of Trustees (the "Board") will consist of seven PRABASI voting members with four serving five calendar-year terms and three serving three calendar-year terms, all without any limitations.

A trustee cannot concurrently serve on the Executive Committee.

The "Board" shall be responsible for the long term planning of the Organization's future direction, including establishing a permanent place for the Organization, and any fund raising events that may result in the improvement of the Organization's current reserve fund status. In fulfilling such responsibilities the "Board" shall fully involve the Organization's Executive Committee (the "EC"). Furthermore, the spending, use, investment and/or disposition of capital assets must be approved by at least two-thirds members of the Organization.

The Executive committee will be responsible for operational aspects of running PRABASI but may, at its discretion, involve the Board of Trustees in these matters.



Article 6, Section II BOARD OF TRUSTEES – OPERATION should read as follows:

The Board of Trustees (the “Board”) shall appoint a trustee as Chairman, by rotation. The Chairman, acting at the behest of the Board of Trustees, shall have signatory and disbursement authority of PRABASI's capital assets and/or reserve fund jointly with the President of the “EC”. The Chairman shall submit accounts to the Treasurer of PRABASI at the end of the fiscal year for incorporation in annual reports of the organization and ensure that the reserve funds comply with Article 3, Section X.

Trustees shall be appointed by the “EC” by employing a simple majority vote of the “EC”. The “EC” shall also, at all times and as promptly as possible, fill any vacancy in the Board by employing a simple majority vote of the “EC”.

Eligibility of Trustee members: A voting member of the Organization for immediate past five (5) years.

The “Board” shall not interfere with the EC’s day-to-day operation and with any fiscal year related issues of the Organization. The EC may, at any time and by employing a simple majority vote of the EC members, involve the “Board” in matters as the “EC” may deem fit.