

Gharoaa By-Laws
Revision 1.0

September 2022

CONTENTS

ARTICLE I: Name and Office	3
ARTICLE II: Organization Objectives.....	3
ARTICLE III: Membership	3
Member.....	3
General Body.....	4
Membership Year	4
Deny/Revoke Membership for cause.....	4
ARTICLE IV: Organization Structure.....	4
Board of Directors (BD).....	4
Executive Committee (EC).....	8
Termination of BD or EC Members.....	10
ARTICLE V: Finance.....	10
Operating Fund	11
Reserve Fund	11
Signatories of Bank Accounts	12
Tax Filing and Fiscal Year.....	12
ARTICLE VI: Election	12
Eligibility to Participate.....	12
Election Procedures	13
ARTICLE VII: Events and Activities.....	15
ARTICLE VIII: General Body Meetings and Quorum.....	15
ARTICLE IX: Conflict of Interest and Other Standing Policies.....	16
ARTICLE X: Amendment of By-Laws	16

GHAROOA BYLAWS

September 2022

ARTICLE I: NAME AND OFFICE

The name of the organization is Gharoaa Inc., henceforth referred to as “Gharoaa”. The base of operation of the organization is Philadelphia, Pennsylvania and its vicinity.

ARTICLE II: ORGANIZATION OBJECTIVES

Gharoaa’s objectives are to conduct social, cultural, charitable, and educational events and activities, in serving the Bengali community of greater Philadelphia.

Gharoaa is incorporated in the state of Pennsylvania as a non-profit, non-political organization as specified under Section 501(c)(3) of the Internal Revenue Code of 1954 and shall comply with corresponding provisions of any future United States Internal Revenue law.

ARTICLE III: MEMBERSHIP

Gharoaa is a member driven organization comprised mainly (but not exclusively) of Bengalis residing in the greater Philadelphia area.

During the “initial years” of its operation, Gharoaa will not assess membership fees for its members. The duration of such “initial years” is not pre-determined and shall be discussed periodically at the Board of Directors meetings. The decision to commence membership dues involve weighing various factors and is at the sole discretion of the Board. At the time a decision is made to collect membership dues, the Board will make such announcement to the organization.

MEMBER

- A. Any individual who is 18 years or older, in agreement with the objectives of Gharoaa as mentioned in Article II and pays individual or family membership fees annually when commenced, is a Gharoaa member. Dependent children under 23 years of age are covered by the family membership.

- B. All members have equal responsibility and privilege for participation at all events, meetings and discussions of the organization.
- C. An individual with a minimum of 12 preceding and consecutive months of membership is a Voting Member or Member in Good Standing (henceforth used interchangeably). Only Members in Good Standing are eligible to vote in Gharoaa elections and also to vote in the organization's General Body meetings. (General Body is below.)

GENERAL BODY

The General Body (GB) of Gharoaa is comprised of the entire membership of the organization.

MEMBERSHIP YEAR

Membership year is from the first day of Durga Puja (Saptami) to the following year Durga Puja (Saptami). Annual membership fees for new and continuing members may be paid in full at any time during the membership year. Unless renewed, membership expires on Saptami.

DENY/REVOKE MEMBERSHIP FOR CAUSE

The Board of Directors (BD), as defined in Article IV, with a simple majority decision, may deny/revoke membership of an individual for cause, provided the individual/member is allowed a hearing before the BD. In the event the member declines an invitation to the hearing, the BD shall proceed with their vote and the outcome will be communicated to the member.

The decision taken by the BD is final.

ARTICLE IV: ORGANIZATION STRUCTURE

Functions of the organization are performed by 1) a governing body called the Board of Directors (BD) and 2) an operating body called the Executive Committee (EC).

The BD and EC shall, at all times, uphold the objectives of the organization as described in Article II.

All members of the BD and the EC shall serve on voluntary basis without any remuneration.

BOARD OF DIRECTORS (BD)

As the governing body, the Board of Directors has oversight responsibility of the organization and its members and is responsible

for policy and long-term direction of the organization. Except for extenuating circumstances (Article IV), the Board may not play a role in the day-to-day operations of the organization.

The BD Shall:

- Act as the caretaker of all assets of the organization that include, but may not be limited to all movable or immovable properties, investments, bank accounts, *Pratima*, membership list, the Gharoaa name and its logo, etc.
- Facilitate timely, efficient and successful transition from one EC to the next
- Provide advice, assistance and guidance to the Executive Committee, as and when requested, or in matters of consequential significance to the organization and its membership
- Initiate and/or facilitate formulation of new ideas and activities.

A. Term:

The BD is elected by the Members in Good Standing of the organization for a term of six (6) consecutive calendar years.

B. Number of Members and Positions:

The BD shall comprise of seven (7) voting members and one (1) non-voting member as defined below:

1) Voting BD Members

- (i) Six (6) individuals elected to the BD shall serve for a six (6) year term each,
- (ii) One (1) - the President or his/her nominee from the preceding Executive Committee, by virtue of his/her position, shall serve for a two (2) year term.

2) Non-Voting BD Member

- (i) The President, or his/her nominee, from the current Executive Committee, by virtue of his/her position, shall serve on the Board for the duration of his/her tenure in the current Committee.

3) Positions

- (i) The BD shall elect a Chairperson from among themselves for either the entire term or on a rotational basis.
- (ii) Two designated members of the Board, other than the Chairperson, shall be responsible for managing the Reserve Fund (see Article V) of the organization.

C. Specific Functions of the BD shall include, but may not be limited to:

- 1) Maintaining the Reserve Fund. Joint responsibility to be designated to two BD Members by the majority of the BD.
- 2) Maintaining legal and financial documents of the organization, including the charter of incorporation, non-profit status granted by the IRS/State of PA, continuing financial records, copies of annual tax returns, records of significant achievements, membership lists over years, and any other records that may be useful for fund raising and other long term (longer than the term of one EC) activities.
- 3) Providing financial statement/records of the Reserve Fund, within four (4) weeks, to the entire membership if requested in writing by one fifth of the Members in Good Standing, or to the EC if requested in writing by a majority of the EC members. Failure to provide financial statements/records, as the case may be, is a ground for removal of the designated BD member(s) from the Board of Directors.
- 4) Providing necessary support for a smooth and effective transition from one EC to the next. This includes conducting transition meeting(s) between past and current EC and providing the new EC with a list of all monetary and non-monetary assets of the organization.
- 5) Resolving any disagreement among the members of the Executive Committee and/or with general members upon written request and only when all attempts towards a resolution have been exhausted by the EC.
- 6) Performing and coordinating fund raising activities.
- 7) Calling a General Body meeting, with a specific agenda, if deemed necessary by the majority of the BD.

D. BD Meetings and Quorum:

The Board of Directors shall meet at least twice in a membership year.

- 1) Board meetings must have a Chairperson
- 2) Quorum shall be 50% of members
- 3) Minutes of the meeting must be recorded. This is a mandatory legal requirement for 501c(3) organizations
- 4) Minutes can be maintained electronically or in hard copy and must be amended/approved at the next meeting.

E. Extenuating Circumstances:

- 1) In the event the President's post is vacated (for whatever reason) and there is no immediate successor, the Board may appoint someone from the Board, the EC or from the General Body temporarily to maintain continuity of the organization
- 2) In the event of discord within the EC to the extent where day-to-day operations of the organization is impacted and events are not being successfully managed, the Board at its discretion may dissolve the EC wholly or partially and install new EC members to run the affairs of the organization until the next election, if applicable, or until the end of the current EC's term
- 3) In the event where any Executive member of the EC (President, Vice President, Treasurer, General Secretary) have engaged in any illegal activity related to the operations of Gharoaa, or have committed ethical violations contrary to the spirit of the organization, the Board may remove them from their position and appoint a member to fill the position for the duration of the EC's term
- 4) In the event where the EC stops cooperation with the Board impacting overall governance of the organization, the Board at its discretion may dissolve the EC and may appoint a new EC until the next election, if applicable

F. Vacancies:

A vacant BD position, resulting from resignation, removal, loss of membership, death or any other reason shall be filled from the interested eligible members (eligibility defined in Article VI) by a majority decision of the remaining BD Members. The replacement BD member will serve for the remaining term of the vacant BD position.

EXECUTIVE COMMITTEE (EC)

As the executive/operating body of the organization, the main function of the EC is to conduct day-to-day activities and events of Gharoaa to meet the objectives of the organization and aspirations of the community. The EC is responsible for determining annual membership fees and current address of the organization. The outgoing EC along with the BD is responsible for ensuring a smooth operational transition to the incoming EC.

A. Term:

The EC is selected by the BD, or elected if applicable, by the Voting Members for a period of two (2) consecutive calendar years which is one term. EC members may stand for re-election for no more than two consecutive terms.

B. Number of Members and Positions:

The EC shall be comprised of no less than nine (9) and no more than thirteen (13) members. In order to break a tie during voting, the EC must be comprised of an odd number of members. The members of the Executive Committee shall choose from among themselves a President, a Vice-President, a Treasurer, a General Secretary and Conveners for different activities.

C. Officer Functions of Members of the EC (including but not limited to):

1) The President, shall:

- (i) Have overall responsibility to the membership for proper day-to-day functioning of the organization and oversight of the EC
- (ii) Preside over all EC and General Body meetings
- (iii) Hold General Body meetings at least once during a membership year
- (iv) Hold additional General Body meeting(s), with specific agenda, if requested in writing by one fifth of the general members from the current official membership list, or by a majority of the BD
- (v) May remove any EC member from the committee if he/she fails to perform specified duties, for just cause, and with approval of a majority of EC Members. A replacement EC member must be approved by the BD
- (vi) Must provide financial records to the general members within four (4) weeks if requested in writing by one fifth of the Members in Good Standing from the current membership list and approved by the BD. Failure to provide financial statements/records, as the case may be, is grounds for removal of the President from the EC.

2) The Vice-President, shall:

- (i) Assume the responsibilities of the President in the absence of or in the event of resignation of the President
- (ii) Conduct correspondences on behalf of the President and the EC if specifically requested by the President (since EC correspondence is a traditional responsibility of the General Secretary).

3) The Treasurer, shall:

- (i) Maintain the operating bank account jointly with the EC President or designee
- (ii) Maintain accurate records of revenues and expenditures of the organization
- (iii) Make all payments authorized by the EC
- (iv) File yearly Tax Returns by the due date in collaboration with the BD and provide copies of returns to BD for permanent recordkeeping
- (v) Prepare an annual statement of operating accounts, properly verified and jointly signed by the Treasurer and the President at the end of each membership year
- (vi) Must provide financial statements/records to the BD when requested in writing by a majority of BD members or by the Chairperson

4) The General Secretary, shall:

- (i) Maintain accurate minutes of all EC and General Body meetings electronically or in hard copy, which must be amended/approved at the next EC meeting
- (ii) Conduct all authorized correspondences on behalf of the President and the EC
- (iii) Maintain an official membership list, in collaboration with the Treasurer of the EC, containing name and contact information such as address, phone number, e-mail address and membership status (i.e. new; good standing, member since year, non-member, etc.). Update the list at least once a year at the end of the membership year
- (iv) Ensure that any non-election voting is done by Members in Good Standing only.

5) Conveners of Activities:

Members of EC may select from among themselves conveners of activities such as website maintenance, cultural, charity, food or other such categories.

D. EC Meetings and Quorum:

- 1) The Executive Committee must hold meetings at regular intervals
- 2) Quorum shall be 50% of Members
- 3) No individual other than the Executive Committee Members shall attend EC meetings unless invited by the committee

E. Vacancies:

A vacant EC position, resulting from resignation/removal/loss of membership/death etc., will be filled from the interested eligible members (eligibility defined in Article VI) by a majority decision by the EC and approved by the voting members of the BD.

TERMINATION OF BD OR EC MEMBERS

A resolution to terminate one or more BD or EC members can be initiated, for cause, by one third of Members in Good Standing and put to vote in a General Body meeting called for that purpose, with prior notice and with Quorum comprised of the General Body (see Article VIII). To be effective, such a resolution must be accepted in writing by two-thirds majority of the Members in Good Standing present at the meeting provided that the member(s) in question is allowed a hearing.

In the event the member(s) decline an invitation to the hearing, the GB shall proceed with their vote and the outcome will be communicated to the member.

ARTICLE V: FINANCE

To meet the objectives of the organization (see Article II), funds shall be raised by general subscription, fund raising events, donations, advertisements etc.

The organization shall maintain an Operating Fund and a Reserve Fund, which shall be separate and distinct.

OPERATING FUND

- A. The Operating Fund shall consist of funds required for and collected from normal operations including membership fees.
- B. The Executive Committee shall conduct all day-to-day business, host all events and activities of the organization from the operating funds.
- C. The Executive Committee shall maintain a bank account for the Operating Fund in the name of Gharoaa, Inc. At a minimum, the Treasurer and the President of the Executive Committee jointly shall have the authority to operate this account. The President may also confer the same authority on other EC members, if he/she deems necessary.
- D. At the beginning of the term of an Executive Committee, the BD shall provide the EC with startup funds in the amount equal to total revenues recognized (total of membership fees, donations and collections from advertisement) at prior calendar year Saraswati Puja, plus a sum of \$3,000 (three thousand dollars) or no more than 50% of the amount in Reserve Fund, whichever is less. This amount shall be deposited in the Operating Fund within (2) two weeks of the EC taking office.

RESERVE FUND

- A. The Reserve Fund shall hold all monetary assets of Gharoaa except for the Operating Fund.
- B. A separate savings account and/or CD for the Reserve Fund shall be maintained in the name of Gharoaa, Inc. jointly by two voting members of the Board, designated by the majority of the BD.
- C. The Board, as a goal shall maintain a minimum balance in the Reserve Fund, as required by the bank, or equivalent to the startup amount for the Operating Fund as described above, whichever is higher.
- D. The Board shall consult with and request a vote from the General Membership should there be a purpose to expend greater than 50% of the Reserve Fund for a single transaction. The BD shall be responsible to the General Body members for recommending significant spending actions regarding the Reserve Fund.

SIGNATORIES OF BANK ACCOUNTS

There must be at least two signatories for each of the Operating fund and Reserve fund. Changing a signatory from either the Operating or the Reserve Fund requires majority approval of the EC or BD respectively. Decision and reason for signatory change must be documented in the minutes of the deciding meeting.

TAX FILING AND FISCAL YEAR

Gharoaa's Tax/Fiscal Year shall be from January 01 to December 31. The organization shall file a tax return every fiscal year.

ARTICLE VI: ELECTION

Until such time when elections are declared, the Board of Directors shall appoint a new EC President and empower the President to form his/her Executive Committee in consultation with the Board. The President's appointments of the Vice President, Treasurer and the General Secretary positions must be approved by the Board. No member of the EC shall be appointed for office for more than two consecutive terms in succession.

The Executive Committee, such appointed by the Board and the President must perform their duties as outlined in Article IV.

Once elections are declared, Gharoaa shall conduct elections once every two membership years to elect a new EC and one third of the BD. Election participation includes voting, nominating, running for EC or BD positions and conduct of elections.

ELIGIBILITY TO PARTICIPATE

- A. A Member in Good Standing with a minimum of two (2) preceding consecutive years of membership is eligible to seek election for the EC.
- B. A Member in Good Standing with a minimum of five (5) preceding consecutive years of membership is eligible to seek election for the BD.
- C. All Members in Good Standing are eligible to vote in any election. They are also eligible to nominate a candidate for an EC or BD position.
- D. Any individual who has held an organizational position (Board of Directors, Advisory Committee, Executive Committee etc.) in another Bengali/Indian cultural/charitable organization in the past three (3) years or currently holds a position in another Bengali/Indian cultural/charitable organization is not

eligible to hold a position in the EC or in the BD of Gharoaa, unless otherwise waived unanimously by the BD.

ELECTION PROCEDURES

- A. Elections of the entire EC and one third members (two of the six elected members) of the BD shall be held every two years on or before the beginning of the calendar year.
- B. Elections of the BD and the EC shall be based on the simple majority of secret ballot votes cast by Members in Good Standing who are physically present at the election and cast their vote in person.
- C. No remote, absentee, authorized or electronic voting shall be allowed.
- D. In preparation for the elections, the EC shall develop a list of current Members in Good Standing (Voting Members), six to eight weeks prior to the election, using Gharoaa's ongoing membership records. This list, which is a valuable asset of Gharoaa, Inc., shall be used for executing all phases of the election process including verifying eligibility of voters, nominated candidates, etc.
- E. All Gharoaa members are responsible for updating their email or contact information at the time of annual membership renewal.
- F. The final Members in Good Standing list (the Voting Members list) shall be provided in confidence to the BD and the Election Commission (defined below) who will conduct the election.
- G. Elections shall be conducted by an independent ad-hoc Election Commission comprising of three (3) Members in Good Standing with two (2) preceding consecutive years of membership. The Election Commission will be selected by majority vote cast by all members of the BD and Officer members of the EC. The list of current Members in Good Standing shall be used to determine eligibility of serving on the Election Commission.
- H. Members of the Election Commission shall have the right to vote in the election or may opt to refrain from voting. A candidate for EC or BD positions cannot be a member of the Election Commission.
- I. Election date, names of Election Commissioners and a request for nomination of candidates to EC and BD shall be sent to all Members in Good Standing by the Executive Committee at least six (6) weeks in advance of an election.

- J. A candidate must be nominated by at least two (2) Members in Good Standing. No member can nominate more than two candidates in an election.
- K. No two members of the same family shall be eligible for nomination to the BD or EC or to the Election Commission at the same time.
- L. No two members of the same family shall be eligible to succeed each other in consecutive terms of the BD or EC unless otherwise waived by a majority of the BD.
- M. Nominations for EC and BD candidates shall be due to the Election Commissioners within seven (7) days of the initial request. Upon receipt of the nominations, the Election Commissioners shall review eligibility and approve of each nominee using the final list of Members in Good Standing. The Election Commission shall publish the names of approved candidates to the Members in Good Standing (Voting Members) within seven (7) days of the end of the nomination period.
- N. The next two (2) weeks after the candidate list is published shall be considered as public notice to the Voting Members for review and resolution of any issues associated with the information provided. Any objection must be submitted in writing within seven (7) days of publication of the candidate list. If such objection is not resolved within seven (7) days of receipt of the objection, a replacement shall be made by the BD with a majority vote.
- O. The final candidates list shall be published to all Voting Members at least two (2) weeks prior to the election date. The full list of all Voting Members shall be shared, in confidence, with all candidates at this time (i.e., at least two (2) weeks prior to the election date).
- P. Elections shall be conducted openly in full view of Voting Members. The Election Commission, in collaboration with the BD and the EC, is responsible for ensuring a fair and orderly election process.
- Q. Election Commission shall verify and announce the results to all participants present at the election venue immediately after all votes are cast and counted. Any challenge to the election results must be filed with the Election Commission immediately and resolved within seven (7) days jointly by the Election Commission and the BD.
- R. The Election Commission shall certify the final election results for publication once this review/resolution process is over, and the EC shall

publish the results within two (2) days of certification. The BD shall file the election results along with other organizational records of Gharoaa.

ARTICLE VII: EVENTS AND ACTIVITIES

At a minimum, each EC must conduct the following events every calendar year:

- Durga Puja
- A charitable event

At times, Gharoaa may decide to host events of national or regional significance, such as Banga-Sammelan. Proposals to host such events must be forwarded to the BD for review, and while the BD shall consult with the proposing body in determining feasibility of such event, final decision to host such event (or not) reside with the BD. Should it be decided to proceed with such event, the BD may at its discretion, appoint a Special Events Committee comprised of eligible and interested Members for conduct of such event.

ARTICLE VIII: GENERAL BODY MEETINGS AND QUORUM

- A. At least one General Body meeting must be held every membership year.
- B. A special General Body meeting must be held by the EC or BD if requested by at least one fifth of the current total members in good standing through a written petition and with a pre-set meeting agenda.
- C. If a meeting is duly requested by the General Body members, the meeting must be held within two months from the date of request.
- D. All meetings shall be conducted according to the accepted rules of parliamentary procedures (Robert's Rules).
- E. Quorum of General Body meetings shall be at least one third of current total members in good standing. Non-members can attend General Body meetings, but they shall not have any voting privilege.
- F. The BD or the EC cannot make a decision on any of the items on the agenda until it is discussed in the General Body meeting and until a resolution is passed.

ARTICLE IX: CONFLICT OF INTEREST AND OTHER STANDING POLICIES

- A. The name and or the logo of Gharoaa shall not be used in any publication, news media or in any public forum by any member without prior knowledge and proper approval of the BD.
- B. No member shall make any personal gain at the expense of the organization.
- C. The BD and the EC at no time shall use their position, resources, or platform of the organization, nor allow members or outside agencies collectively or individually, to benefit financially, seek public office, or appropriate Gharoaa's assets to engage in actions, events or activities that does not serve the objectives of the organization and well-being of its members.
- D. At no time shall Gharoaa conduct any event or activity without and approval of the BD.
- E. At no time shall Gharoaa conduct any event or activity where alcoholic beverage is served.

ARTICLE X: AMENDMENT OF BY-LAWS

Until elections are held, the BD, by majority vote, may amend or modify the bylaws at its discretion.

Subsequently, when the BD and EC are elected bodies of the Organization, request for amendment to the by-laws may be initiated by a simple majority of the BD or EC members or by one fifth of the Members in Good Standing. The amendment process shall be conducted by the BD and implemented at a Special General Body meeting with quorum, by two thirds vote of the Voting Members present - provided that the proposed amendment has been submitted in writing to the General Body members prior to the Special General Body meeting.

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