



Constitution and By-Laws

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CONSTITUTION

PREAMBLE

This Association is established as a non-profit, charitable, educational, and religious organization within the meaning of section 501(c) (3) of the Internal Revenue Code.

ARTICLE I: NAME

The name of this organization shall be SAIKAT, and it shall consist of a general body, a governing body, namely its executive committee (EC) and a board of advisors (BOA).

ARTICLE II: OBJECTIVE

SAIKAT's objective is to foster Bengali culture in our adopted homeland. The purpose of this organization, located at San Diego, CA, shall be to promote and to contribute to the charitable, educational and religious causes and needs of the Bengalis and/or Indian communities in the United States of America.

1. This Association is organized and operated exclusively for religious and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986
2. No substantial part of the activities of this Association shall consist of carrying on propaganda, or otherwise to influence legislation and the Association shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.
3. No part of the net earning of this Association shall ever inure to or for the benefit of or be distributable to its Members, trustees, officers or other private persons, except that the Association shall be empowered to pay reasonable out of pocket expenses (unless hired by EC for a particular task), for services rendered for its various activities and to make payments and distribution in furtherance of the exempt purposes for which it was formed.
4. Notwithstanding any other provisions of these articles, the Society will not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III: MEMBERSHIP

Membership in SAIKAT shall be open to any person or institution who believes in the Association's objective as defined in Article II above, is willing to foster such objective, and will pay the required membership dues. Membership shall be for one year commencing on January 1st and ending on December 31st.

ARTICLE IV: EFFECTIVITY DATE

This Constitution once ratified, shall take effect beginning July 31st, 2010.

ARTICLE V: ORGANIZATION AND ADMINISTRATION

SAIKAT is an organization which is governed by its Members. Members, by way of a General Body Meeting, are responsible for amending the Constitution and By-Laws, receiving the financial reports of the Association, electing and removing the Executive Committee Members and approving dissolution or merger of the Association.

1. The Association's administration shall be an Executive Committee (EC) consisting of a:
 - a. President, and
 - b. President-elect, and
 - c. General Secretary, and
 - d. Treasurer, and
 - e. Activity Coordinator, and
 - f. Food Coordinator, and
 - g. Members-at-Large (at the discretion of the EC)

2. In order to be eligible for office, candidates must be Members of SAIKAT in good standing at the time of the election. No two Members from the same family will serve on the Executive Committee at the same time.

3. The Members of the Executive Committee shall be elected by the General Body, and will assume office immediately after the election.
 - a. All positions named in ARTICLE V (1) must be elected by the General Body Members except for the office of the President.

 - b. The position of the President shall be filled by the President-elect of the previous term. However, the President shall be elected in the event the entire Executive Committee is dissolved by the General Body Members in accordance with the provisions in this Constitution.
 - i. The Executive Committee Member holding the office of Vice-President in the term immediately preceding the ratification of this Constitution shall be considered the President-elect for purposes of this clause.

4. All Executive Committee Member terms shall be two years. After the expiration of said term an Executive Committee Member may seek re-election for a new term by standing for election. However, due to the succession to the offices of President as established by ARTICLE V (3) (b) and (c), once an Executive Committee member has served as President or President-elect he or she will not be eligible for election the following election year.

5. After a member has served on the Executive Committee a total of four consecutive years such member is no longer eligible for election. Except such member may run for election for a position on the Executive Committee after two years have elapsed since his or her last service.
6. All vacancies on the Executive Committee shall be filled at the discretion of the Executive Committee with subsequent notification to the General Body Members. Such appointed Members shall hold office until the next general election.
7. If a majority of the Executive Committee resign, the remaining Members will convene a General Body Meeting within sixty (60) days to elect a new Executive Committee. Until such new Executive Committee takes office, the outgoing Executive Committee in consultation with and agreement from the BOA will safeguard the assets and day-to-day operations of SAIKAT.
8. Should a vacancy occur in the office of President for any reason, the President-elect shall serve as acting President for the remainder of the term.
9. If a vacancy occurs in the office of President-elect, the President shall appoint a member from the current or a past Executive Committee who has served on the committee for at least two years, to serve as acting President-elect until the next general election, at which time the General Body shall elect a new President-elect.

ARTICLE VI: BOARD OF ADVISORS

The Board of Advisors shall consist of four (4) General Body Members.

1. No member shall serve longer than four (4) years consecutively.
2. Each Executive Committee shall appoint 4 new members of the BOA within 60 days of taking office.
3. The 4 BOA members shall consist of i) the immediate ex-President, ii) a past executive committee member, and 2 other Saikat members at the discretion of the Executive Committee. If any of the BOA members step down before their term is over, the Executive Committee shall appoint a replacement at the earliest.
4. The Board of Advisors shall advise the Executive Committee as and when needed.
5. The Board of Advisor shall advise on long term objectives of SAIKAT as and when needed.
6. After appointing a BOA the Executive Committee shall notify the General Body of this appointment.

ARTICLE VII: MEETINGS

Meetings are defined as any gathering with physical presence, conference calls or electronic medium with simultaneous presence of the Executive Committee Members. The Executive Committee by a unanimous vote shall designate the acceptable form of meetings.

All Meetings shall be conducted in accordance of the Robert's Rules of Order as revised form time to time. In case of conflicting rules in the Robert's Rules of Order the Executive Committee can designate the applicable rule by two-thirds majority of its Members. All meetings shall have a Chair, who conducts the meeting and ensures that the rules are observed and a Secretary to record what is done.

General Body Meetings called by the Executive Committee:

1. A General Body Meeting of SAIKAT shall be held at least once a year. Twenty (20) calendar days notice is required to convene a general body meeting. An emergency general body meeting may be convened with ten (10) calendar days notice.
2. Notice shall delineate the date, time, place and agenda. Such notice shall be delivered by such means, as the Executive Committee deems appropriate.
3. Quorum for the General Body Meeting shall be one-fourth of the total Membership except as designated for the Change of the Constitution or Dissolution of the SAIKAT.

General Body Meetings called by any Member:

1. Any General Body Member in good standing can call a General Body Meeting with written consent of twenty-five (25) percent of the Membership.
2. The Executive Committee must arrange the time and place of the meeting within twenty (20) days after receipt of such notice and send ten (10) days notice of such meeting to the entire general body.

Executive Committee Meetings:

1. An extraordinary meeting of the Executive Committee may be called by the written petition of four (4) Executive Committee Members.
2. A special and/or emergency meeting of the Executive Committee may be called by the President of SAIKAT as and when required.
3. The Quorum in an Extraordinary Executive Committee Meeting will be eighty percent (80%) of the Executive Committee Members. The Quorum in all other Executive Committee Meetings will be a simple majority of the members of the Executive Committee.
4. The President shall call for at least 1 joint meeting with the BOA and the Executive Committee per year. For this special meeting, no quorum requirements are made.
5. The President shall call meetings of the Executive Committee as and when needed, by giving at least two weeks notice.
6. Deliberations of the Executive Committee shall be kept confidential by the Executive Committee members.

ARTICLE VIII: AMENDMENT

The Constitution or the By-Laws may be amended by a vote of at least two-thirds of the Members present in a general body meeting or two-thirds of the mail ballots received provided that a quorum is present. Quorum for amendment purposes shall consist of at least fifty percent (50%) of the total General Body Membership. The amendment shall be effective within thirty (30) days, or by the 1st of January the following year, whichever occurs first.

ARTICLE IX: DISSOLUTION OR MERGER

The Association may be dissolved or merged by an affirmative vote of at least two-thirds of the entire general body. A quorum to dissolve or merge the Association shall consist of at least seventy-five percent (75%) of the total General Body Membership. Upon winding up and dissolution of this

Association after paying or adequately providing for the debts and obligations of the Association, the remaining assets shall be distributed to a nonprofit fund, foundation, association or corporation, which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

BY-LAWS

ARTICLE I: MEMBERSHIP

- A. Annual Membership dues shall be determined by the Executive committee and clearly notified to the General Body.
 - a. "Annual Membership dues" shall include the fees of a specified number of Saikat events.
 - b. The names of these events included shall be notified in advance by the Executive Committee
 - c. The Executive Committee has the right to alter the fees with at least 2 weeks advance notice to the General Body
- B. A Saikat "member" is defined as an individual/group who has paid the annual membership dues by August 15th of the membership year.
- C. A single person who resides with a Member family shall be considered a Member of the family provided that he/she is under the age of twenty-one (21) or financially dependent on the family.
- D. Membership shall not be restricted to anyone meeting the requirements of Article III of the constitution.

ARTICLE II: EXECUTIVE COMMITTEE

- A. The Executive Committee shall have the overall responsibility for the functioning of SAIKAT.
- B. The Executive Committee shall direct the funds of SAIKAT.
- C. Any Member of the Executive Committee may be removed from office by a seventy-five (75%) vote of the Executive Committee.
- D. The Executive Committee shall act only by a simple majority vote of a quorum on a motion properly made and seconded. In case the Executive Committee is deadlocked on any issue, the Board of Advisors is empowered to cast the tie-breaking vote after evaluating the issue at hand in detail.
- E. The discussions and decisions of the Executive Committee shall be recorded in a bound and numbered book. The signatures of the Members present in the book shall verify such record. In case of meetings where all Members are not physically present, the Executive Committee can designate other means of keeping records that will provide a reasonable record of the proceedings.
- F. The President, in consultation with and agreement from his Executive Committee (EC), shall set the minimum attendance requirement of EC members to EC activities and meetings. If an EC member does not meet this requirement without providing a valid reason, the EC in consultation with the BOA, can take action against the member including requesting the member's resignation. If such request is not acted upon by the member within 30 days of receiving the written request, the EC may remove the office bearer with a simple majority vote.

ARTICLE III: DUTIES OF THE EXECUTIVE COMMITTEE MEMBERS

- A. The Executive Committee is charged with furthering the objectives of SAIKAT in the best possible way as circumstances change. The succeeding paragraphs delineate the duties of each Executive Committee Member and are illustrative, but not exhaustive.
1. The duties of the President shall include:
 - 1.1 Setting the strategy and long-term direction of SAIKAT.
 - 1.2 Ensuring the financial stability of SAIKAT in a fiscally responsible manner.
 - 1.3 Ensuring a smooth transition of records and assets to the next President
 - 1.4 Compliance with appropriate laws.
 - 1.5 Presiding over General Body and Executive Committee meetings.
 - 1.6 Coordinating all activities of SAIKAT in consultation with Executive Committee Members.
 - 1.7 Appointing Sub-Committees and designating its Convener with the consent of the Executive Committee whenever deemed necessary.
 - 1.8 Representing SAIKAT whenever deemed necessary.
 - 1.9 Consult regularly with the Board of Advisors (BOA) as and when needed.
 - 1.10 Keep the Board of Advisors informed regarding affairs of SAIKAT. Establish a transparent & meaningful relationship with BOA. Attend BOA meetings when needed
 - 1.11 Promote & support a coherent committee having trust and respect for each other.
 2. The duties of the President-elect shall include:
 - 2.1 Discharging the responsibilities of the President as and when necessary.
 - 2.2 Assisting the Executive Committee in coordinating activities of SAIKAT.
 3. The duties of the General Secretary shall include:
 - 3.1 Discharging the responsibilities of the President or President-elect during the latter's temporary absence.
 - 3.2 Coordinating the activities of SAIKAT in consultation with the President.
 - 3.3 Taking the initiative for the adequate publicity of the activities of SAIKAT.
 - 3.4 Keeping the minutes of all meetings arranged under aegis of SAIKAT.
 - 3.5 Taking the initiative to conduct the election of SAIKAT at the designated time.

4. The duties of the Treasurer shall include:
 - 4.1 Keeping the accounts of SAIKAT
 - 4.2 Operating an account in the name of SAIKAT in a bank decided by the Executive Committee and issuing checks bearing signatures of persons as defined in clause 2 of Article IV (Income and Expenditures).
 - 4.3 Presenting an annual financial report to SAIKAT General Body and interim accounts of SAIKAT every six months to the Executive Committee.
 - 4.4 Safeguarding the monetary and non-monetary assets of SAIKAT.
 - 4.5 Filing Tax Return every year in specific forms designated by the IRS to ensure our Non-profit status.

 5. The duties of the Activity Coordinator shall include:
 - 5.1 Coordinating the cultural shows organized by Saikat
 - 5.2 Coordinating the cultural shows where Saikat is invited to participate.
 - 5.3 Determining the list of programs for these shows in consultation with the President and the Treasurer, subject to approval by a majority of the Executive Committee
 - 5.4 Maintaining a vibrant relationship with the General Body by striving to be inclusive, fair and transparent in all decision making processes.
 - 5.6 The primary responsibility of the Activity coordinator during a Saikat event is the overall coordination between the various groups involved in the event.

 6. The duties of the Food Coordinator shall include:
 - 6.1 Coordinating the menu at all Saikat events where food is served, in consultation with the Treasurer and subject to approval by a majority of the Executive Committee.
 - 6.2 Coordinating with the vendors/providers of food.
 - 6.3 Coordinating and supervising smooth execution of all operations related to food service, including but not necessarily limited to arranging for volunteers, arranging for food pickup, serving and distribution of food, venue cleanup, securing any applicable post-event food-related release clearance from a competent venue authority, etc.

 7. All the members of the Executive Committee shall:
 - 7.1 Assist the President in achieving the overall goals of Saikat
 - 7.2 Assist the Treasurer in raising funds.
 - 7.3 Keep the good of Saikat in mind in discharging their duties.
 - 7.4 Work together as a team and assist each other in order to efficiently carry out the work of Saikat.
- B. It is incumbent upon all Executive Committee Members to familiarize themselves with Robert's Rules of Order so the business of the Committee can be conducted efficiently and democratically.

ARTICLE IV: INCOME AND EXPENDITURE

- A. All the monetary income of SAIKAT shall be deposited in a bank approved by the Executive Committee.
- B. Withdrawals over one hundred dollars (\$100) may only be made with one of the following the signatures of any one of the following officers, the President, the President-elect, or the Treasurer.
- C. The Executive Committee shall appoint a sub-committee of at least two Members, who do not serve on the Executive Committee to audit and certify SAIKAT's year-end Statement at the end of the Membership year.
- D. The President, President-elect, General Secretary, or the Treasurer may spend up to \$100 at any one time during the membership year without prior permission of the Executive Committee. The Executive Committee, by a majority of vote, shall endorse such action if the expenditure was justifiable. If the expenditure was found to be unjustifiable the Executive Committee shall have the option to withdraw such privilege of the particular officer for the rest of the membership year.
- E. The Saikat fiscal year will be from January 1st to December 31st.

Emergency Fund

- A. The Executive Committee shall maintain \$3000 as a separate emergency fund.
- B. Upto \$1500 of this emergency fund may be accessed at a time by the Executive Committee with consent from a majority of the Board of Advisors and the Executive Committee.
- C. The Executive Committee shall strive to replenish and maintain this emergency fund.

Surplus Funds

- A. At the end of the fiscal year after an election the outgoing treasurer shall calculate the total surplus funds.
- B. 75% of this surplus funds shall be kept in a separate account.
- C. Withdrawals from this "surplus funds" account shall only be made in the case of extreme emergency and must have consent from at least 60% of the Saikat members in attendance at a General Body meeting.
- D. In case an EC is dissolved or disbanded in the middle of a fiscal year, it is incumbent on the President and Treasurer of the outgoing Executive Committee to calculate the surplus funds at the end of the previous fiscal year and carry out the instructions in B. above. In case, the President and Treasurer are both unavailable and unwilling to carry out this exercise, the BOA is authorized to carry out this audit.

ARTICLE VI: ELECTION

- A. Elections for the members of the Executive Committee shall be held during the fourth calendar quarter (or during Durga Puja) of each election year . If the Election is held under Article V, Section 7 of the constitution, then the rules in that section shall apply.
- B. The Executive Committee shall select three (3) members of the Election Commission, one of which shall be the Convener at least 30 calendar days before the date of the election and all responsibilities for conducting the election in accordance with the Constitution shall vest in the Election Commission.
- C. A Member of the Election Commission shall not be:
 - 1. A sitting Member of the Executive committee in office.
 - 2. A candidate for the next election.
 - 3. A family member of a candidate for the next election.
 - 4. Any person with a conflict of interest with any of the candidates running for election.
- D. A Member of the Election commission shall be a Member of Saikat
- E. Election shall be by secret ballot except when an office is uncontested.
- F. Nominations in writing proposed by one Member seconded by another and accepted by the candidate must be received by the Election Commission on or before such date as fixed by the Election Commission. Once the Election Commission verifies a nominee as eligible for the position sought, the name of the candidate shall be forwarded to the Executive Committee for inclusion in the election materials sent to the Members.
- G. The Election Commission shall have the power to set working rules, which are in accordance with the principles of Article II (Objectives) and Article IV (Organization and Administration) of the SAIKAT CONSTITUTION and Article VI (Election) of these By-Laws.
- H. The Convener of the Election Commission shall conduct the election and announce the election results and names of the new Executive Committee Members as soon as possible following the vote
- I. Whichever candidate receives the most votes for the position shall be declared the winner.
- J. In case of a tie the winner will be decided by a coin toss.
- K. A General Body Meeting may remove any and all members of the Executive Committee and appoint new members or a new Executive Committee by way of the same election procedures.

Eligible Voters

- A. Those who have paid the Annual Membership dues in the current membership year between January 1st and August 15th are eligible to vote.
- B. Eligible voters must be at least 21years of age on the day of the election.
- C. The number of votes per membership depends on the membership category assuming the other requirements of this section are met
 - a. Single Members have 1 vote
 - b. Couple Members have 2 votes
 - c. Family Members have as many votes as there are adults above the age of 21years in that family.

ARTICLE VIII: SPECIAL TASK COMMITTEE

- A. The Executive Committee has the power to set up any independent autonomous SPECIAL TASK COMMITTEE to fulfill a TIMELY objective or goal of SAIKAT.
- B. The Autonomous Special Task Committee will be given full authority to conduct its business and fulfill its mission as defined by an Executive Committee resolution. Said committee shall stay in force until this SPECIAL TASK is accomplished, regardless of changes in the Executive Committee Membership, or any amendments.
- C. A Special Task Committee can be removed by a seventy-five percent (75%) vote of the Executive Committee.

ARTICLE IX: STANDARDS & CODES OF CONDUCT

- A. Members of Executive Committee and BOA are expected to behave as true professionals with a sense of dignity, respect and tolerance for each other during meetings, events, get-together, etc. The code of conduct shall be in accordance with provision outlined in Robert's rule of order.
- B. A special need to make SAIKAT an attractive and successful organization, each member needs to make an extra effort to do a good PR (Public Relation) job – especially during events and social gatherings.
- C. Any information sent electronically should be in accordance with the provisions provided by the Robert's rule. All deliberations of the Executive Committee shall remain confidential.