

BYLAWS of UTSAB, INC.

Article 1. Preamble

Section 1. Definitions

- a. New York Capital Region (NYCR) - For the purposes of these bylaws, "New York Capital Region", or "NYCR", shall include the four counties of Albany, Rensselaer, Saratoga and Schenectady as per the NY municipal and tax boundaries.
- b. Member – as defined in Article 6.
- c. General Body – as defined in Article 6.
- d. Director – as defined in Article 7.
- e. Board of Directors (BOD) – as defined in Article 7.
- f. Officer – as defined in Article 8.
- g. Principal Officer – as defined in Article 8.
- h. Non-principal Officer – as defined in Article 8.
- i. Member in good standing – member with all dues paid and not incapacitated in any way that would prevent him or her from making decision/judgment on his or her own behalf as a member.

Section 2. Genesis

In November 2005, thirty-two individuals listed in Appendix 1. Founding Members of UTSAB, INC., all residents of NYCR, jointly decided to form a not-for-profit and non-political New York corporation within the meaning of section 501(c)(3) of Internal Revenue Code under the name of UTSAB, INC. (hereinafter referred to as "the corporation").

These individuals, collectively, shall hereinafter be referred to as "the founders" of the corporation. The founders shall be the initial members of the corporation and, like any other member of the corporation, must abide by the articles of incorporation, these bylaws and provisions of the law.

Section 3. Mission

Consistent with the vision of its founders, the mission of the corporation shall be to organize such events and perform such activities that shall meet one or more of the following objectives:

- a. Help foster awareness, understanding and appreciation of the unique and rich Bengali language, heritage, culture or traditions, and religious festivals relevant to Hindu Bengalis in and around the NYCR.
- b. Help build stronger communities through charitable fundraising, donations, outreach activities, and inter-community relations.
- c. Help support public charities working for the relief of the poor, the distressed, or the underprivileged.

Article 2. Names

Section 1. Name

The name of the corporation shall be "UTSAB, INC."

Section 2. Alternate Name

The corporation shall also do business under the alternate name of "UTSAV" within all applicable counties within the State of New York.

Article 3. Offices

Section 1. Principal Office

The principal office of the corporation shall be located in Albany County, State of New York. At the time of incorporation, the address of the principal office of the corporation is 6 Ildra Ln, Albany, NY 12203.

Section 2. Change of Address

The designation of the county of the corporation's principal office may be changed by amendment of these bylaws. The BOD may change the principal office from one location to another within the named county by recording the changed address and effective date in Appendix 2. Record of Address Changes of UTSAB, INC., and such changes of address shall not be deemed, nor require, an amendment of these bylaws.

Section 3. Other Offices

The corporation may also have offices at such other places, within or without its state and county of incorporation, where it is qualified to do business, as its business and activities may require, and as the BOD may, from time to time, designate.

Article 4. Nonprofit Purposes

Section 1. IRC Section 501(c)(3) Purposes

The corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, 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 or corresponding section of any future federal tax code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of the corporation are as stated in the third article of the Certificate of Incorporation.

Article 5. IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

- a. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- b. Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Prohibition Against Private Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that

the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as set forth in this certificate of incorporation.

Section 3. Distribution of Assets upon Dissolution

In the event of dissolution, all of the remaining assets and property of the corporation shall after deducting all applicable expenses thereof be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, OR, to the federal government, OR, to the state or local government for a public purpose upon approval of a Justice of the Supreme Court of the State of New York.

Section 4. Private Foundation Requirements and Restrictions

In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation

- a. Shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
- b. Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- c. Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- d. Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and
- e. Shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

Article 6. Members

Section 1. Number

There shall be no limit on the number of members the corporation may admit. Collectively the members of the corporation shall be known as the "General Body".

Section 2. Determination and Rights of Members

The categories of membership shall be as follows:

- a. Family Membership - shall apply to and include both spouses jointly applying for membership.
- b. Individual Membership - shall apply to and include the individual applying for membership.
- c. Student Membership – shall apply to and include the full-time student applying for membership.

No member shall hold more than one membership in the corporation. Membership benefits shall include (1) Voting Rights (as laid down in Section 19 of this Article), (2) free or discounted admissions to the corporation's facilities or events, and (3) free or discounted admissions to Member Events (as laid down in Section 11 of this Article) sponsored by the corporation where the per-person cost (not including overhead) shall be within the IRS "low-cost articles" limit. Except as expressly provided in or authorized by the articles of incorporation, these bylaws, or provisions of applicable law, all members shall have the same rights, privileges, restrictions, and conditions.

Section 3. Qualifications for Members

The qualifications for members in the corporation shall be all of the following:

- a. Shall be of the age of majority in the State of New York;
- b. Shall agree to and do abide by the articles of incorporation, these bylaws, or provisions of applicable law;

- c. Shall not have concurrent membership in or allegiance to such other Bengali organizations or associations located within NYCR that may result in the member directly or indirectly engaging in conduct prejudicial to the interests or purposes of the corporation.

Section 4. Admission of Members

- a. The founders shall automatically be the initial members of the corporation with effect from the date of incorporation and shall not be required to apply for membership. All subsequent membership shall require application in the prescribed application form duly signed and mailed to the corporation along with any applicable fees and dues at the corporate address provided on the application form. All applications for new membership shall require recommendation from two members in good standing. BOD shall notify the members of such new applications and provide a two-week period for the members to provide any possible feedback relevant to the applications. Applicants shall be admitted to membership of the corporation subject to approval of the BOD. In the event that the BOD is unable to reach a decision on a membership application, it shall be placed before the General Body for a decision by majority vote. Application from an ex-member of the corporation shall be treated as an application for new membership.
- b. If any objections are received by the BOD from any member(s) with respect to the application for membership by an individual, the BOD shall meet within one month (either in person or via telephone or email) to discuss the validity and impact of all such received objections. At least 5 (five) of the 7 (seven) Directors must agree to admit or refuse to admit the prospective member. If the BOD is able to reach a decision by a five out of seven majority, the Secretary shall notify the members of the BOD's decision and rationale for that decision promptly. If such a strong consensus by the BOD is not possible, then the matter shall be referred to a member meeting (or email solicitation) within an additional 2 months. An agreement by a simple 51% majority of the members shall suffice to approve or deny admission to the prospective member. For admission to membership, a prospective member and his/her spouse shall be considered as a single inseparable unit.
- c. If an application for membership by any individual is denied (by the BOD or the members), such an individual may re-apply for membership after 3 (three) years.

Section 5. Fees and Dues

- a. No application fee shall be charged for applying for membership in the corporation.
- b. There shall be annual dues payable to the corporation by its members, the amount and effective date of which shall be determined by the General Body.
- c. The General Body may, time-to-time, review and change any applicable fees and dues payable to the corporation by its members and such changes shall not be deemed, nor require, an amendment of these bylaws.
- d. Annual membership dues can be paid in up to three consecutive equal monthly installments. The first installment shall be due by the end of the first calendar month of membership in case of new members, and by January 31 in case of membership renewal. The second installment shall be due by the end of second calendar month of membership in case of new members, and by February 28 (February 29 in a leap-year) in case of membership renewal. The third installment shall be due by the end of third calendar month of membership in case of new members, and by March 31 in case of membership renewal.

- e. Membership shall expire on December 31 of each year and shall require timely renewal to avoid possible late fee or termination as described in section 8 of this article.
- f. The BOD may, at its discretion, waive membership fees for an individual or a family, for a given year, under exceptional circumstances.
- g. New members shall be required to pay annual dues, pro-rated quarterly, based upon the number of full and partial quarters remaining in the current calendar year starting from the date of application for membership.

Section 6. Membership Book

The corporation shall keep a membership book containing the name and address of each member. Beginning/termination of the membership of any member shall be recorded in the book, together with the date of beginning/termination of such membership. Such book shall be kept with the custodian of corporate records as mentioned in Article 14 of these bylaws.

Section 7. Non-transferability of Memberships

No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.

Section 8. Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

- a. Upon her or his written notice of such termination delivered to the president or secretary of the corporation personally or by mail or fax or email, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail. If the reason for such voluntary termination happens to be relocation of residence to a location outside the NYCR, such member shall be entitled for a monthly pro-rated refund of dues already paid for the current dues period.
- b. If the corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or by mail or by email or by facsimile notification to such member by the secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues plus \$5 late fee within a thirty (30) day period following the member's receipt of the written notification of delinquency.
- c. After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, upon a determination by the BOD that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall be entitled to a monthly pro-rated refund of dues already paid for the current dues period. In case of Family membership, such expulsion of one spouse shall automatically terminate the Family membership of the other spouse. Any person expelled from the corporation upon determination by the BOD shall have a one-time right to appeal such determination. Such appeal shall be submitted in writing, duly signed by the appellant, to the President of the corporation within 30 days of such determination, stating clearly the basis of such appeal. The President shall do the needful for such an appeal to be heard by the General Body in a special meeting within 30 days of receipt of such appeal by the President. In case of clear violation of the articles of the corporation or these bylaws or provisions of applicable law by the appellant, as already substantiated by the BOD, the decision of the BOD as determined by two-thirds majority shall

be final; otherwise the General Body shall decide by majority vote where decision taken by at least fifty one percent of the members in good standing shall prevail. All rights of a member in the corporation shall cease on termination of membership as herein provided.

Section 9. Compensation

As laid down in Article 12.

Section 10. Non-liability of Members

As laid down in Article 12.

Section 11. Member Events

- a. The corporation may, from time-to-time, organize events and activities for the general well being of its members. Such events shall be open only to members and their guests, subject to the limitations described below.
- b. Members shall have the right to participate in all such events and activities subject to payment of applicable fees, if any, as may be determined by the BOD.
- c. Participation in such events and activities shall also be open to the dependents of members with the following exception. Spouse of an "Individual Member" as defined in Article 6, Section 2 shall not be considered a dependent for the purpose of this article.
- d. A member's guests may be allowed to participate in such events and activities subject to timely notification by the member to the BOD and upon payment of applicable fees, if any, as may be determined by the BOD. The fees required from non-members for an event shall be reasonably higher than the fees required from members. No such guests, however, shall be allowed to participate in a member event that also includes a regular or special meeting of the corporation as one of the activities.
- e. Utsav will organize at least two events each year which will be open to the public, including non-members of Utsav. The two such required public events include: (1) Saraswati Puja, and (2) Durga Puja.

Section 12. Place of Meetings

Meetings of members shall be held at the principal office of the corporation or at such other places as may be designated from time to time by the President or Secretary of the corporation.

Section 13. Regular Meetings

A regular meeting of members shall be held each year within the first quarter of the year, after the first meeting of the BOD, for the purpose of welcoming the new directors and officers, reviewing the corporate annual report for the previous year, reviewing the high-level corporate plan for the current year and for the Saraswati Puja of the next year, and for transacting such other business as may come before the meeting.

Section 14. Special Meetings

Special meetings of the members shall be called by the BOD, the chairperson of the BOD, or the president of the corporation, or by one-fourth of the members in good standing having primary residence within the NYCR by a signed petition to the BOD. The person or persons calling such meetings shall inform the purpose or purposes of the meeting to the BOD to enable timely distribution of the same to all members in good standing, by the BOD, prior to the meeting.

Section 15. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of applicable law, notice stating the place, day, and hour of the meeting

and, in the case of a special meeting the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) nor more than sixty (60) days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage prepaid. Personal notification includes notification by telephone or by facsimile machine or by email. Whenever any notice of a meeting is required to be given to any member of the corporation under provisions of the articles of incorporation, these bylaws, or the law of the state of New York, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice. If the corporation maintains a corporate website, then notice of meetings shall additionally be posted on such website of the corporation.

Section 16. Quorum for Meetings

- a. A quorum shall consist of one-third of the members in good standing having primary residence within the NYCRC. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of applicable law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.
- b. For the purpose of evaluating the fulfillment of the quorum for a meeting, any member whose spouse is not present at said meeting shall be considered to also represent his/her spouse at the meeting. Such a member without his/her spouse shall be counted as two members in order to evaluate the fulfillment of the quorum.
- c. A member whose spouse is not present at a meeting shall be permitted to also vote on behalf of his/her spouse at the meeting (in addition to his/her own vote), unless the spouse has informed the Secretary in advance of the meeting that a proxy vote by her/his spouse should not be counted. This denial of proxy vote by a spouse can be made effective for all future meetings by informing the secretary in writing.

Section 17. Conduct of Meetings

Meetings of members shall be presided over by the chairperson of the BOD, or, in her or his absence, by the vice president of the corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the members in good standing present at the meeting. The secretary of the corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 18. Majority Action as Membership Action

Every act or decision done or made by a majority of members present in person or by proxy at a duly held meeting at which a quorum is present is the act of the members, unless the articles of incorporation, these bylaws, or provisions of applicable law require a greater number.

Section 19. Voting Rights

There shall be two types of voting rights:

- a. Electoral Voting Rights - shall allow a member to vote in the annual election (as defined in Article 11). Each new member shall acquire electoral voting rights from six months after full payment of the annual membership dues.

- b. General Voting Rights - shall allow a member to vote in member meetings and any electronic voting over the Internet. Each new member shall acquire general voting rights immediately upon full payment of the annual membership dues.

Once acquired, both types of voting rights shall be perpetual provided the membership (1) is not terminated, (2) is renewed by March 31 of each year, and (3) remains in good standing. Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Voting without meeting may be by electronic voting over the Internet. Voting at the annual election to elect the principal officers and directors, however, shall be by written ballot.

Section 20. Action by Written Ballot

- a. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of applicable law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written or emailed ballot to each member entitled to vote on the matter.
- b. The ballot shall:
- set forth the proposed action;
 - provide an opportunity to specify approval or disapproval of each proposal;
 - indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
 - specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.
- c. Such ballots shall be mailed via any regular mail service, or emailed.
- d. Approval of action by written or emailed ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- e. Directors and principal officers shall be elected by written ballot as laid down in Article 11. Such ballots for the election of directors and principal officers shall list the persons nominated at the time the ballots are mailed or delivered.

Article 7. Directors

Section 1. Number

The corporation shall have seven directors and collectively they shall be known as the "Board of Directors" or "BOD". The number of directors can be increased by an amendment of these bylaws.

Section 2. Initial Directors

The initial directors of the corporation shall be the ones listed in the articles of incorporation.

Section 3. Qualifications for Directors

Qualifications for elected directors of the corporation shall be as follows:

- a. Shall be of the age of majority in the State of New York;
- b. Primary residence shall be within the NYCR;
- c. Shall be members in good standing for the full calendar year the annual election (as laid down in Article 11) is held where such members are elected as directors;

- d. Two or more members of the same family shall not be in the BOD concurrently.

Section 4. Powers

Subject to the provisions of the laws of the state of New York and any limitations in the articles of incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of the corporation, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the BOD.

Section 5. Duties

It shall be the duty of the directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the certificate of incorporation, or by these bylaws;
- b. Appoint and remove, and, except as otherwise provided in these bylaws, prescribe the duties of all officers, agents, if any, of the corporation;
- c. Supervise all officers, agents, if any, of the corporation to assure that their duties are performed properly;
- d. Meet at such times and places as required by these bylaws; and
- e. Register their addresses, email addresses and fax numbers, if any, with the secretary of the corporation, and notices of meetings mailed, emailed or faxed to them at such addresses, email addresses, or fax numbers shall be valid notices thereof.

Section 6. Term of Office

- a. The term of the initial directors of the corporation shall expire on December 31, 2006, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be appointed and qualified, whichever comes first.
- b. All subsequent directors shall be elected as per Article 11 of these bylaws. Each subsequent director shall hold office for a period of one calendar year, or until his or her successor is elected and qualifies. A director cannot hold office for more than three (3) consecutive terms. The General Body can waive this restriction if a sufficient number of candidates for the director positions are not available.

Section 7. Compensation

As laid down in Article 12.

Section 8. Non-liability of Directors

As laid down in Article 12.

Section 9. Place of Meetings

Meetings shall be held at the principal or any other office of the corporation or at such other place or places as may be designated from time to time by resolution of the BOD.

Section 10. Regular Meetings

Regular meetings of directors shall be held once each in the months of January, April, July and October at a date and time as agreed upon by the majority of the directors. The meeting in January shall be held on or before 15th day of the month. Primary purpose of the January meeting shall be to review reports of the past year and prepare plan and budget for the current year ahead of the January General Body meeting. The purpose of the other regular meetings shall be to review quarterly performance of the corporation and monitor its progress and reevaluate plans if necessary.

Section 11. Special Meetings

Special meetings of the BOD may be called by the chairperson of the BOD, the president, the vice president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the BOD. Such meetings shall be held at the principal or any other offices of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 12. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of applicable law, the following provisions shall govern the giving of notice for meetings of the BOD:

a. Regular and Special Meetings. The secretary of the corporation shall give at least two (2) weeks prior notice to each director for each regular meeting of the BOD. The secretary of the corporation shall give at least two (2) days prior notice to each director for each special meeting of the BOD.

Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, or by email and shall state the place, date, and time of the meeting.

b. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of the corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 13. Quorum for Meetings

A quorum shall consist of two-third of the members of the BOD. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of applicable law, no business shall be considered by the BOD at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 14. Majority Action as BOD Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the BOD, unless the articles of incorporation, these bylaws, or provisions of applicable law require a greater percentage or different voting rules for approval of a matter by the BOD.

Section 15. Conduct of Meetings

Meetings of the BOD shall be presided over by the chairperson of the BOD, or, if no such person has been so designated, or in his or her absence, the president of the corporation, or in his or her absence, by the vice president of the corporation, or in the absence of each of these persons, by a chairperson 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 BOD, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws or with provisions of applicable law.

Section 16. Vacancies

a. Vacancies on the BOD or in the position of a principal officer (as defined in Article 8 Section 1) shall exist (1) on their death, resignation, or removal from office, and (2) whenever the number of authorized directors is increased.

- b. Any director or principal officer may resign effective upon giving written notice to the chairperson of the BOD, the president, the secretary, or the BOD, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the state of New York.
- c. Any director or principal officer may be removed from office, with or without cause, as permitted by and in accordance with the laws of the State of New York. Such an action can only be initiated by a petition signed by at least one third of the members in good standing, and must be approved in a General Body meeting by at least a fifty one percent majority of the members in good standing.
- d. Unless otherwise prohibited by the articles of incorporation, these bylaws, or provisions of applicable law, any vacancy in the BOD or in the position of a principal officer shall be filled in the following manner. For any such vacancy occurring on or before December 31, 2006, then the position will be filled by a nominee of the BOD. For any such vacancy occurring on or after January 1, 2007, (1) if more than six months shall remain in the current term of the BOD, then the position will be filled by a regular election as per Article 11; (2) if less than six months shall remain in the current term of the BOD, then the position will be filled by a nominee of the BOD.
- e. A person elected or nominated to fill a vacancy on the BOD or in the position of a principal officer shall hold office until the next regularly scheduled election or until his or her death, resignation, or removal from office.

Article 8. Officers

Section 1. Designation and Number of Officers

The corporation shall have four principal officers - a president, a vice president, a secretary, and a treasurer. The principal officers shall fill four out of the seven positions of Director of the corporation.

The corporation may also have one or more non-principal officers such as assistant secretary, assistant treasurer, and other such officers with such titles as may be determined from time to time by the BOD.

Section 2. Qualifications for Officers

- a. Qualifications for principal officers shall be the same as that laid down in Article 7 Section 3.
- b. Qualifications for non-principal officers shall be the same as that laid down in Article 7 Sections 3(a) and 3(b).
- c. Only a member who is qualified to be a principal officer as per Article 7 Section 3, and has served on the BOD at least once before is qualified to become President of the corporation. The BOD may relax this restriction if no qualified individual is willing to serve as President for a forthcoming term.

Section 3. Election or Appointment and Term of Office

- a. The initial principal officers shall be from among the initial directors as per resolution of the founders of the corporation. The term of an initial principal officer shall expire on December 31, 2006, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be appointed and qualified, whichever comes first.
- b. All subsequent principal officers shall be elected as per Article 11 of these bylaws. Each principal officer thus elected shall automatically be deemed elected as one of the directors of the corporation. Each such principal officer shall hold the respective office for a period of one calendar year, or until he or she resigns or is

removed or is otherwise disqualified to serve, or until his or her successor shall be appointed and qualified, whichever comes first. A member, if elected, can hold the same principal office continuously for a maximum of two (2) consecutive terms. The General Body can waive this restriction if a sufficient number of candidates for the principal officer positions are not available.

- c. Each non-principal officer shall be appointed by the BOD and hold office for such term as the BOD may decide, or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be appointed and qualified, whichever comes first.

Section 4. Vacancies

- a. Vacancies occurring in offices of principal officers shall be governed by Article 7 Section 16.
- b. Vacancies occurring in offices of non-principal officers appointed at the discretion of the BOD may or may not be filled, as the BOD shall determine.

Section 5. Duties of President

The president shall be the chief executive officer of the corporation and shall, subject to the control of the BOD, supervise and manage the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the BOD. Unless another person is specifically appointed as chairperson of the BOD, the president shall preside at all meetings of the BOD and, if the corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks (jointly with treasurer), or other instruments, which may from time to time be authorized by the BOD.

Section 6. Duties of Vice President

In the absence of the president, or in the event of his or her inability or refusal to act, the vice president shall perform all the duties of the president, and when so acting shall have all the powers of, and be subject to all the restrictions on, the president. The vice president shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the BOD.

Section 7. Duties of Secretary

The secretary shall:

- a. Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
- b. Keep at the principal office of the corporation or at such other place as the BOD may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- d. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.
- e. Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any

membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

- f. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- g. In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the BOD.

Section 8. Duties of 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, or other depositories as shall be selected by the BOD.
- 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 BOD, taking proper vouchers for such disbursements. Any check above one hundred dollars (\$100) shall require the signatures of both the Treasurer and the President.
- d. Have the authorities to approve the reimbursement of, and disburse towards such reimbursement, up to one hundred dollars (\$100) of expense incurred by any member at the behest of any of the directors, or any of the committees of the corporation in connection with any corporate activity approved by the BOD. The treasurer shall notify the BOD, either in writing or via email, of such approvals within ten (10) days of such approvals. The Treasurer may not have an outstanding balance of such BOD-unapproved expenses exceeding two hundred dollars (\$200) at any time.
- e. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- f. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- g. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
- h. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- i. In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the BOD.

Section 9. Duties of Directors

- a. The Directors collectively have the responsibility to lead Utsav, organize its activities, and provide vision and execution for the well being and growth of the organization. Each of the Directors of Utsav has the duty to act in accordance with these Bylaws and the desires and preferences of the majority of the members of Utsav. As such, their principal responsibilities are for the efficient and timely conduct of the regular and ongoing business of Utsav. They each need to consider and represent the preferences and desires of the broader Utsav membership, even if that differs from their own personal views. In making such decisions they can be guided by past precedent, their own intuitions and

awareness of other members' opinions, and limited polls of a few representative members.

- b. If any issue cannot be resolved on a per occurrence basis with concurrence from the BOD, and needs consensus on a general policy, or which may affect the longer term social or financial health of Utsav, then the Directors (including the Principal Officers) have the responsibility to seek a majority opinion from the members.

Section 10. Compensation

As laid down in Article 12.

Section 11. Non-liability of Officers

As laid down in Article 12.

Article 9. Employees

Section 1. Number

The corporation shall have no employees.

Article 10. Committees

Section 1. Executive Committee

The executive committee shall consist of all the directors of the corporation.

Section 2. Other Committees

- a. The corporation shall have other ad-hoc committees as may from time to time be designated by the BOD from amongst the members who volunteer to serve on such a committee. Any member in good standing and having primary residence within NYCR can volunteer for any and all such committees. Each such committee shall comprise of at least two such members, and unless there are too many volunteers to suit the needs of a committee, all volunteers will be automatically accepted. Each member of a committee will have an equal voice in the decisions of the committee. Any committee may co-opt a member who is not a resident of NYCR in a non-voting advisory capacity, if so desired. These ad-hoc committees will be individually responsible for organizing each of the events of Utsav, and for any other required organizational or infrastructure activities.
- b. Each ad-hoc committee responsible for an Utsav event shall elect a chairperson six to eight weeks prior to the event. The duties of the chairperson include organizing meetings of the members of the committee (in person or via electronic means), coordinating all the activities of the committee, facilitating collective decisions, and keeping the BOD and other members informed in a timely manner.
- c. Such ad-hoc committees shall be accountable to the BOD, and specific decisions made by them can be over-ruled by a majority of the BOD if it affects the financial or social health and well being of Utsav. Each ad-hoc committee shall report the decisions made by it to the BOD in a timely manner. The BOD may appoint one of the Directors to serve on any ad-hoc committee to serve as a liaison to the BOD, if necessary. If any committee is not making adequate progress, or not reporting its decisions in a timely manner, the BOD may appoint one of the Directors to chair the committee.

Section 3. Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the BOD, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the BOD and its members, except that

the time for regular and special meetings of committees may be fixed by resolution of the BOD or by the committee. The BOD may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article 11. Election of Directors and Principal Officers

Section 1. Annual Election

- a. There shall be one annual election to elect the President and the six directors for the seven-member BOD of the corporation.
- b. Annual election shall be held in the month of November each year.
- c. Annual election shall be conducted by a three-member election committee to be appointed by the BOD, by the first Saturday of October, from among volunteering members in good standing of the corporation.
- d. The election committee shall take immediate effect upon appointment by the BOD and shall seek nominations from eligible members (as laid down in item (g) below) within one week of taking effect.
- e. Procedure of voting shall be transparent and shall be announced by the election committee at the time of seeking nominations.
- f. Election committee shall receive nominations only up to and including the fourth Saturday of October.
- g. All candidates must be members in good standing having electoral voting rights since January 1 of the election year or before and must have primary residence within NYCR for nomination to be accepted.
- h. A candidate can nominate himself / herself.
- i. The members will elect the President and six other Directors. All six newly elected Directors and the President shall meet and elect individuals from amongst the newly elected Directors to serve as the remaining Principal Officers of Utsav, namely Vice President, Treasurer, and Secretary. If the BOD cannot reach consensus on filling any Principal Officer position, the President can nominate any one of the remaining unassigned Directors to serve in that vacant Principal Officer position. By agreeing to stand for election to the position of Director, an individual is automatically considered to also agree to serve in the capacity of any Principal Officer as necessary. One Director may not serve in the capacity of more than one Principal Officer.
- j. The members of the election committee shall neither nominate anyone for the election nor be nominated.
- k. Only members in good standing having electoral voting rights on the date of election shall be eligible to vote.
- l. Voting shall be by secret ballot.
- m. Absentee ballots are also eligible. Absentee ballots must be sent in a sealed and signed envelope to the election committee.
- n. In case of a tie for a position, reelection shall be held within two weeks to resolve the tie. If there is still a tie, it shall be broken by any unbiased method decided by the election committee.
- o. After the winners of all the seven (7) positions are known the election committee shall declare the result to the General Body.
- p. The term of the election committee shall automatically expire upon declaration of election results.

Section 2. Transfer of Power to the new BOD and Principal Officers

Outgoing BOD and Executive Committee shall transfer all powers and authority and all relevant materials to the incoming BOD and Executive Committee at a joint meeting by January 10 of the following year.

Section 3. Extraordinary Electoral Circumstances

- a. In the extraordinary event that the annual election cannot take place due to lack of eligible candidates, the existing BOD shall continue to perform as the "Acting BOD" for the interim period till a new BOD can be elected.
- b. The Acting BOD shall repeat the election process once again to hold the election in the month of February of the following year.
- c. If the second attempt results in the successful election of a new BOD, the Acting BOD shall transfer power to the new BOD within 10 days from the election and the new BOD shall take effect immediately.
- d. If the second attempt also fails to elect a new BOD due to lack of eligible candidates, the Acting BOD shall be the BOD for the rest of the year; the term-limit restrictions for directors and officers, as stated in Articles 7 and 8, shall be automatically waived under such extraordinary situation.

Article 12. Compensation and Non-liability

Section 1. Compensation of Directors, Principal Officers and Members

- a. No directors, officers, members of the corporation shall receive any compensation for their services to the corporation.
- b. Directors and principal officers shall be allowed reimbursement of reasonable and justified expenses incurred in the performance of their duties, upon production of original receipt of such expenses. No other payments will be made to directors, principal officers or members.
- c. Members shall be allowed reimbursement of corporate expense incurred at the behest of any of the directors, or any of the committees of the corporation in connection with any corporate activity approved by the BOD, upon production of original receipt of such expenses, provided such expense are approved either by the Treasurer (if the expense amount is one hundred dollars or less) or by the BOD (if the expense amount is more than one hundred dollars).

Section 2. Non-liability of Directors, Principal Officers and Members

- a. The directors and principal officers or their agents shall not be personally liable for any of the debts, liabilities, or other obligations of the corporation. They shall also not be liable for any acts performed or requested by them in furtherance of the goals of the corporation. Any liabilities will revert collectively to the corporation, and will be limited to the assets of the corporation.
- b. A member of the corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Article 13. Execution of Instruments, Deposits, and Funds

Section 1. Execution of Instruments

The BOD, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized in writing, no officer, or agent shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the BOD, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the

treasurer or the acting treasurer and countersigned by the president or the acting president of the corporation.

Section 3. Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the BOD may select.

Section 4. Gifts

The BOD may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of the corporation.

Article 14. Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

The secretary of the corporation shall keep and be the custodian of the following records of the corporation:

- a. Minutes of all meetings of directors, committees of the BOD, and, if the corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- c. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

The treasurer of the corporation shall keep and be the custodian of the following records of the corporation:

- a. Adequate and correct books and records of account, including accounts of its property and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

Records older than three years shall be archived by scanning, if necessary, and saving in electronic storage media that shall be stored at the principal office of the corporation.

Section 2. Corporate Seal

The BOD may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 3. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of the corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of applicable law.

Section 4. Members' Inspection Rights

Each and every member shall have the following inspection rights of corporate records of the preceding three years, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the

corporation, which demand shall state the purpose for which the inspection rights are requested.

- b. To obtain from the secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the BOD or committees of the BOD, upon written demand on the secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.
- d. Members shall have such other rights to inspect the books, records, and properties of the corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of applicable law.

Section 5. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 6. Periodic Report

The BOD shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of the corporation, to be so prepared and delivered within the time limits set by law.

Article 15. Conflict of Interest Policy

Section 1. Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Conflicts of Interest Regarding Compensation

As per Article 7 Section 6, no director, principal officer, or member of the corporation shall be compensated for any services rendered. Hence no conflicts of interest regarding compensation can arise.

Section 3. Conflicts of Interest Regarding Transactions

No principal officer, director, or member of the corporation shall be a party to negotiating or approving any transaction on behalf of the corporation wherein such a person may derive any direct or indirect benefit in cash or kind, and must recuse themselves from the decision making process for such a transaction. Decisions for any such transaction required in furtherance of the corporation's goals shall be made

by a suitable ad-hoc committee nominated by the subset of the directors who are not an interested party in the proposed transaction.

Article 16. Nondiscrimination Policy

Attendance in events and activities organized by the corporation that are not specifically intended for the general well being of its members shall be open to all without any discrimination on the basis of age, color, race, religion, creed, disability, marital status, national origin, ethnic origin, gender, or sexual orientation.

Article 17. Amendment of Bylaws

Subject to the power of the members of the corporation to adopt, amend, or repeal the bylaws of the corporation and except as may otherwise be specified under provisions of applicable law, these bylaws, or any of them, may be altered, amended, or repealed, and new bylaws adopted by approval of at least two-third of the members in good standing residing within the NYCR.

Article 18. Construction and Terms

- a. If there is any conflict between the provisions of these bylaws and the articles of incorporation of the corporation, the provisions of the articles of incorporation shall govern.
- b. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.
- c. All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of the corporation filed with an office of the state of New York and used to establish the legal existence of the corporation.
- d. All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Appendix 1. Founding Members of UTSAB, INC.

In November 2005, the following individuals, all residents of NYC, jointly decided to form a not-for-profit and non-political New York corporation within the meaning of section 501(c)(3) of Internal Revenue Code under the name of UTSAB, INC. dba UTSAB.

Aitch, Aparna	Dhar, Pranab
Aitch, Gautam	Dhar, Sarmila
Banerjee, Bipasha	Dutta, Manasi
Banerjee, Gautam	Dutta, Sujit
Basu, Kalpana	Ghosh, Sitansu
Basu, Pritam	Ghosh, Sukti
Bhattacharya, Sikha	Lahiri, Pratip
Bhattacharya, Swapan	Lahiri, Sangeeta
Chakraborti, Amitava	Mallik, Prabhat
Chakraborti, Banani	Mallik, Tanusree
Dan, Sumana	Mitra, Narayan
Dan, Tarun	Mitra, Srabani
Datta, Prasanta	Moitra, Abha
Datta, Sikha	Moitra, Dipen
DeSarkar, Chandan	Mukhopadhyay, Dipak
DeSarkar, Seema	Mukhopadhyay, Shyamali

These individuals shall be referred to as the founders of the corporation.

Appendix 2. Record of Address Changes of UTSAB, INC.

New Address	Effective Dates
	From: To:
	From: To:
	From: To:
	From: To:
	From: To:
	From: To:
	From: To:
	From: To:
	From: To:
	From: To:
	From: To:
	From: To:
	From: To:

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors of the corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of preceding seventeen (17) bylaws pages and two appendices, as the bylaws of the corporation.

Dated: _____

Name: _____ Signature: _____

Name: _____ Signature: _____

Name: _____ Signature: _____

Name: _____ Signature: _____

Name: _____ Signature: _____

Name: _____ Signature: _____

Name: _____ Signature: _____

Revision History

Revision#	When Adopted	Impacted Sections (Added/Updated/Deleted)
1	December 2007	Article 6, Section 4(a) (Updated) Article 6, Section 4(b) (Added) Article 6, Section 4(c) (Added) Article 6, Section 5(g) (Added) Article 6, Section 11(d) (Updated) Article 6, Section 11(e) (Added) Article 6, Section 16(b) (Added) Article 6, Section 16(c) (Added) Article 6, Section 20 (Updated & formatted) Article 8, Section 2(c) (Added) Article 8, Section 8(c) (Updated) Article 8, Section 8(d) (Updated) Article 8, Section 9 (Added) Article 10, Section 2(a) (Updated) Article 10, Section 2(b) (Added) Article 10, Section 2(c) (Added) Article 11, Section 1(h) (Updated) Article 11, Section 1(i) (Deleted) Article 11, Section 1(j) (Deleted) Article 11, Section 1(k) (Updated) Article 12, Section 1(c) (Updated)
2	December 2011	Article 6, Section 11(c) (Updated) Article 6, Section 11(d) (Updated) Article 6, Section 13 (Updated) Article 11, Section 1(a) (Updated) Article 11, Section 1(b) (Updated) Article 11, Section 3 (Added)