



# BYLAWS OF POORBA, INC

A California Non-Profit, Non-Religious Registered Benefit Corporation

**STATUS** -> DRAFT->**FINAL**

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# **DECLARATION OF OBJECTIVES, RULES, AND OBLIGATIONS**

**RATIFIED AND ADOPTED** on April 26th , 2022 and as updated and approved by the members of POORBA INC on April 26th, 2022 shall be read in conjunction with, and as subsidiary to, the Articles of Incorporation of POORBA INC. The activities and business of the Corporation shall be managed or conducted in accordance with provisions of this bylaw. Some of the provisions of the by-laws define or specify in detail certain related provisions of the Articles of Incorporation. In the event of any conflict between the provisions of the Articles of Incorporation and the by-laws, those of the Articles of Incorporation shall prevail.

## **ARTICLE 1: OBJECTIVES OF THE ASSOCIATION**

The principal purpose of this corporation is to foster and promote cultural, charitable, religious, and educational activities for its members around Mountain House city and members of the greater San Joaquin County, which is in line with the mission and vision of the organization .

## **ARTICLE 2: DEFINITIONS**

The following terms, used in the following articles

1. **Association** shall mean and refer to Poorba, a California non-stock, non-religious corporation, its successors and assigns;
2. **The board** shall mean and refer to the Board of Directors of the Association;
3. **Poorba** shall mean and refer to the Poorba, a California non-stock. Non-Religious corporation, its successors and assigns;
4. **Committee** shall mean and refer to the Executive Committee of Poorba, which will be created by the board to be formed under special circumstances;
5. **Declaration** shall mean and refer to the Declaration of Objectives, Rules and Obligations;
6. **Members** shall mean and refer to all qualified members of the Association and who have paid their stated donations
7. **Officers** shall mean and refer to the members of the Executive Committee
8. **Disciplinary Committee** shall and refer to the members of the Executive Committee

## **ARTICLE 3: LOCATION**

1. The base of operations of Poorba shall be in the city of Mountain House (San Joaquin County) and its suburbs in the state of California.
2. CHANGE OF ADDRESS. The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date. The Current address is **490N Ventura Street Mountain House CA 95391**
3. OTHER OFFICES. The corporation may also have offices at such other places, within or outside the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

## **ARTICLE 4: LANGUAGE**

1. English or Bengali will be used as the working language in the conduct of Poorba's business as far as practicable.

## **ARTICLE 5: BUSINESS AND FISCAL YEARS**

1. The business or working year shall be from January 1 to December 31.

## **ARTICLE 6: ACTIVITIES**

1. Poorba will be actively involved in any community services that would uplift the community of Mountain House and surrounding neighborhoods. Poorba will publish a calendar of events before the start of the annual year
2. Programs organized by Poorba will **also** include a celebration of Bengali and Indian socio-cultural occasions such as Durga Puja, Kali Puja, etc., The board of Poorba will publish a list of socio-cultural events at the beginning of the fiscal year
3. POORBA will **not** be involved in any political lobbying unless the nature of its objective is changed by  $\frac{3}{4}$  the majority of executive members

## ARTICLE 7: MEMBERS AND RIGHTS

Membership is open to anyone irrespective of the person's faith, ethnicity, sexual preference, educational, social, economic, or racial background. Members are the people who are adults (18+) and have paid the membership dues and have an interest in investing in the above objectives of Poorba. Interested members must sign a Membership form and accept the **code of conduct**, after which they must pay the required annual membership fees.

(a) Each year the Board of Directors shall determine General Membership and Executive membership tiers, for the year and may consult with the executive members. The board can also may fix admission fees for full-time students and retired seniors at a special discount rate lower than that for Regular Members

(b) Membership dues will be collected once per year only. Membership is set for each calendar year starting on January 1 and ending on December 31 of each year and is due for renewal by 31st Jan. Membership will be terminated if not renewed by the end of January.

(c) Any executive member with obligation to Poorba (financial or otherwise) may resign by written notice to the Board of Directors; however, a refund will not be issued under **Civil Code Section 1148**. Poorba interprets gifts to a California nonprofit public benefit corporation as being held in charitable trust and must be used for the purposes of the organization. Refund is only possible under special circumstances where Poorba may be allowed to terminate as a charity and refund the dues and other assets to members. In this case, the Attorney General's written consent must be obtained if the organization was formed as a public benefit corporation.

(d) All Adult members of Poorba will be allotted one vote.

(e) Elected Board Membership eligibility requires that a person is not engaged in the following capacity in a similar organization;

1. Member of any other Executive Committee
2. Office bearer
3. Board Member
4. Founding Member
5. Any other position considered as detrimental to Poorba and its goals, as determined by the Poorba Board and Election Commission

(f) Only Executive Members have the right :

1. to be nominated to elected positions or serve on event committees of Poorba (known as executive committees) as leads.

2. to vote on any topic or issue concerning Poorba's affairs, provided their Membership has been in good standing for not less than thirty days. One vote per membership (regardless of the type of membership) will be permitted in any election or on any resolution or issue concerning Poorba's affairs.
3. All executive members should have some hours of community services through Poorba or otherwise; If outside Poorba, the executive member should provide some evidence of community service upon request by EC
4. To be considered to serve as any office-bearer position, the person should be in good standing and also be executive member for 1 year from the day of joining

(g) MEMBERS' INSPECTION RIGHTS. Each and every member of the Organization shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

1. To inspect and copy the record of all members' names, addresses shall state the purpose for which the inspection rights are requested, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand
2. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

(h) Any member can be censured, suspended, or expelled from Poorba for participation or involvement in any activity determined to be detrimental to the interest of the corporation. The Board shall appoint a Disciplinary Committee (DC) of 3 members from executive members with good standing with the Organization, to investigate allegations against a member who allegedly has engaged in activities considered detrimental to Poorba and its goals or members who have shown abnormal social behaviors including, but not limited to slander, innuendos, and other misdemeanors. The decision of the Board against the member will be final.

(i) The board has the right to limit the number of members into the executive membership from year to year. The executive membership can be **only through referral** by another executive member.

## **ARTICLE 8: OPERATIONAL FUNCTIONS AND OBLIGATIONS OF THE ASSOCIATION**

Following is the list of operational obligations of the Association, listed in no particular order

1. Hold at least one meeting a year open to all the members
2. Prepare an annual operational plan of events and financial budget
3. Keep an updated and accurate record of all physical fixed assets of the Association and their whereabouts
4. Derive all its operating income through membership dues, donations, event fees and fundraising
5. Maintain at least one general-purpose checking account, in the name of the Association, in a federally insured financial institution for the groups' deposits and disbursements
6. Prepare and authorize budget for events; The budget should be available by request for any interested member
7. Keep an updated and accurate record with detailed financial accounts in chronological order of receipts and expenditures, to be reported during an annual meeting of members;
8. Faithfully reimburse all authorized products and services rendered to the Association paid by the members
9. Participate in period audits of the association's financial condition by an independent qualified, and professional institution
10. Keep records of all resolutions taken during all meetings and would be made available on request to any members
11. Provide to each qualified member a copy of the bylaws of the Association and any future Amendments to the Bylaws and maintain a record of such as part of the official record
12. Comply, follow and operate under the declaration and the Bylaws and all location, state and federal laws

## **ARTICLE 9: MEETINGS OF MEMBERS**

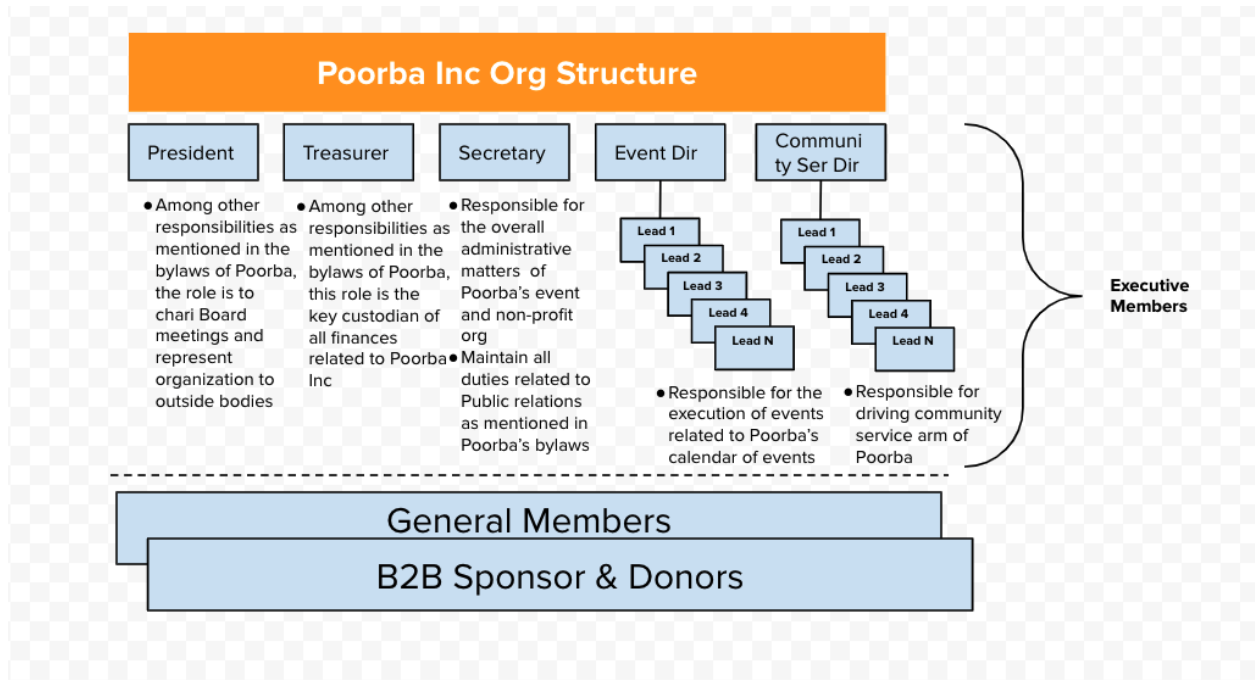
1. The board shall chair all General Body Meetings.
2. The General Meeting shall be held at least once a quarter. The members shall be notified of the date, time, place and the proposed agenda of the meeting at least ten days prior to the meeting. All meeting notices and/or any other communications will be sent to each and every

member by electronic transmission such as Email. All members deemed to have accepted electronic transmission unless otherwise stated by them.

3. The board of directors will meet every quarterly and during this meeting, any special requests of the members can be addressed during that meeting
4. Election meetings will be held every two years at which directors shall be elected to fill those seats that are vacated and any other proper business may be transacted. Under special circumstances where a current office bearer has voluntarily resigned or has been dismissed under [7\(g\)](#), the Election commission will summon the remaining board members to elect a new board.
5. The Board of Directors may call a Special General Meeting with not less than 7 days notice. The notice shall include a brief description of the purpose, the time, place, date, and proposed agenda of the Meeting.
6. In executive general meetings, a 50% majority of those present shall be required to pass any decision that the board sees as necessary. The type of decision that will be voted will be new inclusion objectives or decision with material impact to the organization
7. Voting at General Meetings may be by show of hands or online polling

## **ARTICLE 10 : OFFICERS AND ORG STRUCTURE**

(a) The corporation will have (5) Directors - President, Secretary, Treasurer and Events Coordinator and Community Service Coordinator Collectively the Directors shall be known as the Board, and they shall be chosen by the members at the election as defined in Article 15 through a three member Election Commission. The org structure will be as follows:



(b) TERMS OF OFFICE. Each board member and event and service community coordinators shall be elected for an initial term of two years. A Director, if elected, may serve one additional consecutive term, for a maximum of four consecutive years. No office bearer shall hold the same office for more than two terms consecutively. For the year 2022-2023, the board will have 3 active board members - President, Secretary and Treasurer and two additional positions will be open for election in 2023. While the board can be reelected for 2 consecutive terms, for the best interest of Poorba, we will try to follow a staggered approach to board formation. This means that after the first term, we will have one of the executive members not apply for nomination (through a voice vote or ballot box) for one of the positions of the director

(c) DUTIES OF THE BOARD:

It shall be the duty of the board to:

1. Perform any and all duties imposed on them collectively or individually by the Articles of Incorporation of this corporation, or by these Bylaws;
2. Appoint or remove any advisor to the board for specific purpose and for specific duration;
3. Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these Bylaws;



5. Complete the Statement of Information each year with the California Secretary of State. **The Statement of Information is valid from July to June each year.**
6. The Board will be responsible for filing of all Taxes by November 15 each year. These include Federal, State, and other forms for Non-Profit Charitable Organizations consistent with Section 501(c)(3) of the Internal Revenue Code.
7. Plan the charter of the calendar through the publication of the events

(d) DUTIES OF THE PRESIDENT. The President is the Chief Executive Officer of the corporation. The President will chair Board meetings, and represent the Organization to outside bodies and represent the Board to the General Body of Members and the Community Council.

(e) DUTIES OF THE SECRETARY (Public Relations)

1. The Secretary is responsible for all our administrative matters including keeping minutes of Board and General Meetings, and coordination in the execution of Board decisions.
2. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law and be the custodian of all contracts, records and legal documents.
3. Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership book, and the minutes of the Board meetings.
4. Complete the Statement of Information each year with the California Secretary of State. The Statement of Information is valid from July to June each year.
5. Solicit, at the Board's own discretion, recommendations from a group of Poorba members (with good membership standing for more than three years) for critical matters related to Poorba and its goals.
6. Maintain the Organization's website and send communications to the members, as needed.

(f) DUTIES OF THE TREASURER. 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 from time to time by the Board of Directors. The Treasurer will manage the financial affairs of the Corporation, including maintenance of up-to-date records of all financial transactions, preparation of accounts and budgets, and keeping a current list of Members. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

1. 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, trust companies, or other depositories as shall be selected by the Board of Directors.

2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. 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.
5. 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 thereof.
6. Render to the President and directors, whenever requested, an account of any or all transactions as Treasurer and of the financial condition of the corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. Keep a membership book containing the name and address of each and every members.
9. File all Taxes by November 15 each year. These include Federal, State, and other forms for Non-Profit Charitable Organizations consistent with Section 501(c)(3) of the Internal Revenue Code. The financial statement form has to be filed with the Department of Charity by September 15 every year.

(g) DUTIES OF THE Event Coordinator : The Event Coordinator will lead and be responsible for all events organized by Poorba.. The Event Coordinator shall:

1. Work with Secretary of Poorba to define the charter and objective of the each events - cultural or social
2. Coordinate with the Treasurer for budgeting and fund raising for any and all events.

(i) COMPENSATION. The board or any executive members shall serve the corporation without any compensation. However, they shall be allowed reimbursement of expenses incurred in the performance of their regular duties.

(j) PLACE OF MEETINGS. Meetings shall be held online or offline. If offline, then the location will be informed to the general members in advance unless otherwise provided by the board or at such place within or outside the State of California which has been designated from time to time by resolution of the Board of Directors. Participation in a meeting through use of virtual meetings constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another and can be heard by one another.

(k) Resignation : In the event any member of the Board of Directors wishes to resign, he or she must do so in writing

(l) Removal of Directors: Any members of the Board of Directors can and may removed from the Board if he or she:

1. Falls to comply with the provision of the bylaws
2. Gross mismanagement
3. Fails to attend more than two thirds (2/ 3) of the regularly scheduled meetings of the board over any consecutive twelve (12) months in a period while a board member
4. Any other cause the majority of the board finds in its judgment to be appropriate Removal of any members of the board shall be done by the action of the majority of the board. In case of removal, the Board must inform the members of its action, in writing.

(m) ANNUAL MEETINGS. There will be an annual meeting of the Board immediately following the election meeting. At this meeting, the Board will elect the executive committee appropriate and as necessary in accordance with bylaws of Poorba

(n) SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or outside the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation. A member of the Organization may call a Special Meeting if 25% of the members sign the meeting request notice.

1. If a Board member, without a written agreement with the President, has been absent from Board meetings for more than four consecutive Board meetings, or from Board meetings over a period of more than four months, whichever occurs later, such Board member will be deemed to have resigned from the Board of Directors and, accordingly, will cease to be a Board member.
2. In the event of a vacancy on the Board, the position shall be filled by a special election if more than one year of the outgoing member's term remains, otherwise it shall be filled by co-option. In either case the new member will serve out the remainder of the outgoing member's term. The Board will obtain a recommendation from the Election Committee to fill a vacancy by co-option.
3. The censure of a Director shall require approval from the two thirds majority of executive members

## **ARTICLE 11: NON-LIABILITY OF DIRECTORS**

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

## **ARTICLE 12: EXECUTIVE COMMITTEES**

(a) The Board of Directors may establish at the first meeting of each fiscal year, by resolution, committees to carry out regular activities or particular functions or programs. The Board resolution will specify the composition, terms of reference and life span of each committee. Examples of areas of activity for which such committees may be formed include, but not limited to: cultural, website, administration, finance, religious festivals such as Durga Puja, Saraswati Puja, cultural affairs, children's and youth activities, literary, recreation, fundraising and education. Within the terms of reference set by the Board, each committee will be responsible for managing the particular activity for which it is established.

(b) Each committee shall have at least one Executive Member, while other members may be drawn from the Membership-at-large. A member appointed by the Board as per will chair each committee. The President of the committee will report regularly to the Board of Directors to enable the proper coordination for the various activities.

(c) In determining the composition of the committees, the Board of Directors will specially consider the presentation of inclusiveness on any committee in which they are likely to be able to contribute.

## **ARTICLE 13: THE DISCIPLINARY COUNCIL**

The Community Council will deal with matters involving the censure, expulsion or other form of disciplining of a member, or the disciplining of a non-member participating in an activity organized by Poorba.

(a) The disciplinary Council or the Council shall be composed of three members from executive members. The Council will consist of past Presidents, past General Body Members, or Members experienced in running the organization's activities, and they have to be in good standing and willing to serve. Membership of the Council will be rotated every two years, to coincide with the new General Body Members taking office. Thus, after every election, two Council Members will continue, and a new Council Member will be appointed by the incoming General Body Members. The Council will also serve as the Election Committee,

(b) A vacancy on the Council caused by any reason other than normal retirement may be filled by a Past President, a past General Body Member, or a Member experienced in running the organization's activities, and this person has to be in good standing and willing to serve.

(c) The Chairman of the Council shall be the member who will be due to retire at the end for the current term. In his or her absence, Council members will elect a Chairperson.

(d) In exercise of its executive authority, the Council will also serve as the Election Committee. The Council will mandate or adjudicate disputes arising in connection with elections.

(e) The Council will receive and review the Corporation's audited account and audit report in consultation with the Board of Directors, and after review forward to the Board of Directors for presentation by the Board to the General Body of Members.

## **ARTICLE 14: WHISTLEBLOWER PROTECTION**

POORBA INC requires directors, officers and members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As members and representatives of the POORBA INC, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations.

(a) **Reporting Responsibility:** This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns internally so that POORBA INC can address and correct inappropriate conduct and actions. It is the responsibility of all board members, officers, employees and volunteers to report concerns about violations of Poorba's code of ethics or suspected violations of law or regulations that govern Poorba's operations.

(b) **No Retaliation:** It is contrary to the values of Poorba for anyone to retaliate against any board member, officer, employee or volunteer who in good faith reports an ethics violation, or a suspected violation of law, such as a complaint of discrimination, or suspected fraud, or suspected violation of any regulation governing the operations of Poorba. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of membership.

(c) **Reporting Procedure:** Poorba has an open door policy and suggests that members share their questions, concerns, suggestions or complaints through a safe and secured way. Committee leads are required to report complaints or concerns about suspected ethical and legal violations in writing to the Poorba's Community Council , who has the responsibility to investigate all reported complaints.

## ARTICLE 15: ELECTION COMMITTEE

- (a) An Election committee, hereby referred to as **EC** of minimum 3 to maximum 4 members, from the executive committee, will be 'selected' / 'appointed' by the serving board members 2 months before the end of their tenure.
- (b) Members who are identified as EC can't nominate themselves for the position of the Directors. Even the spouses of the members will be prohibited to contest the election for the posts.
- (c) **Voter's list**, will be finalized one month before the end of the tenure of the serving board members. Before this deadline( which will be set by the **EC**), the members will be asked to verify the email id and phone number, where all the communication from **EC** will be sent.
- (d) All members , in the voter's list , will be requested to exercise their right to vote.
- (e) Nominations, amongst the executive members, will be accepted within a stipulated duration set by the **EC**. Any response after the closing date will not be entertained.
  - (i) Self nomination for the willingful candidates will be accepted.
  - (ii) Other executive members can also nominate their choice of people from the executive members list.
  - (iii) **EC** will contact the nominated candidates via email to confirm their candidature.
  - (iv) A person can be nominated for more than one post. It will be on the nominated candidates to decide, whether he/she wants to run for all the posts or any post of his/her choice.
- (f) In-case of a tie, the board of directors' election will be hailed for the tie breaker.
- (g) **EC** may ask the candidates to present their vision and plans, to all the voters, via virtual or in person meeting, before the election, if need be.
- (h) Election Runner (<https://electionrunner.com/>) will be used to conduct the election.
- (i) All communications between members and **EC** will be done via email.
- (j) **EC** will have the right to disqualify any candidate, on disciplinary grounds after providing valid reasons to the disciplinary committee.

## ARTICLE 16. FINANCIAL MATTERS

(a) CPA, at the Board's discretion, will be appointed for one year, and will be eligible for reappointment one year at a time up to a maximum of five consecutive years.

(b) To enable the timely completion of accounts and their audit and presentation, each year the treasurer will prepare a schedule acceptable to the Board of Directors and the CCM, for the closing of books, preparation of financial statements (balance sheet and income statement) and their audit.

(c) Each year on resumption of office, the Treasurer, under the direction of the Board of Directors, will prepare a budget (or estimate of income and expenditure) for the current year. Annual budget as approved by the Board of Directors will be presented to the General Body of Members. The Board of Directors in the light of actual income expenditure will review the budget periodically, and the Members informed about major deviations from the approved budgets.

(d) The Board of Directors will set aside a part of annual and accumulated incomes in a reserve account, which will be used only in contingencies or in other specific purposes approved by the Board of Directors.

(f) The Treasurer will have the authority to sign checks involving financial transactions approved by the Board of Directors of up to three hundred dollars, above which the signature of another office bearer will be required.

(g) Receipts for any Poorba related expense must be submitted for reimbursement and recorded by the Treasurer. Expenses can only be claimed after it is incurred. Any expense under \$100 has to be approved by the President and the Vice President. Any expense equal to or more than \$100 must be approved by the Board with explicitly written purpose and must be recorded in Board's meeting minutes.

(h) Any personal expenses including, but not limited to, mileage, clean up fee of personal property used to host Poorba meetings and/or activities shall not be reimbursed.

(i) No future dated checks will be accepted

## **ARTICLE 17: MAINTENANCE OF CORPORATE RECORDS**

(a) The corporation shall keep at its principal office in the State of California:

1. Minutes of all meetings of directors, committees of the board and, if this 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; additionally, all meeting minutes will be made available for members through Poorba's website and or through request through Poorba's google drive

2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
3. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member.
4. 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.

(c) RIGHT TO COPY AND MAKE EXTRACTS. Any member or the agent/attorney of a member has the right to inspect the corporate records, by-laws and annual reports. The right to inspection includes the right to copy and make extracts.

(d) ANNUAL REPORT. The board shall issue an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing, which report shall contain the following information in appropriate detail:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year;
3. The income & expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

## **ARTICLE 18: AMENDMENT OF BYLAWS**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows: (a) Subject to the power of members through voting of 3/4th majority of all members , if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board