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## **BY-LAWS RELATED TO THE FORMATION AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

July 3, 2011

### 1. Number of members on the Board of Directors

The Board shall be made up of a total of eleven members. The board will consist of nine voting members, including eight elected members and the immediate past BANA president. There will be two additional non-voting members: the current BANA president and a Youth Representative. The nine voting members will elect one Chairperson, one Vice Chair, one Secretary, and one Treasurer. The Board of Directors will not receive compensation.

### 2. Eligibility Criteria

**Elected Members:** All BANA members in good standing shall be eligible to serve as a voting member of the Board of Directors. Each candidate must be nominated by a member in good standing and the nomination supported by two additional members in good standing. All candidates whose nominations have been completely and accurately submitted prior to the nomination deadline specified in the Election Policy will be placed on the ballot.

**Youth Representative:** Any (1) BANA student member in good standing or (2) individual between 15 and 21 years of age who is the child of a BANA member in good standing is eligible to be elected as the non-voting Youth Representative by the Board of Directors.

### 3. Term

**Elected Members:** The term of each elected Board member, after the first board election, shall be six years. Board members will be eligible for re-election; however, no elected member shall serve more than two consecutive terms.

**Immediate Past President:** The term of the immediate past BANA president shall be two years. The Immediate Past President is eligible to serve two subsequent consecutive elected terms on the Board following completion of the two year unelected term as Immediate Past President.

**Youth Representative:** The term of the Youth Representative shall be two years. The Youth Representative is eligible to serve two subsequent consecutive elected terms on the Board following completion of the two year unelected term as Youth Representative. An individual is eligible to serve as the elected non-voting Youth Representative only once. For purposes of these Bylaws, each two year period shall be considered to be the time between biennial General Body meetings.

### 4. Selection Process

**Elected Members:** An Election Policy will be drafted by the Executive Board and publicized to the General Body no later than 4 months prior to the biennial General

Body meeting. This Election Policy will serve as a call for nominations for the upcoming election to the Board of Directors. At a minimum, this election policy should include procedures and requirements for submitting nominations, deadline for nominations, procedures to be followed at the time of the election, the number of elected positions to be filled, and the process for voting. The deadline for submission of nominations shall be set no sooner than 2 months after the publication of the Election Policy. For the inaugural board election, the eight candidates who receive the most votes will serve as the eight elected members of the Board, as follows: the three candidates receiving the most votes will serve six years, the next three candidates will serve four years and the next two will serve two years. At each subsequent biennial General Body meeting, an election must be held for any vacancies created by the end of the term of an elected member.

Immediate Past President: The Immediate Past President will serve as a voting member of the Board with a term of two years. This position will be automatically filled by the outgoing President at each biennial General Body meeting. If the Immediate Past President is unable to serve as a member of the Board due to illness or catastrophic family emergency, then one member of the outgoing Executive Board will be asked to serve in his/her place, in this order: Vice President, Secretary, Joint Secretary, and Treasurer.

Youth Representative: The Youth Representative will be elected by the Board of Directors as per the Youth Representative Selection Process, which will be revised and published prior to each General Body meeting by each outgoing Board.

## 5. Vacancies

If an elected member of the Board resigns or otherwise is unable to serve on the Board, the vacancy shall be filled by a simple majority of the Board. The candidates for this selection will be unelected candidates from the Board election held at the most recent biennial General Body meeting. The newly selected Board member will complete the remaining term of the member whom he/she is replacing. If no unelected candidates are available or none is willing to serve, then any member in good standing may be selected. An individual selected to fill the remainder of a vacated term will be eligible to serve two consecutive subsequent elected terms.

## 6. Removal

Removal of any Board member shall only be for cause. This cause should be documented by any general member in good standing and submitted to the Board of through the Executive Committee and can only be effected with a 2/3 majority of the then current Board of Directors.

## 7. Duties of the Board of Directors

Long-term strategic plan: The Board of Directors shall be responsible for developing a long-term strategic plan that extends beyond the two year time horizon of the executive officers. This vision may include initiatives related to increased youth participation,

increasing & maintaining membership, new programs or services, fundraising, public relations, and organizational finances.

**Membership:** The Board of Directors shall be responsible for monitoring membership levels, developing initiatives to increase membership, and ensuring that there is an archived master membership list. It is the responsibility of the Executive Committee to furnish an updated membership list and membership counts to the Board of Directors on a biannual basis.

**Financial Oversight:** The Board of Directors shall monitor all finances of the organization no less than once per year, including review of all accounts, tax returns, and audits. The Board will be responsible for maintaining a master list of all accounts and institutions in conjunction with the Executive Committee. The Board will oversee financial operations to confirm that an accountant/tax preparer has been appropriately retained and that tax and regulatory filings have been appropriately submitted, although the primary responsibility for these activities remains with the Executive Committee.

**Advice on contracts & transactions:** While the Executive Committee shall have primary discretion and decision making powers for contracts and transactions related to the biennial General Body meeting, the Board of Directors may be consulted for advice at any time. In particular, the Board shall maintain historical records of attendance and previous contracts that allow the Board to provide guidance to the current Executive Committee. This is particularly important in relation to decisions and commitments that may place BANA core funds at risk.

**Emergency Funds:** The Board of Directors shall have discretion to authorize disbursement of emergency charitable funds to causes or individuals in cases of dire need, maintaining at all times full compliance with relevant tax and legal requirements. The Board of Directors shall only consider funding requests that have been submitted and approved by the Executive Committee. These donations shall be disclosed to the General Body through the BANAVANI and at the biennial General Body meeting.

**Documentation:** The Board of Directors shall maintain a copy of all institutional documents, including certificates, tax documents, financial reports, contracts, and bank statements. This will serve as a backup copy in the case of loss or damage. The outgoing Executive Committee is responsible for delivering a copy of all documents to the Board no more than two months after the General Body meeting, and the Board may request documents at any time.

**Constitution / Bylaws:** The Board of Directors shall review the bylaws on a regular basis and recommend revisions to the General Body. All proposed changes must be approved by the General Body in accordance with the procedures outlined in the bylaws.

**Fundraising:** The Board of Directors will work in conjunction with the Executive Committee to support operating fundraising efforts and may initiate separate efforts to raise funds for charitable or reserve purposes. The Board of Directors shall NOT be responsible for organizing elections of Executive Officers or the Board of Directors, serving on the nominating committee for the Executive Committee, planning or programming the biennial meeting, fundraising for operating funds, creating the membership directory or maintaining the membership lists, or selecting winners of awards or recognitions.

## 8. Officers

The Board shall have 4 officers, self selected from among the eight elected members and the Immediate Past President: Chairperson, Vice Chair, Secretary, and Treasurer. Officers will be selected at the first meeting of the Board of Directors following each biennial General Body meeting, to take place no more than 4 weeks following the election of the newest Directors. The term of the officers will be 2 years, and officers may be selected for consecutive terms. The responsibilities of the Officers are as follows: a) Chairperson of the Board shall be responsible to call & chair the meetings. The Chairperson shall report on the activities and progress of the Board biannually in BANAVANI and at each biennial General Body. b) Vice Chair of the Board will assist the Chairperson and shall chair the meetings in his/her absence. The Vice Chair shall be responsible for maintaining the duplicate archive copies of organizational documents and membership lists. The Vice Chair will coordinate the Youth Representative selection process at the start of each two year term. c) Secretary of the Board shall be responsible for maintaining Board of Director meeting minutes, recording actions of the board, and sending meeting notices. d) Treasurer of the Board shall be responsible for maintaining a master list of all organizational accounts and shall organize regular financial reviews in conjunction with the Executive Committee. The Treasurer shall chair any finance committees and shall help develop charitable and reserve fundraising plans and activities as well as long-range financial plans. The Treasurer will work with the Executive Committee to ensure that an Accountant/Tax Preparer has been retained and that all regulatory/tax documents are filed within appropriate timelines.

## 9. Subcommittees

Subcommittees may be established as needed and shall be chaired by a person selected by the Chairperson of the Board. Subcommittee shall have specific tasks and will expire unless renewed within two years. Subcommittee membership may include any member in good standing, to be selected by the subcommittee chair with advice from the Board of Directors.

## 10. Meetings

Meetings shall be held as often as required but at least once per quarter. The meetings shall be called by the Chairperson with the assistance of the Secretary. Meetings may be held via teleconference. Meeting minutes shall be sent to the BANA Executive Committee.

## 11. Quorum

Attendance by at least 6 voting directors is required for a quorum. Approval of any action/transaction requires consent of at least five Directors of those who are present. A motion may be carried over to the next meeting, if the sponsoring Director so desires.

12. Unexcused Absence

If any member of the Board of Directors fails to attend three consecutive meetings, he/she will be automatically removed from the Board and the vacancy will be filled as called for under Bylaw #5 above.

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NOTES:

Rev 1 Compiled: *Ad Hoc Committee to Evaluate the BANA Board of Directors*

(*Ms. Suhana Rai, Dr. Karthik Sheka, Mr. Sakaram Shetty, Dr. Sanjay Shetty, Mr. Satish Shetty*)

Ratified: *July 3, 2011.*      Effective: *July 3, 2011*