

# NON-PROFIT BYLAWS OF AANTORIK INC.

## DECLARATION OF OBJECTIVES, RULES, AND OBLIGATIONS

Ratified and adopted during the special meeting of members on the 23rd day of June 2023.

### Article I. Name

This corporation shall be known as "Aantorik Inc." This is a California non-profit, non-stock corporation.

### Article II. Definitions

In these Bylaws unless there is anything repugnant in the subject or context:

- A. "Member" means a member of Aantorik Inc. who is abided by the by-laws hereby.
- B. "GB" means all valid and current members at any point of time of Aantorik Inc.
- C. "President" means the President of the Executive Committee (EC) of Aantorik Inc.
- D. "Vice President" means the Vice President of the Executive Committee (EC) of Aantorik Inc.
- E. "General Secretary" means the Secretary in charge of the entire day-to-day operation of the EC of Aantorik Inc.
- F. "Treasurer" means the Treasurer of the EC of Aantorik Inc.
- G. "Cultural Secretary" means the Secretary in charge of the cultural affairs of the EC of Aantorik Inc.
- H. "Trustee" means the member of the Board of Trustees (BoT) of Aantorik Inc. who had founded the organization Aantorik Inc. for a common goal to promote Bengali culture in the region of Greater Sacramento in California.
- I. "Chairman" means the Chairman of the BoT of Aantorik Inc.
- J. "Bengali School" and "Bangla School" are synonymous and shall mean the entity responsible for teaching Bengali language, literature, art, music, and culture to a body of enrolled students.
- K. "Family membership" means the members from the same family of 18 years of age or older enrolled as GB member of Aantorik Inc.
- L. In this document, the words "corporation" and "organization," "Aantorik" and "Aantorik Inc." have been used interchangeably.
- M. "Declaration" shall mean and refer to this Declaration of Objectives, Rules, and Obligations.

### Article III. Objectives and Purposes

#### Section 1. Objectives

The primary objective of the organization is to enable its members to participate in social, cultural, educational, charitable and religious activities periodically and any other activity, such as the Bengali school, as decided by the EC and the BoT. Talented performing artists, both from hometown and out-of-town, will be invited to participate in the social and cultural functions. The purpose of the corporation is to engage in any lawful act or activity for which general not-for-profit corporations may be organized under the corporation law of the State of California.

The following main goals will be adhered to while forming and functioning of the non-profit organization:

- a) Provide a source of cultural education for interested organization members and members of the greater Sacramento South Asian community.
- b) Organize community service activities among organization members for needy communities or minorities in Sacramento.
- c) Provide a forum for social and religious activities, enhancing and strengthening the organization's community.
- d) Promote and organize activities that will generate interest and awareness in the Bengali/Indian Culture in and around the Greater Sacramento Metropolitan Area.

## Section 2. Purposes

The purposes of the corporation as formed are:

- A. The corporation is organized exclusively for charitable, educational, or cultural purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. The corporation is a non-profit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person belonging to this organization or any other outside of it. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

## Article IV. Offices

### Section 1. Principal Office

The principal office of the corporation shall be in Sacramento County or in any adjacent counties thereof, in the State of California.

### Section 2. Registered Office

The registered office of the corporation shall be set up and maintained at a designated place as approved by the EC.

## Article V. Membership

Membership is open to anyone irrespective of the person's religious, ethnic, educational, social, economic, or racial background. Membership is granted on the sole factor of indication of interest in Bengali culture or the above stated goals of Aantorik Inc. Actual attainment of membership is a two-step process. The interested member must fill out and sign a Membership Application Form, after which they must pay the required annual membership dues and/or any other fees in effect. The date of membership is considered the date when the membership dues are paid.

### Section 1. Certificate Of Membership

The corporation shall consist of GB members. Anybody who is genuinely interested in furthering the objectives of the corporation would be eligible to be a GB member. To be enrolled as a GB member, a person 18 years or older must pay a token yearly membership fee to Aantorik Inc. The EC can establish the yearly membership fee and criteria. The membership is valid for the period of one year starting from the first day of each year unless renewed thereafter in the subsequent year. Each member is entitled to those rights as stated in Article VIII. No member shall be eligible to hold more than one membership.

### Section 2. Membership Record Date

In order that the corporation may determine the members eligible to notice of or to vote at any meeting of members or to express consent to corporate action in writing without a meeting, the EC may fix, in advance, a record date which shall not be more than sixty nor less than five days before the day of such meeting. A determination of members of record entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting; provided, however, that the EC may fix a new record date for the adjourned meeting.

### Section 3. Membership Dues/Fees

All membership dues in effect must be paid annually to maintain active membership status. The Executive Committee of the Corporation shall determine the amount of Membership dues. For the purposes of simplicity, dues will not be collected in advance for multiple years, instead be collected once, per year, only. Membership is set for each calendar year January 1 and ending on December 31 of each year. Refunds will be issued to members who terminate their membership from the organization in writing.

### Section 4. Voting Classes

The organization shall have only one class of voting membership. Families will be allotted two votes (for Adult Partners), while single members will be allotted one vote. These allotments will hold both for general body meetings as well as for mail-in votes. Should the marital status of a voting member change, he or she may opt to fill a new membership application form, notifying the organization of the change.

## Article VI. Executive Committee and Board of Trustees

### Section 1. Executive Committee (EC)

The EC shall consist of a maximum of five (5) members elected by the GB members of Aantorik Inc. and approved by BoT. The current EC may decide to expand the size of the Committee for the duration of its tenure. Any such change must be communicated to the Election Committee at least 15 days prior to the election. The election of all EC members shall take place in accordance with the procedures stated in Article IX. The EC is the sole executive and operational authority of Aantorik Inc.

### Section 2. Board of Trustees (BoT)

The EC and the current BoT, if in place, jointly can select up to three (3) new members of the BoT every five years and get the list approved by the GB meeting. The members selected for the BoT will be the past EC members or credible or founding members of Aantorik who in the past provided dedicated services to Aantorik activities. The term of the members of the BoT will be a maximum of five years. The BoT will provide guidance to the EC. The role of the BoT is explained in Article VIII.

### Section 3. Conflicts

For other cases such as policies of investment, future direction of the organization, overseeing long term assets, or annual budget approval, the BoT can request a GB meeting to seek resolution.

## Article VII. EC Members and Officers

### Section 1. Officers

The EC members or the Officers of the corporation shall at least consist of a President, a Vice President, a General Secretary, a Treasurer, and a Cultural Secretary for a term of not more than two years. All officers can be elected for a maximum of two consecutive terms. The officers and the EC members of the corporation will be elected from the pool of the GB members by the GB members. After two consecutive terms, in the next two terms there will be a mandatory cooling period.

### Section 2. The Election of Officers

The election of officers will be held on the day of the Annual General Body Meeting in the fall under the direction of the Election Committee entrusted with independent conduction of the election. This change will go into effect in 2023.

The inauguration of the newly elected officers must take place within the next 30 days with the outgoing officers handing over their charges to the newly elected officers.

### Section 3. Other Officers and Agents

The EC may appoint such officers and agents, as it may deem advisable, who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined from time to time by the EC.

### Section 4. President

The President shall be the chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation. The President shall preside at all meetings of the ordinary members and at all meetings of the EC, and shall have general supervision, direction and control of the affairs of Aantorik Inc. Except as the EC shall authorize the execution thereof in some manner, the President will execute contracts on behalf of the corporation, and shall cause the seal to be affixed to any instrument requiring it and when so affixed the seal shall be attested by the signature of the General Secretary or the Treasurer.

### Section 5. Vice President

The Vice President shall be the Deputy chief executive officer of the corporation and shall have the general powers and duties of supervision and management usually vested in the office of the vice president of a corporation. In absence or indisposition of the President, the Vice President shall preside at all meetings of the ordinary members and at all meetings of the EC, and shall have general supervision, direction and control of the affairs of Aantorik Inc. Except as the EC shall authorize the execution thereof in some manner, the Vice President can execute contracts on behalf of the corporation and shall cause the seal to be affixed to any instrument requiring it, if delegated by the President to do so, and when so affixed the seal shall be attested by the signature of the General Secretary or the Treasurer.

### Section 6. General Secretary

The General Secretary will be the officer responsible for the day-to-day implementation of all the policies of the organization. The General Secretary will stay connected with the President of the organization on all prominent issues. The General Secretary shall give, or cause to be given, notice of all meetings of and to members, and all other notices required by law or by these Bylaws. In case of the General Secretary's absence, or refusal or neglect to do so, any such notice may be given by such person thereunto directed by the President, or by the EC, upon whose requisition the meeting is called as provided in these Bylaws. The General Secretary shall record all the proceedings of the meetings of the corporation in a book to be kept for that purpose and shall affix the seal to all instruments requiring it, when authorized by the EC or the President, and attest the same.

### Section 7. Treasurer

The Treasurer shall have the custody of corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to Aantorik Inc. The Treasurer shall deposit all money and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the EC. The Treasurer shall disburse the funds of the corporation as may be ordered by the EC taking proper vouchers for such disbursements. The Treasurer shall render to the President and the EC at the regular meetings of the Committee, or whenever they may request it, an account of all transactions conducted by the Treasurer and of the financial condition of the corporation.

The Treasurer shall consult the EC members should any disbursement amount exceed \$250.00 in a single transaction.

The Treasurer will have the responsibility of preparing the Annual Accounts Statement for submission to the EC. An independent Auditor, preferably a CPA, from among the organization's membership, who would be guaranteed total independence in his/her work by the EC against all attempts of interference, alleged or real, must audit the annual accounts statement.

## Section 8. Cultural Secretary

The cultural secretary shall organize, coordinate, monitor, and supervise any cultural event approved by the EC. The cultural secretary may propose on his/her own, or accept from any member of Aantorik Inc., any proposal for a cultural event and submit that proposal to the EC for consideration. If the Cultural Secretary is unable to continue the duties suggested, the EC can designate a representative to conduct the business of the Cultural Secretary.

## Section 9. Change In Number

The number of officers of the corporation may be expanded by the EC for the duration of its tenure. Any permanent change to the number of officers of the corporation can be made by an amendment of these Bylaws by an affirmative vote of a majority of ordinary members at the annual GB meeting or at a special meeting called for that purpose.

## Section 10. Responsibility

To ensure the continued compliance of the state and federal provisions pertaining to the maintenance of the "Non-profit Tax-exempt" status of the organization, the EC shall oversee that the following minimal statutory requirements are met by the General Secretary or the Treasurer of the corporation.

1. Every year, the General Secretary or the Treasurer must file the Statement of Information to the California Secretary of State online at <https://bizfileonline.sos.ca.gov/> within the statutory 6-month filing window.
2. To register with the State of California, any Amendments to the Articles of Incorporation, the General Secretary or the Treasurer must file the Articles of Amendment and applicable fees with the California Secretary of State online at <https://bizfileonline.sos.ca.gov/>.
3. The General Secretary or the Treasurer must report the following changes to the Internal Revenue Service, referring to the federal employee identification number (EIN) of Aantorik Inc.
  - a. Name change of the organization from 'Aantorik Inc.'
  - b. Address change of the organization.
  - c. Any amendments to the existing Bylaws.
4. The Treasurer must submit federal tax return on Form 990, "Return of Organization Exempt from Income Tax".

## Article VIII. Board of Trustees

### Section 1. General Responsibilities

The BoT shall be responsible for:]\Formulating the long-term policies of Aantorik Inc.

- 1) Organizing and supervising the endowment funds of Aantorik Inc.
- 2) Approving all capital budgets prepared by the EC involving long term expenses.
- 3) Approving the annual budget or amended annual budget submitted by the EC.
- 4) Approving any single item expense of more than \$1000.00.

In addition, the BoT can advise the EC, if requested by the President or majority members of the EC by written petition, on any organizational and/or legal matters.

If there is disagreement between the EC and BoT on any matters related to the budget (items 3 and 4 above), the BoT may request the EC to justify its position through a written appeal. The EC should submit its proposed amendments to the budget within 14 calendar days for the BoT's approval. At this time, the BoT may (a) approve the EC's original budget request, or (b) deny the EC's appeal and request the EC to submit an amended budget for approval.

## Section 2. Composition of BoT

The twelve (12) members of the BoT shall be initially selected by a simple majority by the EC for a five-year term. In subsequent years, the selection will be conducted jointly by the EC and the current BoT by simple majority to replace a member of the BoT by a new member for a term of five years. All BoT members should conform to the requirements of Article VI Section 2. In case of loss of a BoT member due to resignation or other natural cause, the EC and the BoT can meet in a special joint meeting within 30 days to replace that member by a new member for the remainder of the term of the lost member.

The President, the General Secretary and the Treasurer shall represent the EC in the BoT meeting with no voting rights.

## Section 3. Chairman of BoT

The members of the BoT will select one of the members as the Chairman of the BoT on a rotating basis for a term of one year. The Chairman is responsible for calling the BoT meeting, maintaining the meeting minutes, representing the BoT in the GB meeting, distributing the responsibilities to the members of BoT, and coordinating the BoT activities with the EC.

## Section 4. Responsibility of Chairman of BoT

The Chairman of the BoT will call on all BoT meetings, directly interact with the EC and keep the BoT members informed about the activities of the organization. The Chairman is also responsible for keeping the EC informed about the activities of BoT.

The Chairman shall represent the BoT in the EC meeting with no voting rights.

## Section 5. Responsibilities of Trustee

The Trustee is responsible to attend the BoT meeting regularly and work jointly with the Chairman of the BoT and other Trustees to accomplish the responsibilities of BoT.

## Section 6. BoT Meeting & Action Resolution

The BoT shall meet at least once in three months. Whenever the EC requests a BoT meeting in writing, the Chairman should call the BoT meeting within seven (7) days and address the issue within fifteen (15) days.

## Section 7. Quorum for Board of Trustee Meetings

At least 50% of the BoT members (rounded to the nearest integer) of Aantorik Inc. present in person eligible to vote thereat shall constitute a quorum at a meeting for the transaction of any business.

## Section 8. Removal of BoT Member

If there is a written complaint from the GB members to the President of EC or the chairman of BoT against a member of the BoT for activities that are detrimental to Aantorik Inc., the Chairman will call a joint meeting of the EC and BoT, and by majority vote will accept the complaint and establish an inquiry team to find out the truth. The inquiry team will present their report at the joint EC and BoT meeting. Two third members by affirmative vote in that meeting can remove the alleged member from BoT. The removal of a BoT member does not relieve him/her from obligations he/she may have to the corporation for money owed for dues, fees, etc.

## Section 9. Change in Number

The number of trustees of the corporation may be expanded by the joint meeting of the EC and the BoT to maximum twelve for the duration of its tenure. Any permanent change to the number of trustees of the corporation can be made by an amendment of these Bylaws by an affirmative vote of a majority of ordinary members at the annual GB meeting or at a special meeting called for that purpose.

## Article IX. Meeting of the General Body Members

### Section 1. Annual Meetings

Annual General Body Meeting (AGBM) and other meetings of Aantorik members for election of the EC and for such other business as may be stated in the notice of the meeting, or as may properly come before the meeting, shall be held at such places within the state of California, and at such times and dates as the committee, by resolution, shall determine and as set forth in the notice of the meeting.

### Section 2. Special Meetings

The President, unless otherwise prescribed by statute, may call special meetings of Aantorik members for any purpose. The General Secretary, upon receiving written request from a majority of the EC members, Chairman of the BoT based on Article VI Section 3 or Aantorik members may also call the same meeting. Any such request shall state the purpose of the proposed meeting.

### Section 3. Quorum for Member Meetings

At least one fourth of the members of Aantorik Inc. (rounded to the nearest integer) shall constitute a quorum at a meeting of the members for the transaction of any business.

### Section 4. Elections

- i) An Election Committee comprising three GB members, who are not part of the EC, will receive nominations for various offices for which elections are to be held, if there is more than one nomination for a position and will be entrusted with independent conduct of the elections. In case there is only one valid nomination for a position, the Election Committee, in the GB meeting can declare the candidate elected without any formal vote.
- ii) Each GB member eligible to vote in accordance with the terms and provisions of these Bylaws shall be eligible to one vote. A member must cast his/her vote in person. Voting by proxy will not be allowed. All election decisions shall be taken by voice vote or show of hands. All elections for the EC members and the officers of the corporation shall be decided by majority vote, except as otherwise provided by the laws of the State of California. If there is a tie, the President of Aantorik Inc. will cast the deciding vote.
- iii) Starting in 2023, the EC Election will be held on the date of the Annual General Body Meeting. All rules pertaining to Aantorik Inc.'s elections as stated in sections 4, 5, and 6 of Article IX of this Bylaws documents will be followed. Transfer of power from the previous year's EC to the newly elected EC will be done on the same date as the Annual GB meeting.

### Section 5. Eligibility for Candidacy

Any candidate for election to the EC must be a GB member in good standing, with no prior violation of the Member Code of Conduct as mentioned in Article VIII.

Members of the Election Committee for a given election will not be eligible to run for offices in the same election.

Any candidate for election to the BoT must be a GB member of Aantorik Inc. for consecutive 5 years or must be a Founding GB Member before 5 years of existence of Aantorik Inc.

Members of the Election Committee for a given election will not be eligible to run for offices in the same election.

### Section 6. Eligibility for Voting

For an Aantorik member to have voting rights, he/she should be eighteen (18) years of age or older.

Founding member families maintaining consecutive years of GB membership will be entitled for additional 1 voting rights per family registered.

The General Secretary has the charge of the membership ledger of the corporation shall, at least five days before the annual meeting of members, prepare a complete alphabetically addressed list of the members eligible to vote at the ensuing election. The said list shall be open to the examination by any member, for a period of at least ten days prior to the meeting at the registered office of Aantorik Inc.

### Section 7. Notice of Meetings

Written notice, at least by email, stating the place, date, and time of the meeting, and the agenda to be considered, shall be given to each member eligible to vote thereat at his/her address as it appears on the records of the corporation, not less than ten and not more than thirty days before the date of the meeting.

### Section 8. Removal of BoT Member

Any EC member may be removed by the affirmative vote of a majority of members of Aantorik Inc., at the annual general meeting or a special meeting called for that purpose, and the vacancies thus created may be filled, at the meeting held for the purpose of removal, as provided for in Article IX.

The removal of a BoT member does not relieve him/her from obligations he/she may have to the corporation for money owed for dues, fees, etc.

### Section 9. Removal of Executive Committee Member

Any EC member may be removed by the affirmative vote of a majority of members of the current active BoT members of Aantorik Inc., at the annual general meeting or a special meeting called for that purpose, and the vacancies thus created may be filled, at the meeting held for the purpose of removal, as provided for in Article IX.

The removal of an EC member does not relieve him/her from obligations he/she may have to the corporation for money owed for dues, fees, etc.

### Section 10. Removal of GB Member

Declaration shall give the Board or the Committee the right, in addition to any other rights set forth in these Bylaws to terminate the Membership of the violator at the discretion of the Executive Committee or the BoT.

### Section 11. Business Transacted

No business other than that stated in the agenda shall be transacted at any meeting without the majority consent of all members eligible to vote thereat.

## Article X. Executive Committee Procedures

### Section 1. Executive Committee Operational Functions and Obligations

Following is a list of operational obligations of the organization, listed in no specific order.

- 1) Hold at least one meeting a year open to all 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 organization and physical whereabouts.
- 4) Derive all its operational Income through member annual dues, donations, event fees and if necessary, fund raising.
- 5) Maintain at least one general purpose checking account, in the name of the organization in a federally Insured financial institution for the group's deposits and disbursements.
- 6) Prepare and authorize detailed individual budget prior to each event. The budgets should be available, by request, for any interested community 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 organization paid by individual members.
- 9) Participate in periodic audits of the organization's financial condition by an independent qualified, and professional institution.
- 10) Keep records of all resolutions taken during all meetings. While this record will be reported to members during the Annual Meeting of Members, it shall also be available to any interested member upon request.
- 11) Make available to registered members of the organization, through post or electronic mail, information on all events or meetings organized by the organization.
- 12) Provide to each qualified member a copy of the Bylaws of the organization and any future amendments to the Bylaws and maintain a record of such as part of the official record.
- 13) Comply, follow, and operate under the declaration and the Bylaws and all local, state, and federal laws.

## Section 2. Executive Committee Meetings

General Secretary calls the regular EC and GB meetings of the organization. The President, unless otherwise prescribed by statute, may call special meetings of EC members for any purpose. The General Secretary, upon receiving written requests from a majority of the EC members may also call the same meeting. Such requests shall state the purpose of the proposed meeting. All decisions shall be affirmed by majority vote, except as otherwise provided by the laws of the State of California.

## Section 3. Quorum for Executive Committee Meetings

At least 50% of the EC members (rounded to the nearest integers) of Aantorik Inc. present in person eligible to vote thereat shall constitute a quorum at a meeting for the transaction of any business.

## Section 4. Resignations

Any EC member may resign at any time. Such resignation shall be made in writing, and shall take effect at the time specified therein, and if no time is specified, at the time of its receipt by the President or General Secretary. The acceptance of a resignation shall not be necessary to make it effective, subject to his/her satisfactorily explaining to the EC, in writing, that he/she has no outstanding obligations to the organization.

## Section 5. Vacancies

If the office of any EC member becomes vacant for reasons other than removal, the remaining committee members in office, though less than a quorum by a majority vote, may appoint any qualified person to fill such vacancy, and to hold office for the remainder of the term and until his/her successor is duly chosen.

The order of succession to the Presidency until the next election shall be Vice President, General Secretary and Treasurer.

If the President's office becomes vacant for any reason, the Vice President will serve as President for an interim period unless his/her successor is elected by the GB members. The same must be applicable to other officers of the corporation.

## Section 6. Action Without Meeting

Any action required or permitted to be taken at any meeting of the EC, may be taken without a meeting, if prior to such action, a written consent thereto is signed by all members of the EC and such written consent is filed with the minutes of the proceedings of the EC.

## Article XI. Organization Symbol

The organization symbol identifies the organization, and it is the intellectual property of the organization. This symbol or logo of the organization shall be used on all official documents, correspondences, possessions, promotional materials etc. whenever and wherever it is appropriate, practical, and possible. No member is allowed to use this

symbol for personal purposes or personal financial benefit. The symbol should not be allowed to be misused, misrepresented and/or distorted. The symbol should not be allowed to be altered deliberately or otherwise in any shape and/or form, other than its proportional size, such that it deviates significantly from its original meaning or form. Use of any altered symbol of the organization by anyone is strictly prohibited, use of the symbol in inappropriate media is also prohibited.

Complete change of the official symbol will require the approval of seventy-five percent (75%) or more of the members of the organization in a duly convened Meeting of Members.

## Article XII. Funds, Compensation, Prohibition of Dividends, Dissolution of Organization

### Section 1. Funds

The income of the corporation shall consist of membership fees, voluntary contributions, gifts and donations from its members and guests, and grants from government (such as state, county, city, etc.) or private entities. The periodic interest received in the checking account of the corporation will be added to its funds. The funds of the corporation will be managed by bank accounts or by other investment instruments held in the name of Aantorik Inc., maintained by the two (2) officers - President/Vice President and Treasurer - of the corporation, so that only one officer's signature would be required to make any transaction.

### Section 2. Compensation

EC members of Aantorik Inc. and trustees of BoT shall not receive any salary or any fee for their services as officers or members of the committee.

### Section 3. Conflict of Interest

- i) **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the members of EC considering the proposed transaction or arrangement.
- ii) **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the EC meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the EC shall decide if a conflict of interest exists.
- iii) **Procedures for Addressing the Conflict of Interest:**
  - a. An interested person may make a presentation at the meeting, but after the presentation, the interested person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The President of Aantorik Inc. shall, if appropriate, request the BoT to investigate alternatives to the proposed transaction or arrangement.
  - c. After receiving the report from BoT, the EC shall determine the appropriate action to guarantee the security, integrity and interest of Aantorik Inc.
- iv) **Violations of the Conflicts of Interest or other Policies:**
  - a. If the EC has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest or violated the other policies of Aantorik Bylaws, it shall by majority vote approve the resolution to investigate the case. The President then refers the case to the BoT for investigation. The Chairman of BoT, after completion of the BoT investigation, will submit the investigation report to the EC.
  - b. If the BoT report recommends the action for violation of conflict of interest or other policies, the EC shall take appropriate disciplinary and corrective action. The President in such circumstances can call a joint EC and the BoT meeting to resolve the case.

## Section 4. Prohibition of Dividends

No part of the net earnings of Aantorik Inc. shall inure to the benefit of, or be distributable to, as dividends or in any other manner, its members, officers, trustees, or other private persons.

## Section 5. Dissolution of Organization

Upon the dissolution of the corporation, the EC and the BoT jointly shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such entity or entities organized and operated exclusively for charitable, educational, and religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) as the EC and the BoT jointly shall determine. Any such assets not so disposed of shall be disposed of by the court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## Article XIII. Corporate Seal

The corporate seal of Aantorik Inc. shall be circular and shall contain the year of its creation and the words "CORPORATE SEAL OF Aantorik Inc.". The said seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced.

## Article XIV. Fiscal Year

The fiscal year of Aantorik Inc. shall be the first day of January through the last day of December.

## Article XV. Execution of Corporate Instruments

All checks, drafts, and other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by officer(s) of Aantorik Inc., and in such manner as shall be determined from time to time by resolution of the EC.

## Article XVI. Notice and Waiver of Notice

### Section 1. Notice

Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his address as it appears on the records of the corporation, and such notice shall be deemed to have been given on the day of such mailing. Electronic mail (E-mail) may serve the purpose of a notice in lieu of any hard copy mail. Any member who is not eligible to vote shall not be entitled to receive notice of any meetings, except as otherwise provided by the statute.

### Section 2. Waiver of Notice

Whenever any notice is required to be given under the provisions of any law or these Bylaws, a waiver thereof in writing signed by the person or persons therein, shall be deemed proper notice.

## Article XVII. Amendments

These Bylaws may be altered and repealed, and new Bylaws may be created at any annual meeting of the GB members or any special meeting thereof if notice thereof is contained in the notice of such special meeting, by the affirmative vote of a majority of the ordinary members eligible to vote thereat.

For any provision not stated in this bylaw, the EC is empowered to decide on it until such provision is added to the Bylaws with an amendment.

## Article XVIII. Member Code of Conduct

All members must conduct themselves, their children, relatives, and guests in a responsible manner at all social/cultural events organized by Aantorik Inc. All members will be liable for any property damage or physical injury caused by their acts or by those of their children, relatives, or guests during any event. Aantorik Inc. members shall indemnify, defend, and hold harmless Aantorik Inc. EC members from and against any and all claims, actions, loss, damage, liability, cost and expense, including without limitation reasonable attorney's fees and expenses, relating to any property damage or physical injury caused by their acts or by those of their children, relatives or guests during any event.

## Article XIX. Complaints / Legal Matters

Any member of Aantorik Inc. may file a complaint against Aantorik Inc. or its EC members or the BoT members at any time about any business conducted by Aantorik Inc. on behalf of its members. Any such complaint must be filed in writing to the President of the EC for the EC members and to the Chairperson of the BoT for the BoT members, who receiving such complaint shall acknowledge in writing within fifteen (15) days of receipt. The complaint thus submitted shall clearly state the name of the complainer, the date filed, specific reason of the complaint and the expected resolution. All such complaints shall be brought up for deliberation within 60 days of such complaint by calling a special meeting as mentioned in Article IX Section 2 of these Bylaws. If the complainer is not satisfied with the resolution adopted at said special meeting, Aantorik Inc. and the complainer shall agree to binding arbitration in accordance with stipulations of the California General Arbitration Act and The Federal Arbitration Act.

## Article XX. Non-Discrimination

### Section 1. Membership

Membership of this corporation shall be non-discriminatory with respect to age, sex, race, religion, and national origin.

### Section 2. Executive Committee

The Officers and EC members of this corporation shall be elected entirely on a non-discriminatory basis with respect to age, sex, race, religion, and national origin from the pool of GB members.

### Section 3. Board of Trustees

The trustees of the BoT of this corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, and national origin from the pool of GB members.

## Article XXI. Bangla School

The Bangla School shall be organized under the umbrella of Aantorik Inc. primarily to teach and provide exposure to the Bengali language, literature, art, music, and culture to the enrollees of Bangla School. An independent committee, separate from Aantorik Inc. EC may be formed to operate, manage, and coordinate the operations and the activities of the Bangla School. There shall be at least one member in the Bangla School committee who is also a member of Aantorik Inc. EC to maintain a link between the two committees. Aantorik Inc. shall provide a fixed sum of money annually as determined by the EC at the beginning of the fiscal year of Aantorik Inc. for the capital and operational expenditures of the Bangla School.

## Article XXII. Date of The Last Amendment

The date of approval of the current version of the BYLAWS OF ANTORIK INC. is approved in the GB meeting of June 23, 2023, held in Folsom, California. The major amendment to the Bylaws was the inclusion of Trustees and their responsibilities.