

AMENDED AND RESTATED BYLAWS of AIKOTAAN SOCAL ASSOCIATION

A California Nonprofit Public Benefit Corporation

Aikotaan SoCal Association, a California nonprofit public benefit corporation (California Corporation No. 5982900), was incorporated on November 27, 2023, pursuant to the California Nonprofit Public Benefit Corporation Law (Corporations Code § 5110 et seq.).

Under the prior bylaws, a formal Board of Directors was not clearly established, and the governance structure did not fully comply with California nonprofit public benefit corporation requirements. In response, the general membership elected five (5) initial directors with the mandate to revise and formalize the bylaws.

These Amended and Restated Bylaws (“Bylaws”) were adopted by resolution of the Board in accordance with California Corporations Code § 5150 and the transitional authority granted by the membership. They are effective as of the date of adoption and supersede all prior versions of the Association’s bylaws.

For purposes of these Bylaws, “Board of Directors” and “Board” may be used interchangeably.

ARTICLE ONE NAME

Section 1.01 Corporate Name

The name of this corporation is Aikotaan SoCal Association.

Section 1.02 Informal Reference

For clarity, the organization may be referred to as “Aikotaan” informally and as “the Association” in these Bylaws.

ARTICLE TWO PURPOSE AND OBJECTIVES

Section 2.01 Nonprofit Purpose

Aikotaan SoCal Association is a nonprofit public benefit corporation organized under the laws of the State of California and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and the California Nonprofit Public Benefit Corporation Law.

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Directors, Officers, or any other private person, except that the Association shall be

authorized to pay reasonable compensation for services rendered and to make payments in furtherance of its exempt purposes.

The Association shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including the publishing or distributing of statements), and shall engage in lobbying only to the extent permitted under Section 501(c)(3) of the Internal Revenue Code.

The Association shall not carry on any 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 (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2.02 Objectives and Activities

The primary objective of Aikotaan is to promote cultural, educational, charitable, and community-based activities rooted in Bengali and Eastern Indian heritage.

The Association also fosters a spirit of friendship and cooperation through social gatherings, cultural festivals, musical and artistic programs, educational initiatives, and philanthropic service.

Aikotaan is a volunteer-driven, inclusive organization committed to celebrating diversity while promoting Bengali and Eastern Indian traditions, encouraging intergenerational connection, and supporting leadership development in Southern California and beyond.

ARTICLE THREE ADDRESS AND AGENT

Section 3.01 Principal Office

The principal office of Aikotaan SoCal Association shall be located in the State of California at such address as may be designated from time to time by resolution of the Board of Directors.

Until changed by such resolution, the principal office shall be:

2108 N St Ste N
Sacramento, California 95816

Section 3.02 Other Offices

The Board of Directors may establish additional or branch offices at any place where the Association is qualified to conduct its activities.

Section 3.03 Agent for Service of Process

The Association shall maintain an agent for service of process in the State of California, as required by law. As of the date of these Bylaws, the agent for service of process is:

Jared D. Ackley
120 Vantis Drive, Suite 300
Aliso Viejo, CA 92656

The name and address of the Association's agent for service of process may be changed by resolution of the Board of Directors and updated with the California Secretary of State, without the need to amend these Bylaws.

ARTICLE FOUR MEMBERSHIP

Section 4.01 Membership Eligibility

Membership in the Association is open to any individual or household that supports the purposes of the Association and meets the requirements set forth in these Bylaws and any related policies adopted by the Board of Directors.

Individuals or households may apply for individual or family membership as described in Section 4.02. All Members must be accepted in accordance with procedures established by the Board of Directors and must remain in good standing to retain membership rights.

For purposes of these Bylaws, a "Member" refers to an individual or designated household representative whose membership is current, who is in good standing, and who meets the eligibility requirements outlined in these Bylaws.

Section 4.02 Admission and Classes

The Board of Directors shall determine the process for admission, categories of membership, and any applicable dues. Categories may include, but are not limited to, individual membership and family membership.

Membership is open to any individual or household that supports the mission of the Association, submits an application in the manner prescribed by the Board of Directors, and satisfies all applicable eligibility and dues requirements.

- An individual general membership is held by one person and entitles that person to one (1) vote.
- A family general membership is held by a household and entitles the household to one (1) vote. The household must designate in writing one adult (age 18 or older) to act as the voting member and recipient of official notices. The designated voter may be updated at any time with written notice to the Association.

For purposes of these Bylaws, the term “Member” refers to either an individual member or the designated voting representative of a family membership. Each Member shall be entitled to one (1) vote and shall count as one (1) Member for purposes of voting and quorum.

A person included under a family membership may not simultaneously hold an individual membership. No more than one voting membership shall be granted to the same individual or household at any given time.

Section 4.03 Term and Dues

Membership is valid for a calendar year, beginning on January 1 and ending on December 31. Membership dues, if any, shall be set annually by the Board of Directors.

A Member is considered in good standing when all dues are current and the Member is not otherwise suspended or removed. Failure to pay dues within thirty (30) days of the due date may result in suspension of membership until payment is received or other action is taken by the Board.

Aikotaan may host additional events throughout the year, which could require a paid entry fee to help cover associated costs.

Section 4.04 Voting Eligibility

Each Member in good standing is entitled to one (1) vote in any matter submitted to a vote of the membership, including the election of Directors and Officers. A Member must have maintained continuous good-standing status for at least twelve (12) months immediately prior to the record date in order to be eligible to vote. Unless otherwise stated, only Members who meet this requirement shall be included in quorum calculations or in any vote or petition count.

Section 4.05 Voter Eligibility List

At least seven (7) days prior to any General Body meeting where a vote is scheduled, the Secretary, or a designated officer or committee, shall prepare and certify a list of all Members eligible to vote as of the record date. Only individuals on this certified list may vote or be counted for quorum or petition purposes.

Section 4.06 Suspension and Termination of Membership

Membership may be suspended or terminated for any of the following reasons:

- Nonpayment of general membership dues in accordance with Section 4.03;
- Conduct materially and seriously detrimental to the purposes or reputation of the Association;
- Violation of these Bylaws, applicable policies, or ethical standards adopted by the Board;
- Engaging in conduct that seeks to improperly pressure or interfere with the duties or independent judgment of a Director or Officer in matters of governance or organizational decision-making shall be grounds for termination of membership following notice and an opportunity to respond. A member terminated under this provision shall not be eligible to reapply for a period of at least one (1) year. The Board may extend this period based on the severity of the violation.

A Member subject to suspension or termination shall be provided with written notice of the alleged violation(s) and given seven (7) days to respond in writing before a final decision is made. Final determination shall be made by a majority vote of the Board of Directors. These same standards shall also apply to any Member serving on the Executive Committee.

Section 4.07 Voluntary Withdrawal and Non-Transferability

Memberships, including any associated fees, are non-refundable, non-transferable, and non-assignable. All membership rights shall cease upon non-renewal, death, removal, or voluntary withdrawal.

A Member may voluntarily withdraw from the Association at any time by providing written notice. Withdrawal does not entitle the Member to any refund of dues or other fees paid.

Section 4.08 Rights of Members

Members in good standing shall have the right to:

- Vote in elections of Directors and Officers;
- Receive annual reports on the activities and financial condition of the Association;
- Propose items for discussion or consideration at General Body meetings in accordance with Board policy;
- Propose amendments to these Bylaws in accordance with Article 13.

Membership does not confer any ownership interest or vested property right in the Association or its assets.

Section 4.09 General Body

The collective body of all Members in good standing shall constitute the General Body of the Association. The General Body shall meet annually and may exercise all rights expressly granted to Members by these Bylaws or applicable law.

ARTICLE FIVE MEETINGS OF MEMBERS

Section 5.01 Annual Meeting

The Association shall hold an Annual Meeting of the General Body each calendar year, at a date, time, and location (which may include virtual platforms) determined by the Board in conjunction with the Executive Committee. The purposes of the Annual Meeting include:

- (a) presentation of the Association's annual report and financials;
- (b) election of Directors and/or Officers, when applicable;
- (c) committee or program updates; and
- (d) any other business properly brought before the Members.

Section 5.02 Special Meetings

Special meetings of the General Body may be called by:

- the President,

- the Secretary,
- a majority vote of the Board, or
- written petition signed by at least forty-five percent (45%) of the voting-eligible Members in good standing as of the record date.

Section 5.03 Notice of Meetings

Written notice of each meeting of the General Body shall be given to all Members entitled to vote at least fourteen (14) days, and no more than sixty (60) days, before the meeting. The notice shall include the date, time, location (or virtual link), and agenda. Notice may be delivered by email or any other method reasonably calculated to give actual notice.

Section 5.04 Quorum

A quorum for any meeting of the General Body shall consist of thirty-three percent (33%) of the Members in good standing as of the record date. No official business may be conducted without quorum. If quorum is lost, no further binding votes may be taken.

Section 5.05 Voting Procedures

Unless otherwise required by law or these Bylaws, actions of the General Body shall be decided by a majority vote of the Members present and voting, assuming quorum is met. Elections or votes may be conducted by voice vote, secret ballot, or electronic voting as determined by the Board.

Section 5.06 Voting Thresholds

All thresholds in these Bylaws referring to a percentage of "Members" shall mean the number of voting-eligible Members as of the record date established by the Board.

Unless otherwise specified in these Bylaws, actions of the General Body shall be approved by the affirmative vote of a majority of the Members present and voting at a meeting where quorum is established.

Any vote to remove a Director or Executive Officer, whether initiated by the Board or the General Body, shall require the affirmative vote of four-fifths (4/5) of the voting body present (i.e., four of five Directors, or 80% of Members present and voting at a General Body meeting). The Board shall establish a record date and prepare a certified list of eligible voters in advance of any such vote.

Section 5.07 Record Date

The Board may fix a record date for determining the Members entitled to notice of and to vote at any meeting. The record date shall not be more than sixty (60) nor fewer than ten (10) days before the meeting.

Section 5.08 Location and Format of Meetings

Meetings of the General Body may be held in person or by telephone, video conference, or other electronic means, so long as all participating Members can hear one another and participate meaningfully. Participation through such means shall constitute presence in person at the meeting.

Section 5.09 Electronic Notice

Unless a Member has opted out in writing, “written notice” under these Bylaws includes notice by e-mail or other electronic transmission to the address the Member has provided for Association communications.

ARTICLE SIX BOARD OF DIRECTORS

Section 6.01 Authority and Responsibilities

The Board of Directors shall have the ultimate authority to govern the affairs of the Association, consistent with its charitable purpose and applicable law. The Board may exercise all corporate powers not otherwise reserved to the Members by these Bylaws, the Articles of Incorporation, or the California Nonprofit Public Benefit Corporation Law.

The Board’s responsibilities include, but are not limited to:

- Strategic oversight of the Association’s mission and operations;
- Approval of the annual budget, event budgets, long-term contracts, and financial reports;
- Review and approval of any expense that is greater than ten percent (10%) of the approved annual budget;
- Adoption and amendment of policies, procedures, and internal rules;

- Oversight of Officers, the Executive Committee as a whole, and major events or programs;
- Ensuring compliance with all applicable laws, reporting obligations, and fiduciary duties.

Section 6.02 Number and Qualification

The authorized number of Directors shall be five (5). All Directors must be Members in good standing of the Association and at least eighteen (18) years of age.

No two Directors may be members of the same immediate family or household. In addition, no Director may serve while an immediate family or household member simultaneously serves as an Officer on the Executive Committee.

Section 6.03 Term and Term Limits

The initial five (5) Directors were elected by the general membership to bring the Association into compliance with nonprofit governance requirements. They shall serve until the first staggered election cycle, as determined by the Board, but for no more than two (2) years following the adoption of these Bylaws.

To implement staggered terms, the Board shall designate, at the next election following adoption of these Bylaws, which Director seats shall be elected to initial one-year terms and which to two-year terms.

Thereafter, all Directors shall serve two-year terms and may serve no more than two (2) consecutive terms. A former Director who has reached the term limit may be re-elected after a one-year absence from the Board. This one-year cooldown period applies to members of the same immediate family or household.

A term is defined as beginning on May 1 of the year of the election and ending on April 30 of the second year.

Section 6.04 Removal and Resignation

A Director may resign at any time by giving written notice to the Board. A Director may be removed for cause by the affirmative vote of four (4) of the five (5) Directors then in office. The Director whose removal is under consideration may participate in the meeting and may vote. Written notice of the proposed removal and an opportunity to respond in writing or in person shall be provided in advance. If the Board votes to proceed with removal following the initial response, a second written notice shall be issued, and a final vote may occur no sooner than seven (7) days after that second notice is delivered.

A Director may also be removed by the General Body following a valid petition signed by at least forty-five percent (45%) of voting-eligible Members, provided the removal is approved by a vote of at least four-fifths (4/5) of the Members present and voting at a duly noticed meeting with quorum. The Member under consideration shall be provided with written notice and an opportunity to respond in advance of the vote.

Section 6.05 Vacancies

Any vacancy on the Board, whether due to resignation, removal, or other early departure, may be filled either by (a) majority vote of the remaining Directors, or (b) vote of the General Membership, at the Board's discretion. A Director appointed or elected under this provision shall serve the remainder of the unexpired term.

Section 6.06 Quorum and Voting

A quorum of the Board shall consist of three (3) Directors. Except where a higher threshold is required by these Bylaws or applicable law, actions of the Board shall be approved by a majority of Directors present at a meeting with quorum.

In matters involving conflict of interest, ethics, or removal for cause, the affirmative vote of at least four (4) of the five (5) Directors then in office shall be required.

Section 6.07 Compensation and Reimbursement

Directors shall serve without compensation but may be reimbursed for reasonable, documented expenses incurred in the performance of their duties, as approved in advance by the Board.

Section 6.08 Conflict of Interest

The Board shall adopt and enforce a written conflict-of-interest policy consistent with state and federal nonprofit law. Directors shall disclose any personal, financial, or organizational conflict in connection with any matter before the Board.

ARTICLE SEVEN MEETINGS OF THE BOARD OF DIRECTORS

Section 7.01 Regular Meetings

The Board shall hold regular meetings at least quarterly, at such times and places as it may determine by resolution. Regular meetings may be held in person or via video or teleconference, so long as all Directors participating can hear and speak to one another in real time.

Section 7.02 Special Meetings

Special meetings of the Board may be called by the President, the General Secretary, or any two Directors. Notice of a special meeting must be given to each Director at least forty-eight (48) hours in advance if delivered personally, by phone, or by electronic means, or at least four (4) days in advance if delivered by mail. The notice must state the date, time, method (in-person, phone, or video), and the purpose or agenda of the meeting.

Section 7.03 Place and Format of Meetings

Meetings of the Board may be held at any location within or outside the State of California, or entirely by telephone, video conference, or other electronic means, provided all Directors are able to participate in real time and can hear and respond to one another. Participation in such a meeting shall constitute presence in person for purposes of quorum and voting.

Section 7.04 Quorum and Voting

A quorum shall consist of a majority of the Directors then in office. Unless a greater number is required by these Bylaws or applicable law, actions of the Board shall be taken by a majority vote of Directors present at a meeting with quorum. A meeting at which a quorum is initially present may continue to transact business even if Directors withdraw, provided any action is approved by at least a majority of the required quorum.

Section 7.05 Action Without a Meeting

Any action that the Board is authorized to take may be taken without a meeting if all Directors then in office consent in writing to the action. Such unanimous written consent shall have the same effect as a vote of the Board and shall be filed with the minutes of the proceedings. Consent may be given by email or other electronic communication, provided it clearly indicates the Director's agreement and is retained in a reproducible format.

Section 7.06 Waiver of Notice

Notice of a meeting may be waived by a Director in writing or by attendance at the meeting without objection. Waivers shall be filed with the corporate records.

Section 7.07 Minutes and Records

Minutes of all meetings of the Board shall be taken and maintained as part of the Association's official records. The Secretary or a designated individual shall be responsible for ensuring the accuracy and timely preparation of the minutes.

ARTICLE EIGHT OFFICERS AND EXECUTIVE COMMITTEE

Section 8.01 Officer Titles

The Officers of the Association shall include:

- President
- Secretary
- Treasurer

The Board may establish additional officer positions by resolution, such as Vice President, Assistant Secretary, or other roles as needed.

Section 8.02 Election and Term of Office

The Officers of the Association shall be elected by the voting Members of the Association at a General Body meeting held every two years, beginning in 2026, unless otherwise determined by the Board. Officer positions are typically elected as a coordinated team (slate), but the Board may determine the election format from time to time, provided notice is given in advance of the election.

Each Executive Committee shall serve a two-year term beginning on December 1 following the election, which is generally held in the preceding November. Officers may serve no more than two (2) consecutive terms in the same position.

A former Officer who has reached the term limit may be re-elected after a one-year absence from the Executive Committee. This one-year cooldown period also applies to members of the same immediate family or household.

Section 8.03 Qualifications

Each Officer must be a Member in good standing and at least 18 years of age. Officers must consent to serve and be willing to fulfill the responsibilities of the position.

No two Officers may be members of the same immediate family or household. In addition, no Officer may serve while an immediate family or household member simultaneously serves as a Director on the Board.

Section 8.04 Duties of Officers

President: The President shall provide overall leadership and coordination of the Association's mission and programs. The President shall preside at meetings of the Board and General Body unless another presiding officer is designated, serve as the Association's primary spokesperson, and oversee implementation of Board policies and directives.

Secretary: The Secretary shall be responsible for maintaining accurate records of meetings, handling member communications, providing required notices, maintaining organizational and legal filings, and ensuring the safekeeping of corporate records.

Treasurer: The Treasurer shall oversee the financial operations of the Association, including managing bank accounts, maintaining books and records, preparing budgets and financial reports, and ensuring compliance with all financial reporting requirements under state and federal law. The Treasurer shall present financial updates to the Board and General Body as required.

Other officers shall perform such duties as assigned by the Board or described in the resolution creating the position.

Section 8.05 Resignation and Removal

Any Officer may resign at any time by delivering written notice to the Board. No Officer shall be removed without first receiving written notice of the proposed removal and an opportunity to respond in writing or in person. If the Board votes to proceed after the initial response, a second notice shall be provided, and any final vote shall occur no sooner than seven (7) days thereafter.

Section 8.06 Vacancies

In the event of a vacancy in any Officer position, the remaining Officers on the Executive Committee shall nominate a replacement from among the Members in good standing. The nomination shall be submitted to the Board for approval by majority vote. The appointed individual must meet the same qualifications as required for initial election and shall serve the remainder of the unexpired term.

Section 8.07 Executive Committee

The Officers of the Association shall collectively constitute the Executive Committee, which shall be responsible for managing the Association's day-to-day operations between Board meetings. The Executive Committee shall report to and be subject to the oversight of the Board.

The Board may delegate limited authority to the Executive Committee, but may not delegate authority to:

- Amend these Bylaws
- Approve the annual budget or major unbudgeted expenditures
- Elect or remove Officers or Directors
- Approve contracts or transactions exceeding thresholds set by the Board

The structure and scope of the Executive Committee may be modified by resolution of the Board, consistent with these Bylaws.

Section 8.08 Joint Meetings with the Board

The Executive Committee shall meet jointly with the Board of Directors at least once per calendar quarter. These joint meetings shall be scheduled by mutual agreement and may occur in person or via virtual platform. The purpose of these meetings is to provide strategic updates, review major events or initiatives, monitor finances, and ensure coordinated oversight of the Association's activities.

ARTICLE NINE COMMITTEES AND ADVISORY ROLES

Section 9.01 Board Committees

The Board may, by resolution adopted by a majority of the Directors then in office, create one or more committees consisting of two or more Directors to serve at the pleasure of the Board. Any such committee shall have such authority and responsibilities as delegated by the Board, except that no committee shall have the power to:

- Approve or amend the Bylaws;
- Fill vacancies on the Board or any committee;
- Elect or remove Directors or Officers;
- Approve dissolution, merger, or major asset transfers;
- Approve the annual budget or major unbudgeted expenditures.

All actions of Board committees shall be reported to the full Board at the next regular Board meeting.

Section 9.02 Advisory Committees

The Board may, at its discretion, create one or more advisory committees composed of Members or non-members to provide cultural, professional, or community insight. Advisory committees shall have no governance authority and shall serve solely at the pleasure of the Board. No individual or group is entitled to a permanent seat on the Board or any committee by virtue of, donor, or past-officer status.

Section 9.03 Committee Oversight and Dissolution

All committees, including advisory bodies, serve at the pleasure of the Board and may be modified, dissolved, or restructured at any time by Board resolution. The Board shall retain full oversight and fiduciary responsibility for all actions of its committees.

ARTICLE TEN CONFLICT OF INTEREST

Section 10.01 Policy Purpose

The Association shall maintain a policy to ensure that its decisions and operations are free from undue influence, self-dealing, or improper benefit to private individuals. All Directors, Officers, and committee members must act in the best interest of the Association and avoid any real or perceived conflicts of interest.

Section 10.02 Duty to Disclose

Any Director, Officer, or committee member who has a financial interest or material personal interest in any transaction, contract, or decision under consideration by the Board or a committee shall disclose the nature of the interest prior to any discussion or vote. The interested person shall recuse themselves from voting on the matter.

Section 10.03 Board Review and Approval

The Board shall determine whether a conflict exists and, if so, whether the proposed transaction or arrangement is in the best interest of the Association. Any transaction involving a financial interest shall be approved only by a vote of disinterested Directors and must be just and reasonable to the Association.

A vote of at least four (4) of the five (5) Directors shall be required to approve any matter involving a potential conflict of interest or ethics concern.

Section 10.04 Family Restrictions

No two individuals from the same immediate family or household may serve simultaneously on the Board of Directors or Executive Committee. “Immediate family” includes a spouse or domestic partner, parent, child, sibling, or member of the same household.

Section 10.05 Annual Disclosure and Policy Adoption

The Board shall adopt a separate written Conflict of Interest Policy and may require annual disclosure forms from all Directors and Officers. The policy may be reviewed and updated from time to time at the Board’s discretion.

ARTICLE ELEVEN INDEMNIFICATION

Section 11.01 Right to Indemnification

To the fullest extent permitted by law, the Association shall indemnify any person who is or was a Director, Officer, committee member, employee, or other agent of the Association against any claim, liability, or expense arising out of such person’s performance of duties on behalf of the Association, provided that the person acted in good faith and in a manner reasonably believed to be in the best interests of the Association.

Section 11.02 Advance of Expenses

To the extent permitted by law, the Association may advance reasonable expenses incurred by a Director or Officer in defending any proceeding in which they are a party because of their role with the Association, upon receipt of an undertaking by or on behalf of the individual to repay such amount unless it is determined they are entitled to be indemnified.

Section 11.03 Limitations

No indemnification shall be provided:

- For acts or omissions involving intentional misconduct, fraud, or knowing violations of the law;
- In any circumstance where indemnification would violate applicable public policy or jeopardize the Association’s tax-exempt status;

- In connection with proceedings by or in the right of the Association, except for reasonable expenses as authorized by law.

Section 11.04 Insurance

The Association may purchase and maintain insurance to cover potential indemnification obligations, liabilities, or claims arising from the conduct of its Directors, Officers, employees, or agents, whether or not the Association would have the power to indemnify them under law.

Section 11.05 Volunteer Protection

Pursuant to California law and applicable federal laws, no unpaid Director or Officer shall be personally liable for monetary damages for any action taken in good faith, within the scope of their official duties, and in compliance with applicable fiduciary standards, unless such action constitutes fraud, gross negligence, or willful misconduct.

ARTICLE TWELVE RECORDS AND REPORTS

Section 12.01 Maintenance of Corporate Records

The Association shall keep and maintain adequate and correct books and records of account; minutes of the proceedings of the Board, the General Body, and any committees; and a record of its Members, including their names, addresses, and class of membership (if applicable). Such records shall be kept in written form or in any form capable of being converted to a clearly legible printed form.

The Board shall adopt and maintain a written Document Retention Policy that outlines the duration for retaining, storing, and disposing of the Association's records in accordance with legal and regulatory requirements.

The Board shall also adopt and maintain a written Fiscal Controls Policy governing internal financial practices, including budgeting, approval of unbudgeted expenditures, check-signing authority, and cash-handling procedures. These controls shall be reviewed periodically to ensure accuracy, accountability, and compliance with applicable laws and best practices.

Section 12.02 Member Inspection Rights

Any Member in good standing may, upon written request and at a reasonable time, inspect the following records:

- The Association's Articles of Incorporation and Bylaws;
- The Association's most recent IRS Form 990 and state charitable filings;
- Minutes of the General Body and Board meetings (excluding confidential personnel or legal matters);
- A copy of the Association's annual budget and financial statements.

The Board may adopt reasonable rules to protect the integrity of the records and limit inspection to protect sensitive information, consistent with applicable law.

Section 12.03 Annual Report to Members

The Board shall provide to all Members, no later than 120 days after the close of the fiscal year, an annual report including:

- A balance sheet and income statement for the year;
- A statement of major program activities;
- Names of Directors and Officers;
- Any significant changes to the Association's purpose, leadership, or operations.

Section 12.04 Public Disclosure Requirements

The Association shall make available for public inspection, as required by law:

- Its most recent IRS Form 990;
- Its application for tax-exempt status (IRS Form 1023 or 1024); and
- These Bylaws and Articles of Incorporation.

Such materials may be posted on the Association's website or made available upon request.

Section 12.05 Fiscal Year

The fiscal year of the Association shall end on December 31 of each year, unless otherwise determined by resolution of the Board.

ARTICLE THIRTEEN AMENDMENT OF BYLAWS

Section 13.01 Amendment of Bylaws

These Bylaws may be adopted, amended, or repealed by the affirmative vote of a majority of the Board of Directors then in office, except as otherwise required by law or these Bylaws.

Section 13.02 Amendments Requiring Member Approval

Notwithstanding Section 13.01, the following types of amendments shall also require approval by a two-thirds (2/3) vote of the Members present and voting at a meeting with quorum:

- Any amendment that would materially change the rights, privileges, or obligations of the Members;
- Any amendment that would eliminate or significantly limit voting rights of Members;
- Any amendment to the provisions regarding Member eligibility, elections, or the General Body's authority.

Section 13.03 Notice of Proposed Amendments

Written notice of any proposed Bylaw amendment requiring Member approval shall be provided to all voting Members at least fourteen (14) days before the meeting at which the amendment is to be considered. The notice shall include the text or summary of the proposed change and a brief explanation.

Section 13.04 Effective Date

Amendments shall become effective immediately upon adoption unless otherwise specified in the resolution approving the amendment.

ARTICLE FOURTEEN DISSOLUTION

Section 14.01 Voluntary Dissolution

The Association may be dissolved voluntarily in accordance with the procedures set forth in the California Nonprofit Public Benefit Corporation Law, including approval by the Board and, if required, the Members.

Section 14.02 Distribution of Assets Upon Dissolution

Upon the dissolution of the Association, its assets shall be distributed exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE FIFTEEN GENERAL PROVISIONS

Section 15.01 Governing Law

These Bylaws and the affairs of the Association shall be governed by and construed in accordance with the laws of the State of California, including the California Nonprofit Public Benefit Corporation Law.

Section 15.02 Severability

If any provision of these Bylaws is held to be invalid or unenforceable by a court of competent jurisdiction, the remaining provisions shall continue in full force and effect.

Section 15.03 Construction

All references in these Bylaws to the California Corporations Code, the Internal Revenue Code, or other laws shall be deemed to include successor provisions as they may be amended from time to time.

Section 15.04 Headings

Headings and article titles are for convenience only and shall not affect the interpretation of these Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the duly elected Secretary of Aikotaan SoCal Association, a California nonprofit public benefit corporation, and that the foregoing Amended and Restated Bylaws, comprising fifteen (15) articles, were reviewed by the Board of Directors on May 12, 2025, presented in final form on May 15, 2025, and duly adopted by unanimous written consent of the Directors upon receipt of all five Director signatures. These Bylaws now constitute the official Bylaws of the Association.

Certified on 5/15/2025
by _____, upon receipt of all required Board signatures.



Name: Avik Mukherjee

Title: Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS
of Aikootaan SoCal Association
Adopting Amended and Restated Bylaws**

WHEREAS, the Board of Directors of Aikootaan SoCal Association met via virtual meeting on May 12, 2025, to review and propose final changes to the Amended and Restated Bylaws;

WHEREAS, the five (5) current Directors were elected by the General Membership for the express purpose of revising and formalizing the Association's Bylaws in accordance with applicable law and governance best practices;

WHEREAS, the final version of the Bylaws, incorporating the Board's requested changes, was circulated to all Directors on May 15, 2025;

WHEREAS, each Director has had the opportunity to review the final version and vote to approve by signing this resolution;

NOW, THEREFORE, BE IT RESOLVED:

1. That the Board hereby adopts the Amended and Restated Bylaws attached hereto as the governing document of the Association, effective as of May 15, 2025, the date of final presentation to the Board;
2. That the Board acknowledges these Bylaws supersede and replace in full all prior versions of the Association's bylaws;
3. That this resolution, together with the Amended and Restated Bylaws and the Certificate of Secretary, shall be executed and maintained in the Association's official records.

[Signatures on the following page]

Adopted as of May 15, 2025, upon receipt of electronic signatures by all of the undersigned

Directors

DocuSigned by:



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Name: Tirthankar Chakraborty Dipankar

Title: Director

DocuSigned by:



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Name: Paramita Pal

Title: Director

Signed by:



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Name: Sandip Choudhury

Title: Director

Signed by:



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Name: Pinaki Karfa

Title: Director

DocuSigned by:



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Name: Rajiv Mandal

Title: Director