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Bengali Association of Minnesota (BAM)

Amended Bylaws
(Approved by BOD and ACC and Adopted on 07-05-25)

Section I – Membership

I.1 Non-Discrimination

Membership shall not be denied to any person because of their age, color, national origin, citizenship status, physical or mental disability, race, religion, cast, creed, gender, sex, sexual orientation, gender identity and/or expression, genetic information, marital status, status with regards to public assistance, veteran status, or any other characteristic protected by federal, state or local law.

I.2 Eligibility for Membership

A person who subscribes to the goals and objectives of BAM and abides by its bylaws and rules is eligible and may apply for annually for BAM membership, at a time and in a format prescribed by the Board of Directors from time to time.

I.3 Classes of Members

The following classes of membership have been established for individuals whose membership application has been approved by the Board of Directors.

I.3.1 Resident Member: Any individual who is 18 years or older and resides in the Twin Cities area and its outlying communities in the State of Minnesota will be considered as a Resident Member.

I.3.2 Non-Resident Member: Any individual who is currently residing outside the State of Minnesota, and desires to be a part of the BAM community will be considered as a Non-Resident member.

I.3.3 Junior Member: Any individual who is below 18 years of age and resides with an adult Resident Member in the Twin Cities area and its outlying communities in the State of Minnesota will be considered as a junior member.

I.3.4 Altering classes of members: The Board of Directors may establish additional, or restrict existing classes of members, but no changes to existing voting members' rights shall be affected without such members' approval.

I.4 Voting

I.4.1 Voting Members: Only Resident Members, as defined in Sub-Section **I.3.1** above, who have registered and paid their fees, if any, according to the schedule as established by the Board of Directors, shall be eligible to vote for matters related to BAM.

I.4.2 Voting Member List: A list of Voting Members of the corporation shall be kept by the Secretary of the corporation pursuant to Sub-Section **V.6** of these Bylaws. The Voting Members List shall show the following information about each Adult Resident Member:

- Full name
- Address
- Email
- Phone number
- Date membership started.
- Date Membership expires.
- Membership Category:
    - Adult Resident [Default]
    - Adult Resident Senior (65 plus years) [member must request Senior designation as required by BAM Membership Rules to be placed in this category]
    - Full-Time Student [proof of student status required]
- Current Membership Status: Active/Inactive
    - If Inactive, reason: Nonpayment of fees/Moved out of MN/Resigned/Removed
    - If Inactive due to non-payment of fees, date notice sent.

I.4.3 Sensitive Personal Identifying Information: The Corporation shall not ask for or retain any member's Sensitive Personal Identifying Information like Social Security Number, Passport, Driver's License or State Issued ID, unless required by law or by court order.

I.4.4 Financial Transaction Information: The Corporation may ask for a member's Bank or Credit card account numbers if that information is required for a financial transaction between the member and the Corporation but shall not retain such information beyond a time period reasonably necessary to complete the transaction. Wherever possible, such financial transactions should be handled through the Corporation's bank or other financial institutions.

I.4.5 Voting List Updates: The official voting list will be updated from time to time as required by these Bylaws, or by the President of the Corporation, or by law.

I.4.6 Voting Rights: Each voting member has One (1) vote.

I.5 Benefits

All voting members who are current with their membership fees will be eligible for receiving discounts and/or other benefits at events and/or on services as approved by the Board of Directors.

I.6 Membership Dues

Membership Fees are due annually and will be payable in advance for a minimum membership period of 12 months. The Board of Directors at its discretion may permit membership fees to be paid in advance

for multiple years at a discounted rate. The Board of Directors may at its discretion set membership fees at a discounted rate for Adult Resident Members who are Seniors or Full-Time Students.

I.6.1 Membership Renewal Fees – Failure to Pay on Time: Membership Renewal Fees will become due one month before the member's current membership period expires and payment must be received within one month of the expiration of the member's membership. The corporation may send a reminder to the member regarding membership fees being due but non-receipt of the reminder shall not affect the responsibility of the member to pay the Membership Renewal Fees by the due date.

If Membership Renewal Fees is not received within one month of expiration of the member's membership, the membership will become inactive and membership benefits will be suspended till payment has been received and the member has been reinstated to active status.

If payment is not received within three months of the expiration of membership, the membership will be terminated for non-payment of membership fees, unless the member requests an extension of time for payment on grounds of hardship and the Board of Directors grants such extension and payment of membership dues is received by extended deadline.

I.6.2 Late Fee and Reinstatement Fee: The Board of Directors may at its discretion permit payment of membership fees after the membership has become inactive or has been terminated for non-payment of membership fee. In such cases, it may impose a late fee for the overdue payment and a re-instatement fee to reinstate the member to active status.

I.6.3 Rules and Guidelines for Payment: The Board of Directors shall adopt and update, as appropriate, Rules and Guidelines with regard to Payment of Membership Dues and Fee Schedules, Late Fee, and Reinstatement Fee.

I.7 Interest in property

The members of this corporation shall not have any rights, title, or interest in the real or private property of this corporation.

I.8 Termination

Membership may be terminated due to:

I.8.1 Resignation: Any member may resign their membership at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect on the date such notice was received or at any later time specified in the notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns membership shall not be entitled to a pro-rated refund of any Membership or other dues already paid to BAM.

I.8.2 Expulsion: A member may be expelled from BAM by unanimous vote of the Board of Directors (BOD) in accordance with the procedure laid down by this section.

I.8.2.1 Proceedings for expulsion of member: Proceedings for expulsion of a member may be initiated only if a written petition has been submitted to the BOD by a BAM member, specifying the alleged reason(s) the member should be expelled for. Upon receipt of the petition, the BOD shall determine whether it alleges sufficient facts to warrant immediate initiation of expulsion proceedings, or whether further inquiry needs to be conducted before initiating the expulsion proceedings, or whether the facts alleged in the petition are not enough to warrant any further action. If the BOD determines that further inquiry is needed it shall refer the matter to the ACC for investigation and recommendation. If the BOD determines that the petition does not warrant any further action, it shall inform the member of its decision and close the case.

I.8.2.2 Notice of Proposed Expulsion; Defense; Decision: If, upon review of the petition and the ACC's inquiry and recommendation, if applicable, the BOD determines that it is in the interest of BAM to proceed with expulsion, a written notice stating the reason for expulsion, and a proposed expulsion date, not less than 15 days in future, shall be served on the member. The notice shall also provide the member an opportunity to be heard, orally or in writing, not less than five days before the effective date of the proposed expulsion. The notice may be served by personally delivering it to the member or by sending it by Registered mail to the last known address of the member as shown in the Membership list. Upon expiry of the notice period, and after considering all of the facts of the case including the defense set forth by the member in the hearing, if any, the BOD, in consultation with ACC, shall decide about the expulsion and convey its decision to the member.

I.8.2.3 Duration of expulsion: Any decision to expel a member after following the procedure laid down in **Section 1.8.2.2**, shall also determine the duration of the expulsion. The BOD, in consultation with ACC, will decide the duration of the expulsion. The effective date of expulsion and the period of expulsion shall be conveyed to the member and entered in the Voting Members List against the name of the member.

I.8.3 Nonpayment of dues: If the membership fees are not paid by the due date, or within such additional grace period or extension of time, if any, determined by the BOD, membership will automatically be terminated. A person whose membership has been terminated for non-payment of membership fees may reapply for membership and his or her membership may be re-instated by the BOD upon payment of the amount due and any re-instatement fees that may be established by the Board.

I.8.4 Death: The death of a member automatically terminates his or her membership.

I.8.5 Recording of Termination: All terminations of membership shall be duly recorded in the BAM's Membership list with reason for termination and effective date.

Section II – Governing Body: Board of Directors and Advisory & Compliance Committee

II.1 Composition of the Governing Body

The Governing Body of BAM shall consist of the following:

The Board of Directors (BOD):
The BAM Board of Directors shall have nine (9) Directors and include the President, the Vice President, the Secretary, and the Treasurer, collectively referred to as the Officers of the Corporation, and five (5) additional Directors at Large.

The Advisory and Compliance Committee (ACC):
The BAM Advisory and Compliance Committee shall have three (3) Members and include the ACC Chair and two (2) additional ACC members.

II.1.1 Manner of Election and Appointment

The Officers, Directors at Large, and Advisory and Compliance Committee Chair and Members will be natural persons elected by the voting members of the corporation or appointed according to the procedures outlined in these Bylaws and any Election Rules established by BAM.

General Elections to elect all Governing Body members shall be held every two (2) years at the end of the two (2) year term of the Governing Body members elected in the last General Elections.

II.1.1.1 Election of President and Vice President:

The voting members shall choose the President and Vice President of BAM jointly by a single vote applying to both offices in a manner prescribed by these Bylaws and any Election Rules that may be adopted by BAM in this regard.

If more than two pairs of joint candidates for the offices of President and Vice President are nominated in any election, the Election Rules may provide for Rank Choice Voting to declare the winner of the election.

II.1.1.2 Election of Directors other than President and Vice President:

All members of the Board of Directors except the President and Vice President shall be chosen individually by the voting members in a manner prescribed by these Bylaws and any Election Rules that may be adopted by BAM in this regard. Voting members may vote only once for each vacant position of Director.

If the number of candidates for election of Directors exceeds the total number of vacant positions of Director in any election, the Election Rules may provide for Rank Choice Voting to declare the winners of the election.

II.1.1.3 Election of ACC Chair:

The Chair of the Advisory and Compliance Committee of BAM (ACC Chair) shall be chosen individually by the voting members, in a manner prescribed by these Bylaws and any applicable Election Rules that may be adopted by BAM in this regard.

If more than two candidates for the position of ACC Chair are nominated in any election, the Election Rules may provide for Rank Choice Voting to declare the winner of the election.

II.1.1.4 Election of ACC Members:

The two (2) other Members of the Advisory and Compliance Committee of BAM shall be chosen individually by the voting members, in a manner prescribed by these Bylaws and any applicable Election Rules that may be adopted by BAM in this regard. Voting members may cast only one vote for each available ACC Member position.

If the number of candidates for election of ACC Members exceeds the total number of vacant positions of ACC Members in any election, the Election Rules may provide for Rank Choice Voting to declare the winners of the election.

II.1.1.5 Selection of Officers (Secretary and Treasurer):

The President, in consultation with the Vice President and the ACC, shall appoint the Secretary and Treasurer from among the elected Directors, in a manner prescribed by these Bylaws and any applicable Election Rules.

II.1.2 Interim Vacancies

In the event of a vacancy on the Board due to the death, resignation, or removal of a Director, the remaining Directors shall fill the vacancy within thirty (30) days in consultation with the ACC. The eligibility of the proposed interim appointee must be confirmed by the ACC before the appointment is finalized.

In the event of a vacancy on the ACC due to the death, resignation, or removal of an ACC Member, the remaining ACC members shall fill the vacancy within thirty (30) days in consultation with the BOD. The eligibility of the proposed interim appointee must be confirmed by the remaining ACC members before the appointment is finalized.

The term of the interim appointee shall continue until the next general election, at which point the vacancy will be filled through election. If otherwise eligible, the Director or ACC member filling the interim vacancy may stand for election to the vacant position they were occupying in the next general election.

II.2 Removal from the Board of Directors (BOD) or Advisory & Compliance Committee (ACC)

II.2.1 Removal by Governing Body

Any Director or Officer of BAM, including the President and Vice President, and any ACC member, including the ACC Chair, may be removed from office with or without cause at any time by the rest of the Board of Directors and ACC members, by the following two-step process:

1. **Governing Body (BOD and ACC) Approval:** The BOD and ACC acting together must first pass a Resolution for Removal by an affirmative vote of at least two-thirds of the Directors currently holding office, and two-thirds of ACC members currently holding office, at a joint meeting convened as outlined in **Section IX.1 Regular Meetings of Board and ACC; Joint Meetings of the Board and ACC**, where the notice of the meeting has specified the proposed removal.

2. **Approval by Voting Members:** Following the Governing Body's approval, the Resolution for Removal must then be approved by a majority vote of the voting members present at a meeting convened as outlined in **VIII.2 Special meetings**, where the notice of the meeting has specified the proposed removal.

II.2.2 Removal by Members

Any Director or Officer of BAM, including the President and Vice President, and any ACC member, including the ACC Chair, may be removed from office with or without cause at any time by the affirmative vote of a majority of the voting members present at a meeting of the members convened as provided in **Section VIII.2 Special meetings**. The notice of the meeting must specify the proposed removal.

II.3 Term of Office

Except as otherwise specified for interim vacancies under **Section II.1.2 Interim Vacancies**, each member of the Board of Directors (BOD) and the Advisory and Compliance Committee (ACC) shall be elected to serve a term of two (2) years. Directors and ACC Members shall hold office for the term for which they are elected and until their successor is duly elected and qualified, or until their prior death, resignation, or removal.

II.3.1 Procedure When No Qualified Candidates are Elected to Replace President, Vice President, or ACC Chair

If at the end of the term of the President and Vice President, no qualified candidate is elected to replace them, the incumbent President and Vice President shall continue in office till another election is conducted and their successor is elected and qualified. The Special Election conducted for this purpose will be held within 60 days of the expiry of the original tern of the incumbent President and Vice President. If otherwise eligible, the incumbent President and Vice President may stand for re-election to these positions during the Special Election.

If at the end of the term of the ACC Chair, no qualified candidate is elected to replace them, the incumbent ACC Chair shall continue in office till another election is conducted and their successor is elected and qualified. The Special Election conducted for this purpose will be held within 60 days of the expiry of the original term of the incumbent ACC Chair. If otherwise eligible, the incumbent ACC Chair may stand for re-election to this position during the Special Election.

If, in spite of holding the Special Election for this purpose, no qualified candidate is elected to replace the President and Vice President, or the ACC Chair, the Governing Body shall appoint qualified candidates to these positions either from amongst the current Directors and ACC members, or from former BAM officers who are eligible to hold these positions.

II.3.2 Limit on Consecutive Terms; Eligibility for Re-election

A Director may serve no more than two (2) consecutive terms. After completing two consecutive terms, a Director shall be ineligible for re-election to the Board until at least one (1) year has passed since the conclusion of their last term of office.

An ACC Member may serve no more than two (2) consecutive terms. After completing two consecutive terms, an ACC member shall be ineligible for re-election to the ACC until at least one (1) year has passed since the conclusion of their last term of office.

For the purposes Section II.3.2, a partial term served by an individual person appointed to fill an interim vacancy on the Board of Directors or ACC in accordance with Section II.1.2, shall not be counted when computing the term limit of two (2) consecutive terms, provided the individual did not serve more than half of the originally assigned term at the time of appointment (i.e., more than 1.5 years of a 3-year term or more than 1 year of a 2-year term).

Individuals who resign from the Board, ACC, or Officer positions before completing more than half of their elected term may be eligible to stand for election again in the next cycle, if otherwise qualified. Individuals who serve more than half of a term will be considered to have completed one full term for the purposes of term limits, even if they resigned before the official end of the term.

II.3.3 Effective date for changes to number of years for term of office; Special Transition Provisions for ACC Members whose terms of office does not expire in 2024.

The current amendments to these Bylaws reduce the term of office of BOD and ACC Members from Three (3) years to Two (2) years. They also increase the term of office of Officers and ACC Chair from One (1) year to Two (2) years. This change shall be effective from January 1st, 2025, and all new Officers, Directors at Large, and ACC Members who are elected against vacant positions by elections conducted in December 2024 shall serve for a term of 2 years.

II.3.4 Special Transition Provisions for ACC Members whose terms of office does not expire in 2024.

The following 2 ACC Members who were elected for a term of 3 years and whose term of office does not expire in 2024 shall continue to serve on the ACC as follows:

1) Sayan Mukherji - Current term ends December 31, 2025
2) Sanjib Basak – Current term ends December 31, 2026

On December 31, 2025, when Sayan Mukherji's term ends, the resulting vacant ACC member position shall be filled by the Governing Body as an interim appointment with a qualified member of the community for a term of 1 year, which is from January 1, 2026, till December 31, 2026.

On December 31, 2026, when the term of this interim ACC member ends, the resulting vacant ACC member position shall be filled by election with a qualified member of the community for a term of 2 years, which is from January 1, 2027, till December 31, 2028.

On December 31, 2026, when Sanjib Basak's term ends, the resulting vacant ACC member position shall be filled by election with a qualified member of the community for a term of 2 years, which is from January 1, 2027, till December 31, 2028.

II.3.5 Special Transition Provisions for election of ACC Chair for 2025 and 2026

The three (3) 2025 ACC Members will elect the ACC Chair for 2025 from amongst themselves for a term of one (1) year from January 1, 2025, to December 31, 2025.

The three (3) 2026 ACC Members will elect the ACC Chair for 2026 from amongst themselves for a term of one (1) year from January 1, 2026, to December 31, 2026.

Starting January 1, 2027, the ACC Chair will be elected for a term of 2 years directly by the voting members as provided in Section II.1.1.3 **Election of ACC Chair** and **Section** II.3 **Term of Office**

Section III – Eligibility Requirements

III.1 Eligibility Requirements for position of Director at Large and ACC Member

III.1.1 Eligibility Requirements for position of Director at Large

To be eligible to be a candidate for election to the position of Director at Large on the BAM Board of Directors (BOD), an individual must meet the following criteria:

1. **Membership Requirements:**
   The individual must be a voting member of BAM, with a minimum of five (5) years of residence in the Twin Cities area and its outlying communities, and a member of BAM for at least the last three (3) consecutive years.
2. **Leadership Experience:**
   The individual must have been involved in one or more of the following leadership activities:
   a. Served a combined total of at least two (2) years on the BAM Board of Directors (or the former BAM Executive Committee), and/or the BAM Advisory & Compliance Committee (or the former BAM Advisory Committee), or as a BAM Officer or ACC Chair
   OR
   b. Served for a combined total of at least three (3) years in any of the following positions:
      i. Member of a BAM BOD or ACC committee, subcommittee, or team; **AND**
      ii. Volunteered as an organizer at a major BAM event.

These eligibility requirements will be applicable for all candidates wishing to stand for general elections in 2024 for filling vacant Director at Large positions in 2025 and going forward.

III.1.2 Eligibility Requirements for position of ACC Member

Similar to III.1.1 above, to be eligible to be a candidate for election to the position of a Member of the BAM Advisory & Compliance Committee (ACC), an individual must meet the following criteria:

1. **Membership Requirements:**
   The individual must be a voting member of BAM, with a minimum of five (5) years of residence in the Twin Cities area and its outlying communities, and a member of BAM for at least the last three (3) consecutive years.
2. **Leadership Experience:**
   The individual must have been involved in one or more of the following leadership activities:
   a. Served a combined total of at least two (2) years on the BAM Board of Directors (or the former BAM Executive Committee), and/or the BAM Advisory & Compliance Committee (or the former BAM Advisory Committee), or as a BAM Officer or ACC Chair
   OR
   b. Served for a combined total of at least three (3) years in any of the following positions:
      i. Member of a BAM BOD or ACC committee, subcommittee, or team; **AND**
      ii. Volunteered as an organizer at a major BAM event.

These eligibility requirements will be applicable for all candidates wishing to stand for general elections in 2024 for filling vacant ACC Member positions in 2025 and going forward.

III.2 Eligibility Requirements for position of President

To be eligible to be a candidate for election to the position of BAM **President** a person must:

1. Be a **voting member** of BAM,
2. Have a minimum of **ten (10) years of residence** in the Twin-Cities area and its outlying communities, and
3. Have been a member of BAM for at least the **last seven (7) consecutive years**.

Additionally, the candidate must have previously served in one or more of the following leadership roles within BAM:

- **Option (a):** A combined total of **two (2) years** in any of the following roles:
    1. **BAM President**, or
    2. **BAM ACC Chair**, or
    3. **Any other BAM Officer (Vice President, Secretary, or Treasurer)**, or
    4. A **combination** of roles (1.), (2.) and (3.) above
- **Option (b):** A combined total of **four (4) years** in any of the following roles:
    1. **BAM Board of Directors** (or the former BAM Executive Committee), or
    2. **BAM ACC member** (or the former BAM Advisory Committee member), or
    3. A **combination** of roles (1.) and (2.) above

III.3 Eligibility Requirements for position of Vice President

To be eligible to be a candidate for election to the position of BAM **Vice President** a person must:

1. Be a **voting member** of BAM,
2. Have a minimum of **eight (8) years of residence** in the Twin-Cities area and its outlying communities, and
3. Have been a member of BAM for at least the **last seven (7) consecutive years**.

Additionally, the candidate must have previously served in one or more of the following leadership roles within BAM:

- A combined total of **two (2) years** in any of the following roles:
    1. **BAM Board of Directors** (or the former BAM Executive Committee), or
    2. **BAM ACC member** (or the former BAM Advisory Committee member), or
    3. A **combination** of roles (1.) and (2.) above

III.4. Eligibility Requirements for position of ACC Chair

Similar to **III.3** above, to be eligible to be a candidate for election to the position of BAM **ACC Chair** a person must:

1. Be a **voting member** of BAM,
2. Have a minimum of **eight (8) years of residence** in the Twin-Cities area and its outlying communities, and
3. Have been a member of BAM for at least the **last seven (7) consecutive years**.

Additionally, the candidate must have previously served in one or more of the following leadership roles within BAM:

- A combined total of **two (2) years** in any of the following roles:
    1. **BAM Board of Directors** (or the former BAM Executive Committee member), or
    2. **BAM ACC member** (or the former BAM Advisory Committee member), or
    3. A **combination** of roles (1.) and (2.) above

III.5. Appointment of Secretary and Treasurer

Upon the election of the **President**, the newly elected **President** will appoint the **Secretary** and **Treasurer** from among the newly elected members of the **Board of Directors**. These appointments will be made in consultation with the **Vice President and ACC**. In making these appointments, the President will consider the following criteria:

- The skills and competencies required for the position as guided by Section X,
- The Director's past record and experience within BAM,
- Their interests, abilities, and willingness to collaborate with others,
- Their ability to fulfill the responsibilities of the position given their current and future commitments to BAM.

III.6. Appointment of Committee Chairs, Co-Chairs, and Members

The newly elected **President** will then appoint the **Committee Chairs**, **Co-Chairs**, and **Members** from among the incoming members of the **Board of Directors**. These appointments will be made in consultation with the **Vice President**, **Secretary**, **Treasurer**, and the **ACC**. In making these appointments, the President will consider the following criteria:

- The skills and competencies required to effectively lead or serve on the Committee,
- The Director's past record and experience in BAM or relevant areas,
- Their interests, skills, and ability to contribute to the Committee's work,
- Their ability to dedicate the requisite time to the Committee's responsibilities, considering other BAM duties,
- Their ability to collaborate with others in the committee setting, and
- The current and future needs of BAM, including balancing the need for experienced individuals with the opportunity to develop and provide leadership roles to newer or less experienced members.

The **President** may also, as needed, appoint **suitable BAM members** who are not part of the incoming Board of Directors to serve on Committees/Sub-Committees in leadership and member roles, after consulting with the **Committee Chairs/Co-Chairs** and other **Board Members** or **BAM members.**

III.7. Prohibition from Concurrently Serving on both BOD and ACC

An individual may not concurrently serve on both the Board of Directors (BOD) and the Advisory & Compliance Committee (ACC).

III.8. Temporary Ineligibility of Spouse or Domestic Partner of serving BOD or ACC Member

A person who is otherwise eligible for membership on the BOD or ACC will become temporarily ineligible if their spouse or domestic partner (as defined in **Section XII.2.b**.) is already serving as a member of the BOD or ACC.

III.9 Ineligibility Due to Service in Competing Organization

Notwithstanding any other eligibility criteria listed in this section, as provided by Section XII.6 of these Bylaws, any person who is currently acting, or in the past 24 months has acted, as a director, officer, employee, member or agent of a Competing Organization as defined in Section XII.2 e, shall be ineligible to stand for election or be appointed to BAM's Governing Body (Board of Directors and the ACC), or be appointed to the BAM Election Committee, or to any other BAM Committee or Sub-Committee. The spouse or domestic partner of such person will also not be eligible to stand for election or be appointed to BAM's Governing Body (Board of Directors and the ACC), or be appointed to the BAM Election Committee, or to any other BAM Committee or Sub-Committee.

Section IV – Procedure for Temporary Absence of Officers

If any **Officer** of the corporation is temporarily unavailable or unable to perform their duties due to illness, travel, or other short-term reasons, the following procedures shall be followed to ensure continuity of the corporation's business:

IV.1 Temporary Absence of President

When the **President** is temporarily absent, the **Vice President** shall assume the duties of the President, in addition to their regular role as Vice President. If the **expected absence of the President** is prolonged, the **Board of Directors**, in consultation with the **ACC**, may select a **Board member** to assist the Vice President in fulfilling the Vice President's own role during the President's absence.

IV.2 Temporary Absence of Vice President

When the **Vice President** is temporarily absent, the **Secretary** shall assume the duties of the Vice President in addition to their regular role as Secretary. Depending on the expected length of absence, the **President** may assume some of the Vice President's responsibilities and assign the remaining duties to the **Secretary**. If the Vice President's absence is prolonged, the **President**, in consultation with the **ACC**, may select a **Board member** to assist the **Secretary** in fulfilling the Vice President's role.

IV.3 Temporary Absence of Secretary

When the **Secretary** is temporarily absent, the **Treasurer** shall act as the **Secretary** in addition to their regular duties as Treasurer. If the Secretary's absence is prolonged, the **President**, in consultation with the **ACC**, may select a **Board member** to assist the **Treasurer** in fulfilling the Secretary's duties during the absence.

IV.4 Temporary Absence of Treasurer

When the **Treasurer** is temporarily absent, the **Secretary** shall assume the duties of the **Treasurer** in addition to their regular responsibilities. If the **Treasurer's absence** is prolonged, the **President**, in consultation with the **ACC**, may select a **Board member** to assist the **Secretary** in fulfilling the Treasurer's duties during the absence.

Section V – Roles and Responsibilities of Officers and ACC Chair

V.1 President

The President shall have the general active management of the business of the corporation. The President's responsibilities shall include:

1. **Presiding at Meetings**: When present, preside at all meetings of the Board and the General Body.
2. **Execution of Board Decisions**: Ensure that orders and resolutions from the Board are carried into effect.
3. **Oversight and Management**: Provide financial and operational oversight and management of the corporation's activities.
4. **Signatory Powers**: Sign and deliver, in the name of the corporation, all deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except where such authority is required by law to be exercised by another person, or expressly delegated by the Board or organizational documents.
5. **Maintain Records**: Maintain records of, and, when necessary, certify the proceedings of the Board.
6. **Strategic Planning**: Develop, update, and implement the corporation's short-term and long-term strategic plans.
7. **Committee Oversight and Personnel Management:** Create or dissolve Committees or Sub-Committees for carrying out the business of the corporation, or for future planning, as well as for special inquiries, investigations, and initiatives, and to suggest amendments to, or creation of, BAM Rules and Guidelines for better governance of the corporation; appoint members to, and replace or remove members from, these committees and sub-committees, as needed.
8. **Community Leadership and Relationships**: Represent BAM in the Indian and Minnesota communities and build relationships across partner organizations; increase visibility and awareness of BAM and our community's contributions, culture, and needs.
9. **Final Decision-Making Authority**: Work with the Board of Directors and committee members and consult with the ACC as necessary to carry out responsibilities but retain the final decision-making authority in matters within the scope of their responsibility.
10. **Other Duties**: Perform other duties as entrusted by the members or the Board of Directors, or as required by law.

V.2 Vice President

The Vice President shall assist the President in the general management of the corporation. The Vice President's responsibilities shall include:

1. **Support to the President**: Assist the President with the general management of the business of the corporation and with any specific projects, assignments or initiatives that may be assigned by the President or Board.
2. **Assume President's Role in Absence**: In the absence of the President, the Vice President shall perform the duties of the President, and, when acting in this role, shall have all the powers and be subject to all the restrictions applicable to the President.
3. **Temporary Assumption of Other Roles**: If the Secretary or Treasurer is unavailable, the Vice President may temporarily assume their responsibilities, as necessary, to ensure smooth operations.
4. **Strategic Planning Support**: Assist the President in the development and updating of both annual and long-term strategic plans for the corporation.
5. **Event Management Oversight**: Working with the President, Board members, and relevant Committee members, oversee the creation and management of Cross-functional Event Teams for major BAM events. Ensure efficient planning and execution in alignment with BAM's goals and provide regular ongoing communications regarding status of the events to the President and Board.
6. **Training and Documentation Oversight**: Oversee the development of training and documentation for Board members, including maintaining Standard Operating Procedures (SOPs) and Best Practices to facilitate training for new members and volunteers.
7. **Collaboration**: Work with the Board of Directors, the ACC, and relevant committee members to carry out assigned responsibilities.

V.3 Secretary

The Secretary shall be responsible for maintaining the corporation's records and minutes, fulfilling the usual duties of the office, and performing such other duties as may be assigned by the Board or required by law. The Secretary's responsibilities shall include:

1. **Maintain Records**: Keep and maintain permanent records of the corporation, including a list of members.
2. **Notices of Meetings**: Give notice of all meetings to the members and Board members in accordance with the Bylaws.
3. **Record Attendance**: Maintain a record of attendance at Board and General Body meetings, and other records as directed by the Board.
4. **Minutes of Meetings**: Record the minutes of the Board and General Body meetings and prepare the minutes for presentation and approval at the next meeting.
5. **Handle Correspondence**: Manage any correspondence as requested by the Board or committee members.
6. **Asset Management**: Maintain an inventory of BAM assets and properties.
7. **Oversight of the Training, Documentation, and Records Team:** Oversee the Training, Documentation, and Records Team and ensure regular ongoing communications with the President and Board regarding status of the work being done by the Team.

8. **Temporary Assumption of Other Roles**: If the Vice President or Treasurer is unavailable, the Secretary may temporarily take on their responsibilities to ensure the continuity of operations.

V.4 Treasurer

The Treasurer shall keep accurate financial records for the corporation in accordance with generally accepted accounting principles. The Treasurer's responsibilities shall include:

1. **Budget Preparation**: Prepare the yearly and event budgets in consultation with the President and other Board members.
2. **Banking Responsibilities**: Ensure that all money, drafts, and checks are deposited in the name of the corporation at banks and depositories designated by the Board.
3. **Deposits and Endorsements**: Endorse for deposit all notes, checks, and drafts received by the corporation.
4. **Electronic Receipts and Payments**: Track, monitor and record accurately all payments received electronically from members and donors; Verify amount, supporting documentation and payment authorization by approving authority for all payments made electronically from bank accounts; Track and monitor and record accurately one-time and recurring payments.
5. **Disbursement of Funds**: Disburse corporate funds and issue checks and drafts in the name of the corporation, as authorized by the President or the Board.
6. **Cash payments and receipts:** Maintain accurate records of all payments made or received in cash, including amount, party making or receiving payment, and the purpose.
7. **Donations received in kind:** Value and maintain records any donations received in kind including amount, party making the donation, and how utilized.
8. **Financial Records and Reports**: Maintain accurate records of all payments received, bank deposits, and disbursements and provide regular financial reports to the President and Board at business meetings and an annual report to the General Body.
9. **Accountability**: Provide the President and the Board with an account of financial transactions upon request.
10. **Tax Filing**: Prepare and file all required tax returns and other related legal documents.
11. **Payments for Ongoing Services**: Ensure timely and regular payments for ongoing services required for the operation of the corporation (e.g., insurance, rent, subscriptions).
12. **Temporary Assumption of Other Roles**: If the Secretary or Vice President is unavailable, the Treasurer may temporarily assume their duties, as necessary.

V.5 Advisory and Compliance Committee (ACC) Chair

1. **Lead the Advisory and Compliance Committee (ACC):** The ACC Chair will be responsible for leading the Advisory and Compliance Committee and ensuring that ACC meets its duties and responsibilities under **VII.1** of these Bylaws and any relevant Rules or Guidelines.
2. **Senior Advisor on Compliance Issues:** The ACC Chair will act as the senior advisor to the President and the Board on matters relating to compliance with applicable laws, regulations, and legal requirements.
3. **Confidential Advisor on BAM Matters:** At the request of the Board or the President, the ACC Chair shall provide confidential informal advice or input on other matters relating to BAM, including disputes between members, allegations of member misconduct or impropriety, and

potential disciplinary action against members including Board members or Officers. If appropriate, the ACC Chair will include the other ACC Members in these discussions.

4. **Manage ACC Operations:** The ACC Chair shall coordinate all activities of the ACC, including scheduling periodic meetings, planning, record-keeping, and tracking progress on ACC assignments.
5. **Representation at BAM Meetings:** The ACC Chair will attend or designate another ACC member to attend BAM meetings in which ACC has been invited to attend.

Section VI – Committees and Teams

VI.1 Authority to Form Committees and Teams

The President, Board of Directors or the ACC may establish committees, subcommittees, teams, and sub-teams within the scope of their respective roles and authority, as provided in these Bylaws. Committees formed by the Board of Directors will be established through resolutions adopted by a majority of the BOD. Committees formed by the ACC will be established through resolutions adopted by a majority of the ACC members. The Committees and Teams will have duties assigned by the appointing authority and will be subject to its control and direction. Committee and Team members need not be Directors or ACC members.

VI.2 BAM Standing Committees

BAM has established the following Standing Committees and Teams that will work with the BAM Governing Body to run BAM's operations and accomplish its goals. These Standing Committees and Teams shall be formed, and their chairs, co-chairs and members will be appointed by the President at the beginning of each year, as provided in **III.6. Appointment of Committee Chairs, Co-Chairs, and Members.**

Each Standing Committee shall include at least one Director and may also include two or more general members of BAM who are not serving on the current board. The President may also assign a suitable BAM member who is not serving on the current BOD, as an advisor to a Standing Committee if the advisor has special knowledge or experience that would help the committee in its work. Directors may serve on multiple committees. In addition, the members of any standing committee may be reassigned to another committee, or assigned to an additional committee, or removed from the committee by the President, if the President deems it necessary for the successful functioning of the committee or in BAM's interest.

1. Membership: Responsible for membership drives, maintaining the membership roster, processing new membership applications, solving member issues, and ensuring timely renewals. Updates membership records and prepares accurate voting member lists for elections and General Body Meetings. Manages Registration desk at BAM events and General Body Meetings. Coordinates volunteer and member recognition initiatives
2. Fundraising: Oversees fundraising initiatives, relationship-building with current and potential donors, and explores other fundraising opportunities in collaboration with other committees; explores working with partner organizations on joint fundraising events

3. Outreach and Community Relations: Collaborate with other Twin Cities Indian and Asian organizations on matters of common interest and on addressing common issues; Build relations with local communities and government and non-profit organization.
4. Communications and Media: Manages internal communications, including social media, annual magazine - *Sannikat*, email news updates, and website content, manages and facilitates timely release of official public announcement emails by the President, Officers and ACC Chair and Committee Chairs; assists with creation of surveys to collect member input and feedback, and drafts external communications to promote BAM's public image.
5. Cultural: Plans and implements BAM's cultural initiatives and events, while promoting the culture, heritage, and values of BAM. Works to engage members and the broader community through cultural programs that reflect the organization's mission and values. Show cases art, music, theatre and creative writings by BAM members and youth.
6. Food Operations: Manages event-specific food committees, budgeting, vendor negotiations, and menu selection and approval, volunteer management, food service, setting up and cleanup.
7. Logistics: Responsible for coordinating logistics and support for major BAM events and General Body Meetings, including facility rental, transportation, storage, and set up and tear down of props; Works closely with Cultural, Food Operations and Puja Team
8. Puja: Plans and coordinates the religious ceremonies and related aspects of BAM's events like Durga Puja, Lokhi Puja, and Saraswati Puja, including set up and decoration of *Pandals* and *Pratimas*, procurement of puja supplies, preparation of *Prasad* and *Bhog*, engagement of priest etc. Works closely with Logistics, Cultural, and Food Operations Teams

VI.3 BAM Support Teams

In addition to the BAM Standing Committees listed in VI.2 BAM Standing Committees, the following two (2) Support Teams may be formed by the President, in consultation with the Board and the ACC. The members of this team will be BAM members who possess the appropriate skills and knowledge for their roles and are willing to volunteer their time for these teams. The members of these teams do not need to be elected to the BOD or ACC and do not have to attend Board Meetings unless invited to the same.

1. **Training, Documentation, and Records Management Team**:
   This team, overseen by the Secretary, and working in collaboration with other Directors and ACC Members, as needed, will.
   1. Maintain a central repository for BAM's records, ensuring consistency and accurate documentation.
   2. Assist in setting up rules to reduce spam, clean up emails, organize server content and access, and preserve documents and records that BAM may need to retrieve and produce for an audit or before a government authority in the future.
   3. Maintain and update official copy of BAM's Bylaws, Rules, and Guidelines, under the guidance of a designated ACC Member.
   4. Assist with transition of BAM responsibilities from outgoing BAM Board and ACC to newly elected Board and ACC members by providing overview of BAM organization, Bylaws, Rules and Guidelines, and other institutional information to facilitate onboarding of newly elected Board members and ACC members.

2. **Technical Support Team**:
   This team will address BAM's technical testing and troubleshooting needs as it relates to its website, membership database, email delivery, communications, and other technology issues, as well as assist with assessment and selection of new software and applications by BAM.

The Board may establish additional standing or ad-hoc committees and teams as needed.

Section VII – Advisory & Compliance Committee (ACC)

VII.1 Duties of the Advisory & Compliance Committee (ACC)

The ACC serves as the advisory and consulting body to the President and Board of Directors (BOD) of BAM and is responsible for the following duties:

1. **Advising the Board** on compliance with applicable laws, regulations, and legal requirements.
2. **Interpreting** the BAM Constitution, Bylaws, Rules, Policy Guidelines, and Operating Procedures, and making recommendations to ensure compliance.
3. **Recommending amendments** to the Constitution, Bylaws, Rules, Policy Guidelines, or Operating Procedures to align with changes in applicable laws and regulations.
4. **Mediating disputes** between the Board and members, or among members of the Board.
5. **Resolving eligibility questions** regarding BAM membership, elected office, or interim vacancies.
6. **Assisting the Board** in preparing and maintaining Standard Operating Procedures (SOPs), ensuring they comply with applicable laws and regulations.
7. **Overseeing the election process; ensuring timely and fair elections for open positions on BAM Governing Body:**

    1. Work with relevant Board members and BAM officers to prepare updated voting members list.
    2. Prepare election materials including description of open positions, statement of eligibility criteria, description of voting process and electronic ballot template.
    3. Test election process and software by carrying out a practice election.
    4. Send out notices along with the election material to BAM voting members.
    5. Appoint an independent sub-committee to review candidate eligibility and conduct the election.
        - Members of the election sub-committee, or their spouses or domestic partners shall not be current BOD or ACC members, nor candidates in the election.
        - The ACC may draft and update election guidelines, subject to approval by the Board.
    6. Declare election results and assist with transition of duties and responsibilities from outgoing officers and Board and ACC members to incoming officers and Board and ACC members.
    7. Answer election related questions.

8. **Conducting internal audits** as requested by the Board.
9. **Providing advisory opinions** or conducting investigations when requested by the President or the Board.
10. **Arbitrating disputes** when requested by the Board and upon agreement by the parties to binding arbitration.
11. **Assist the Board and Officers plan and run Annual and Special General Body Meetings**

Section VIII – Meetings of the Members

VIII.1 Annual Meeting

The annual meeting of the members shall be held at the principal office of the corporation or within the seven (7) counties of the Twin Cities metropolitan area (Anoka, Carver, Dakota, Hennepin, Ramsey, Scott, and Washington Counties), as designated in the meeting notice. The annual meeting will be held during the fourth quarter (Q4) of the fiscal year, preferably in the month of December, at a date and time determined by the Board of Directors.

VIII.2 Special meetings

Special meetings of the members may be called at any time:
(a) by the President,
(b) by the Board of Directors, or
(c) upon written request of at least ten (10) percent (or fifty (50) members, whichever is fewer) of the voting members of the corporation.

Any member or group of members entitled to call a special meeting may submit a written request to the President. The President shall then provide notice of the meeting, specifying the time, place, and purpose, and the meeting shall be held no later than sixty (60) calendar days after the request is received. If the President fails to issue the notice within thirty (30) calendar days from receiving the request, the requesting members may designate the time and place of the meeting and provide the notice.
Special meetings called by the members must be held within the seven counties of the Twin Cities metropolitan area (Anoka, Carver, Dakota, Hennepin, Ramsey, Scott, and Washington Counties). The business transacted at a special meeting is limited to the purposes stated in the notice.

VIII.3 Notice of Meetings

Written notice of each meeting of the members, including the time and place, shall be mailed, postage prepaid, to each voting member of the corporation at their last known address.

The written notice of any meeting of the members, including the time and place, may also be sent by email to each voting member of the corporation to their email address on record with the corporation, in place of, or in addition to, postal mail service.

Notice may also be provided by:

- Facsimile, if the member has consented to receive notice via fax.

- Any other form of electronic communication that the member has consented to receive.

It is the responsibility of the members to provide their correct and current postal and email address to the corporation and notify them of any changes to the same.

The written notice of each meeting of the members must be sent not less than five (5) nor more than sixty (60) calendar days before the meeting, excluding the day of the meeting.

In the case of a special meeting convened for the purpose of expelling a Director or Officer from the Board of Directors (BOD) or an ACC Member from the Advisory and Compliance Committee (ACC) under **Section II.2.1 Removal by Governing Body**, the notice must specify the name(s) of the individual(s) whose expulsion is being proposed and must be mailed at least thirty (30) calendar days before the meeting, excluding the day of the meeting.

A member may waive notice of a meeting before, at, or after the meeting, either orally or in writing, or by attending the meeting. Attendance at a meeting is deemed a waiver of notice unless the member objects to the transaction of business at the meeting due to the meeting not being lawfully called or convened. Similarly, a member may object to an item of business before a vote if the item is not lawfully considered at the meeting, and the member does not participate in the consideration of that item.

VIII.4 List of Voting Members for Meeting

For each meeting of the members, the record date for determining the members entitled to notice of the meeting shall be thirty (30) days prior to the meeting. As of the record date, the Secretary shall prepare a list of the names (in alphabetical order), and addresses of each member entitled to vote at the meeting.

1. **Availability of the Member List:** Beginning two (2) business days after notice of the meeting is given, the list may be made available for inspection and copying at the principal office of the corporation or other suitable location. The list shall be made available by prior appointment, on written demand by any member (or their agent or attorney), at the member's expense, and solely for the purpose of communication with other members concerning the meeting.

2. **Alternative Online Access:** Alternatively, the list shall be made available to members in the "Members Only" section of BAM's website in a read-only format at no charge.

3. **Other Electronic Access:** The list may also be made available through electronic means (e.g., email, facsimile etc.) at BAM's discretion, upon a duly verified request, and subject to any additional charges BAM may determine.

The list shall remain available for inspection through the date of the meeting and during the meeting itself.

VIII.5 Voting, Proxy Voting, and Quorum

1. **Quorum for Meetings**
   The presence of either **15% of the voting members** or **twenty-five (25) voting members**, whichever is fewer, shall constitute a quorum at any meeting of the members. If a quorum is not present, the members present and entitled to vote may take no official action. If a quorum was initially present but members withdraw, leaving fewer than the required quorum, the remaining members may continue to transact business until the meeting is adjourned.
2. **Majority Vote Requirement**
   At any meeting where a quorum is present, a **majority** of the total votes cast by members present and entitled to vote must be in favor to transact any business.
3. **Adjournment of Meetings**
   When a meeting is adjourned to another time and place, no further notice is required, except by announcement at the meeting at which the adjournment was taken.
4. **Proxy Voting**
   BAM may implement proxy voting in the future, as governed by the provisions of **Minnesota Statutes Section 317A.453** or its successor.

VIII.6 Written Ballot

An action that may be taken at a regular or special meeting of members may instead be taken by **written ballot** without a meeting, provided the corporation delivers a ballot to every member entitled to vote on the matter. This process must follow the procedure set forth in **Minnesota Statutes Section 317A.447** or its successor.

VIII.7 Unanimous Action Without a Meeting

An action required or permitted to be taken at a meeting of the members may also be taken **without a meeting** by **written action**, signed, or consented to by **authenticated electronic communication**, by all the members entitled to vote on that action.

- The written action is effective when signed, or consented to, by all entitled members unless the written action specifies a different effective time.
- Any filing made with the Minnesota Secretary of State reflecting action taken without a meeting must state that the action was taken pursuant to **Minnesota Statutes Section 317A.445** or its successor.

VIII.8 Remote Communication for Meetings

Meetings of the members may be held entirely through one or more means of remote communication, provided that:

1. Notice of the meeting is given to every member entitled to vote as specified in Section VIII.3; and
2. The number of voting members participating in the meeting is sufficient to constitute a quorum.

Participation via remote communication constitutes presence at the meeting. If a meeting of the members is held entirely remotely, the meeting must comply with the requirements of **Minnesota Statutes Section 317A.450** or its successor.

VIII.9 Secretary's Meeting Duties

The Secretary shall ensure the following duties are carried out:

1. **Sending Notices and Agendas:** Ensuring that notices and agendas for meetings are sent to all members as required.
2. **Maintaining Records:** Keeping accurate records of meeting attendance, quorum, and votes on resolutions and proposals.
3. **Recording Meeting Minutes:** Recording the minutes of meetings and presenting them for approval.
4. **Fulfilling Additional Duties:** Taking any other actions necessary to fulfill the Secretary's responsibilities as outlined in Section V.3.

Section IX – Board of Directors and ACC Meetings

IX.1 Regular Meetings of Board and ACC; Joint Meetings of the Board and ACC

The Board of Directors and the ACC shall hold meetings at regular intervals to conduct the business of the corporation. The Board of Directors and ACC shall also hold joint meetings at regular intervals to conduct business that requires joint deliberation by both bodies and to share status of important issues and events.

Regular meetings of the Board of Directors may be held at times and places determined by resolution of the Board. Once the time and place have been established and communicated to all Directors and Advisory & Compliance Committee (ACC) members, no further notice is required for those regular meetings. Attendance at Regular BOD meeting will be required of all Board Members but will be optional for ACC members unless specifically invited to attend by the President or the Board for discussing some item in the agenda.

Regular meetings of the ACC may be held at times and places determined by the ACC Members. Once the time and place have been established and communicated to all Advisory & Compliance Committee (ACC) members, no further notice is required for those regular meetings.

Regular **Joint Meetings of Board of Directors and ACC** will be scheduled by the Secretary in consultation with the Board and ACC. Once the time and place have been established and communicated to all Directors and Advisory & Compliance Committee (ACC) members, no further notice is required for those regular joint meetings. Attendance at Joint Meetings of Directors and ACC is required for all Directors and ACC Members.

- The venue or time of a regular meeting can be changed, provided the notice is given to the Board members or ACC members at least **seven (7) days prior** to the scheduled date.
- In cases of special circumstances or unavoidable situations, the meeting's venue, mode, date, or time may be changed by agreement, with **less than seven days' notice**.

IX.2 Special Meetings of Board

Special meetings of the Board of Directors may be called at any time:

- **By the President**, or
- **At the written request** of any Director, or.
- **At the written request of the ACC**

The business transacted at special meetings shall be confined to the subjects specified in the notice. No other business will be transacted unless **all current Directors** are present and agree to discuss other matters.

IX.3 Notice of Meetings; Waiver of Notice

- Regular Meetings: A regular board meeting may be called by providing at least **five calendar days' notice** to all Directors, specifying the date, time, and place of the meeting. This minimum notice period requirement may be waived if all Directors agree.
- **Special Meeting to expel Director or Officer or ACC member**: For special meetings convened for the purpose of expelling a Director or Officer or an ACC member under **Section II.2.1 Removal by Governing Body**, **at least thirty (30) calendar days' notice** must be given. The notice of the special meeting must specify the purpose(s) for which the meeting is being called.

Notice of board meetings may be given by:

- **Facsimile**, if the Director has consented to receive notice at a specific phone number,
- **Email**, if the Director has consented to receive notice at a specified email address, or
- Any other form of electronic communication consented to by the Director.

A Director may waive notice of a meeting in writing, orally, or by attendance. Attendance at a meeting is considered a waiver of notice unless the Director objects at the start of the meeting to the transaction of business because the meeting was not lawfully called and does not participate in the meeting.

IX.4 Quorum for Board Meetings

A quorum for a Board meeting requires a majority (more than **50%**) of the Directors currently holding office. The act of a majority of Directors present at a meeting where a quorum is present shall be the act of the Board, unless otherwise stated by MN statute or these Bylaws.

If a quorum is initially present, the Directors may continue to transact business even if some Directors withdraw, leaving fewer than the required quorum, until the meeting is adjourned.

IX.5 Meeting Solely by Remote Communication

Meetings of the Board of Directors or any Board committee may be conducted entirely by one or more means of remote communication, provided the following conditions are met:

1. **All Directors or committee members** must participate via remote communication,
2. **Proper notice** of the meeting must be given as required for in-person meetings,
3. **A quorum** must be present.

For other meetings, Directors or committee members may participate by **telephone conference** or, if authorized by the Board, by other means of remote communication. Remote communication methods include electronic communication, conference calls, video conferencing, or other technologies that allow participants to communicate simultaneously. Participation via remote communication constitutes presence at the meeting.

IX.6 Written Action (Action Without Meeting)

An action that would otherwise require a meeting may be taken by written action, signed, or consented to via authenticated electronic communication, by the required number of Directors, as would be required for the same action at a meeting where all Directors were present.

- The action is effective when signed, or consented to, by the required Directors, unless a different effective date is specified.
- All Directors must be notified immediately of the written action and its effective date.
- A Director who does not sign or consent to the written action will not be liable for the action.

IX.7 Secretary's Meeting Duties

The Secretary shall ensure the following:

1. **Notices and Agendas** for meetings are prepared and sent on time.
2. **Records of attendance, quorum, and votes** on resolutions and proposals are maintained.
3. **Meeting minutes** are recorded, presented, and made available when required.
4. Perform any other actions necessary to fulfill their responsibilities as outlined in **Section V.3**.

Section X – Skills and Competencies required for BAM Leadership Roles: Guiding Principles for Selecting and Developing Strong Leaders

For the ethical and effective governance of BAM it is the responsibility of all BAM members involved in the election or appointment of individuals to BAM leadership roles to select candidates of integrity who have demonstrated that they have, or are likely to be able to develop, the requisite skills, competencies and attitudes necessary to be successful in those roles. Below are some of the skills and competencies for each leadership role in BAM that are critical to ensure ethical and effective governance, financial health, and the successful management of the corporation's operations and achieving its short-term and long-term goals.

By focusing on selecting candidates who possess these key skills, competencies and attitudes for positions on the Governing Body (the President, Vice President, Secretary, Treasurer, Director, ACC Chair, ACC Member), the BAM community will ensure that the individuals chosen for these roles possess the necessary expertise, leadership qualities, and dedication needed to effectively support the organization's mission, governance, and operations.

X.1 Skills needed for Governing Body Roles

X.1.1 President

1. **Leadership & Governance**
    - Ability to lead the Board, staff, and committees, provide direction, evaluate priorities, and ensure alignment with the organization's goals and mission.
2. **Strategic Planning & Decision-Making; Flexibility and Adaptability**
    - Skilled in short-term and long-term planning, setting organizational goals, and making final decisions based on input from the Board and committees and relevant stakeholders; Flexible and able to adapt, Ability to revisit and revise decisions, if necessary, based on changing circumstances, or availability of new data.
3. **Financial Oversight**
    - Understanding of financial management, including oversight of budgets, financial records, and ensuring the organization's financial health.
4. **Communication and Collaboration Skills; Stakeholder Engagement**
    - Strong communication, collaboration and listening skills to engage with diverse stakeholders, including Officers, ACC Chair, and other Board and ACC members, donors, members of the BAM community, and external partner organizations; represent the organization in the bigger Twin Cities and Minnesota community.
5. **Leadership Support; Collaboration & Relationship Management**
    - Ability to support the President and other BAM officers in management duties, as needed.
    - Strong collaboration skills to work with BAM Officers, ACC Chair and other Board and ACC members, committees, and external partners, as required to achieve organizational goals.
6. **Operational Management and Effective Delegation**
    - Ability to oversee day-to-day operations, ensure effective execution of Board decisions, and manage key administrative responsibilities, including signing legal documents. Ability to effectively delegate tasks and responsibilities.
7. **Identify and Develop Talent**
    - Ability to identify talented individuals and potential future leaders within the BAM community and provide them with development opportunities on BAM committees and teams or other volunteer assignments as available.
8. **Ethical Judgment & Confidentiality**
    - Maintains high ethical standards, ensuring transparency, integrity, and confidentiality of Governing Body discussions, BAM's finances, and any sensitive member information obtained in the course of official BAM work.

X.1.2 Vice President

1. **Leadership Support & Delegation**
    - Ability to support the President in management duties and step into the President's role as needed, ensuring continuity in leadership; Ability to understand and follow instructions, and to effectively delegate tasks and responsibilities, when appropriate.
2. **Strategic Planning Support**

- Assist the President in the development, updating, and execution of short-term and long-term strategic plans for the organization's growth and sustainability.

3. **Project & Team Oversight**
   - Effective oversight and management of specific initiatives, teams, and projects, as may be assigned, ensuring alignment with the organization's objectives and smooth execution.
4. **Collaboration & Relationship Management**
   - Strong collaboration skills to work with other BAM Officers, ACC Chair, BAM Officers, ACC Chair and other Board and ACC members, committees, and external partners, as required to achieve organizational goals.
5. **Training & Documentation Management**
   - Oversee the creation and implementation of training resources and Standard Operating Procedures (SOPs) for Board members and volunteers.
6. **Ethical Judgment & Confidentiality**
   - Maintains high ethical standards, ensuring transparency, integrity, and confidentiality of Governing Body discussions, BAM's finances, and any sensitive member information obtained in the course of official BAM work.

X.1.3 Secretary

1. **Record-Keeping & Documentation**
   - Expertise in maintaining accurate, up-to-date records of meetings, membership lists, and important organizational documents.
2. **Organizational & Time Management**
   - Strong organizational skills to manage meeting schedules, track attendance, and ensure timely preparation of meeting minutes.
3. **Communication & Correspondence**
   - Ability to manage internal and external communication, including notice distribution and handling official correspondence.
4. **Asset & Inventory Management**
   - Ensure proper tracking and management of the organization's assets, properties, and resources.
5. **Compliance & Legal Responsibilities**
   - Familiarity with legal and regulatory requirements regarding record-keeping, meeting notices, and other duties required by law.
6. **Leadership Support; Collaboration & Relationship Management**
   - Ability to support the President and other BAM officers in management duties, as needed.
   - Strong collaboration skills to work with other BAM Officers, ACC Chair and other Board and ACC members, committees, and external partners, as required to achieve organizational goals.
7. **Ethical Judgment & Confidentiality**
   - Maintains high ethical standards, ensuring transparency, integrity, and confidentiality of Governing Body discussions, BAM's finances, and any sensitive member information obtained in the course of official BAM work.

X.1.4 Treasurer

1. **Financial Management & Accounting**
    - Proficiency in nonprofit accounting principles, including budgeting, record-keeping, and ensuring financial accountability and transparency.
2. **Book-keeping and Accounting; Financial Reporting & Analysis**
    - Understanding of book-keeping and accounting requirements for non-profit corporations and ability to regularly record and categorize financial transactions.
    - Ability to provide regular financial reports to the Board and General Body, offering insights into the organization's financial status.
3. **Management of Receipts and Disbursements of Funds; Recording of donations**
    - Oversee and manage the collection and disbursement of funds including donations in accordance with BAM Bylaws, Rules and Policies and applicable legal requirements, ensuring records are properly maintained.
    - Ensure that expense verification procedures and authorization limits prescribed BAM Bylaws, Rules and Guidelines are observed properly.
4. **Tax Compliance & Legal Filing**
    - Knowledge of tax regulations, preparation, and filing of necessary tax documents, and maintaining compliance with applicable laws.
5. **Banking & Cash Flow Management**
    - Expertise in managing banking relationships, ensuring deposits, endorsements, and cash flow management are handled efficiently and securely.
6. **Leadership Support; Collaboration & Relationship Management**
    - Ability to support the President and other BAM officers in management duties, as needed.
    - Strong collaboration skills to work with other BAM Officers, ACC Chair and other Board and ACC members, committees, and external partners, as required to achieve organizational goals.
7. **Ethical Judgment & Confidentiality**
    - Maintains high ethical standards, ensuring transparency, integrity, and confidentiality of Governing Body discussions, BAM's finances, and any sensitive member information obtained in the course of official BAM work.

X.1.5 Directors at Large

Project & Team Leadership; Communications and Interpersonal Skills

- Effective management of specific assignments, teams, and projects, as may be assigned, ensuring alignment with the organization's objectives and smooth execution.
- Strong communications and interpersonal skills
- Willingness to learn new skills and shoulder challenging assignments.
- Good time management and organizational skills

Leadership Support; Collaboration & Relationship Building

- Ability to support the President and other BAM officers in management duties, as needed.

- Strong collaboration skills to work with other BAM Officers, ACC Chair and other Board and ACC members, committees, and external partners, as required to achieve organizational goals.

Ethical Judgment & Confidentiality

- Maintains high ethical standards, ensuring transparency, integrity, and confidentiality of Governing Body discussions, BAM's finances, and any sensitive member information obtained in the course of official BAM work.

X.2 Skills needed for ACC Roles

Below skills shall serve as guiding principles for selecting qualified candidates for the Advisory & Compliance Council. Members who possess these essential competencies will help ensure the nonprofit's governance, legal compliance, and overall organizational health, supporting the Board of Directors in making sound, informed decisions.

X.2.1 ACC Chair

1. **Legal & Regulatory Knowledge**
   - Strong understanding of laws and regulations governing nonprofits, and ability to correctly interpret the organization's Bylaws, rules, and policies.
   - Willingness to do research on unfamiliar topics and present findings.
2. **Governance & Policy Knowledge**
   - Ability to recommend balanced policy advice and provide strategic governance advice to the President and Board.
3. **Conflict Resolution & Mediation**
   - Skilled in conflict resolution techniques and mediating disputes
   - Ability to conduct impartial inquiries when required.
   - Approaches issues with a problem-solving mindset with the goal of facilitating fair resolutions.
4. **Audit & Internal Control Knowledge**
   - Proficiency in overseeing internal audits and identifying risks to ensure compliance and financial integrity.
5. **Ethical Judgment & Confidentiality**
   - Maintains high ethical standards, ensuring transparency, integrity, and confidentiality of Governing Body discussions, BAM's finances, and any sensitive member information obtained in the course of official BAM work.
6. **Election Process Management and Oversight**
   - Knowledge of best practices in conducting fair elections and vetting candidate eligibility.
7. **Strong Communication & Listening Skills**
   - Strong communications and listening skills; Willingness to listen to and consider different points of view and engage in constructive discussion; Ability to articulate and explain complex issues and draft actionable advisory opinions and reports.
8. **Collaboration & Teamwork; Conflict Management and Negotiation**
   - Ability to collaborate effectively with the Board and oversee sub-committees to ensure smooth operations.
   - Strong conflict management and negotiations skills

X.2.2 ACC Members

9. **Legal & Regulatory Knowledge**
    - Good understanding of laws and regulations governing nonprofits, and ability to correctly interpret the organization's Bylaws, rules, and policies.
    - Willingness to do research on unfamiliar topics and present findings.
10. **Governance & Policy Knowledge**
    - Ability to recommend balanced policy advice and provide strategic governance advice to the President and Board.
11. **Conflict Resolution & Mediation**
    - Skilled in conflict resolution techniques and mediating disputes
    - Ability to conduct impartial inquiries when required.
    - Approaches issues with a problem-solving mindset with the goal of facilitating fair resolutions.
12. **Audit & Internal Control Knowledge**
    - Proficiency in overseeing internal audits and identifying risks to ensure compliance and financial integrity.
13. **Ethical Judgment & Confidentiality**
    - Maintains high ethical standards, ensuring transparency, integrity, and confidentiality of Governing Body discussions, BAM's finances, and any sensitive member information obtained in the course of official BAM work.
14. **Election Process Management and Oversight**
    - Knowledge of best practices in conducting fair elections and vetting candidate eligibility.
15. **Strong Communication & Listening Skills**
    - Strong communications and listening skills; Willingness to listen to and consider different points of view and engage in constructive discussion; Ability to articulate and explain complex issues and draft actionable advisory opinions and reports.
16. **Collaboration & Teamwork; Conflict Management and Negotiation**
    - Ability to collaborate effectively with the Board and oversee sub-committees to ensure smooth operations.
    - Strong conflict management and negotiations skills

Section XI – Financial Responsibility & Duties; Fiscal Year

XI.1 Compliance with IRS Regulations

In order to maintain the 501 (c)(3) tax-exempt status of the corporation under the Internal Revenue Service guidelines, BAM shall comply with all applicable rules and regulations. The Board of Directors (BOD) and Officers of the corporation shall maintain corporation's records and file necessary reports and documents to government authorities as required by law. The Board of Directors may authorize consultation with appropriate professionals like certified public accountants or attorneys to assist with this.

XI.2 Fundraising and Financial Management

BAM may receive funds and contributions in the form of grants, bequests, gifts and through fund-raising activities, and for a specific purpose or for the general benefit of the corporation. The BOD may lay down appropriate guidelines relating to the raising, collection, recording, safekeeping, and expenditure of funds and other matters pertaining to the financial management of the corporation.

XI.3 Fiscal Year

The fiscal year of the corporation shall be from January 1st to December 31st.

Section XII – Conflict of Interest

XII.1 Director or Officer conflicts of interest

This Corporation shall not enter into any contract or transaction with:

a. One or more of its directors, officers, or a member of the immediate family of its director or officer,
b. A director or officer of a related organization, or a member of the immediate family of a director or officer of a related organization, or
c. An organization in or of which the corporation's director or officer, or member of the immediate family of its director or officer, is a director, officer, legal representative or has a material financial interest.

Unless the material facts as to the contract or transaction and as to the interest of the director(s) or officer(s) are:

a. Fully disclosed or known to the Board of Directors, and
b. The Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors.

For the purposes of this Section the interested Director or Officer shall be ineligible to vote for any resolution by the Board of Directors to authorize, approve, or ratify the contract or transaction in question. In addition, the interested Director or Officer shall not be counted to determine the presence of the required quorum before the Board of Directors can vote on the resolution.

XII.1.1 A Prohibition of contract or transaction with Competing Organization

This Corporation shall not enter into any contract or transaction with a Competing Organization as defined in Section XII.2, or an individual acting as a director, officer, employee or agent of a Competing Organization unless the material facts as to the contract or transaction and as to the interest of such individuals are:

a. Fully disclosed or known to the Board of Directors, and
b. The Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors.

XII.2 Conflicts of interest - Definitions of Relevant Parties and Interests.

For purposes of Section **XII**:

a. **Immediate Family**: The term "Immediate Family" encompasses the following individuals: spouses, domestic-partners-in-fact, parents, children, children's spouses or children's domestic-partners-in-fact, siblings, spouses or domestic-partners-in-fact of siblings, aunts, uncles, first cousins, stepparents, and stepchildren.
b. **Domestic Partner**: The term "Domestic-partner-in-fact" is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long-term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by the State, regardless of whether such relationship is defined by, or otherwise recognized by, any governmental authority.
c. **Officers of the Corporation**: The term "Officers" of the Corporation includes members of the Governing Body (Board of Directors and the ACC) as well as members of Standing Committees and Support Teams established under **Section VI.2 BAM Standing Committees, and VI.3 BAM Support Teams**.
d. **Material Financial Interest**: Per Minnesota law, "material financial interest" encompasses, but is not limited to, an individual's relationship to an organization with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization, but for purposes of **Section XII.1** "material financial interest" does not include fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee, or agent of the corporation, even though the first director is also receiving compensation from the corporation.
e. Competing Organizations: A Competing Organization is defined as an organization: whose primary mission is substantially similar to BAM's primary mission, and that operates within the same community or in the same geographical area as BAM, and whose activities, services and programs target the same group of individuals and corporations that BAM seeks to serve, and that seeks similar grants or contracts, or fund-raising opportunities as BAM. The Governing Body (Board of Directors and the ACC) shall determine if an organization is a Competing Organization based on the criteria laid down above.

XII.3 Prohibition of Personal Business Promotion

Promotion of personal business interests or political affiliation at Corporation functions or while acting on behalf of Corporation: Directors and Officers of the Corporation are prohibited from promoting their personal business interests, or the personal business interests of their immediate

family, at functions of the Corporation or when acting in their official capacity on behalf of the Corporation.

XII.4 Prohibition of Personal Gain from Use of Corporation Funds

Directors and Officers of the Corporation are prohibited from using Corporation funds for personal gain.

XII.5 Prohibition of serving in, or sharing operational or strategic information with Competing Organization

a. Directors and Officers of the Corporation are prohibited from serving as a director, officer, employee, agent, or any other position of an organization that has been determined by the Governing Body (Board of Directors and the ACC) to be a Competing Organization as defined in Section XII.2 e.
b. Directors and Officers of the Corporation are prohibited from sharing information about BAM's operations, membership, financials, and strategic initiatives with any person acting as a director, officer, employee, member or agent of an organization that has been determined by the Governing Body (Board of Directors and the ACC) to be a Competing Organization as defined in Section XII.2

XII.6 Ineligibility to Serve on BAM Governing Body or Committees/Sub-Committees Due to Service in Competing Organization; Duty to disclose such service.

a. No person who is currently acting, or in the past 24 months has acted, as a director, officer, employee, member or agent of an organization that has been determined by the Governing Body to be a Competing Organization as defined in Section XII.2 e, shall be eligible to stand for election or be appointed to BAM's Governing Body (Board of Directors and the ACC), or be appointed to the BAM Election Committee, or to any other BAM Committee or Sub-Committee. The spouse or domestic partner of such person will also not be eligible to stand for election or be appointed to BAM's Governing Body (Board of Directors and the ACC), or be appointed to the BAM Election Committee, or to any other BAM Committee or Sub-Committee. Members seeking to be elected or appointed to BAM leadership roles are required to declare that they or their spouse/domestic partner are not currently acting, or in the past 24 months have acted, as a director, officer, employee, member or agent of a Competing Organization
b. Any BAM member who is serving on BAM's Governing Body (Board of Directors and the ACC), or BAM Election Committee, or on any other BAM Committee or Sub-Committee or in any other BAM leadership role, who begins to also serve as a director, officer, employee, member or agent of a Competing Organization will become ineligible to continue holding their BAM leadership positions. In such case,

the said member shall disclose to the Board of Directors the details of their association with the Competing Organization and resign from all BAM leadership positions immediately. If applicable, the spouse or domestic partner of such member must also resign from any BAM leadership positions that they may be holding.

c. Providing a false declaration under Section XII.6(a) or failure to inform the Board of Directors and resign immediately as provided in Section XII.6(b) would be grounds for immediate suspension of the member and their spouse or domestic partner and removal from any BAM leadership positions held and initiation of disciplinary proceeding against them.

XII.7 Conflict of interest policy

The need for a Conflict-of-Interest policy that Directors and Officers of the Corporations shall adhere to is established by Section **XII**.1. This policy shall be established and annually reviewed and updated as necessary by the Board of Directors in consultation with the ACC. At a minimum, the Conflict-of-Interest Policy shall require all individuals who are subject to it to:

a. **Certification**: Certify that they have read **Section XII** and the Conflict-of-Interest Policy and agree to abide by it.
b. **Disclosure**: Provide, on at least an annual basis, to the Secretary of the Corporation:
   1. A list of all organizations and individuals who comprise their "immediate family" or with whom they have a "material financial interest" as such terms are defined in the Sub-section **XII.2**.
   2. Any family or material financial or business ties with persons associated with any Competing Organization as defined in Section **XII.2 e**.

For the purposes of this Section, a threshold of "materiality" for what comprises a "material financial interest" shall be determined by the Board of Directors in consultation with the ACC on a case-by-case basis depending on the circumstances.

Section XIII – Insurance & Indemnification

XIII.1 Insurance

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of the Corporation or any person who is or was a director, officer, employee, or member of a committee of this Corporation against any liability asserted against the Corporation or such person and incurred by such person in any such capacity.

XIII.2 Indemnification

XIII.2.1 Coverage: To the full extent permitted by any applicable law, and subject to the procedural limitations noted in Sections following, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, against the

expenditures enumerated in **Section XIII.2.2** below, by reason of the former or present capacity of the person as:

a. a director, officer, employee, or member of a committee of this corporation, or
b. a governor, director, officer, partner, trustee, employee or agent of another organization (including employee benefit plans), who while a director, officer, employee, or member of a committee of this corporation, is or was serving another organization at the request of this corporation, or whose duties as a director, officer, employee, or member of a committee of this corporation involve or involved such service to another organization.

XIII.2.2 Indemnified Expenditures: Indemnification is mandatory, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

a. has not been indemnified by another organization or employee benefit plan for the same liability described in the preceding paragraph with respect to the same acts or omissions.
b. acted in good faith.
c. received no improper personal benefit, and Section 317A.255 of Minnesota Statutes, as now enacted or hereinafter amended, regarding conflicts of interest, has been satisfied.
d. in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
e. in the case of acts or omissions occurring by a director, officer, employee, or member of a committee of this corporation acting in such official capacity, reasonably believed that the conduct was in the best interests of this corporation, or in the case of acts or omissions occurring by a director, officer, employee, or member of a committee of this corporation who is, or was, serving another organization at the request of this corporation, or whose duties as a director, officer, employee, or member of a committee of this corporation involve, or involved, such service to another organization, reasonably believed that the conduct was not opposed to the best interests of this corporation.

XIII.2.3 Indemnification: Eligibility, advances, and ancillary recovery:

a. Any indemnification realized other than under this Article shall apply as a credit against the indemnification provided herein.
b. Determination of eligibility for indemnification payments or advances shall be made in accord with Section 317A.521, subd. 6 of Minnesota Statutes, as now enacted or hereinafter amended. In essence, Section 317A.521, subd. 6 of Minnesota Statutes provides that whether a person is entitled to payment or reimbursement of expenses in advance of the final disposition of the relevant proceedings shall be made:
    i. by the board by a majority of a quorum; directors who are at the time parties to the proceeding are not counted for determining a majority or the presence of a quorum.
    ii. if a quorum under XIII.2.3.b.(i.) cannot be obtained, by a majority of a committee of the board, consisting solely of two or more directors not at the time parties to the proceeding, duly designated to act in the matter by a majority of the full Board including directors who are parties.
    iii. if a determination is not made under XIII.2.3.b.(i.) or XIII.2.3.b.(ii.), by special legal counsel,

iv. selected either by a majority of the board or a committee by vote constituted under XIII.2.3.b.(i.) or XIII.2.3.b.(ii.), respectively, or, if the requisite quorum of the full board cannot be obtained and the committee cannot be established, by a majority of the full board including directors who are parties.

v. if a determination is not made under XIII.2.3.b.(i.) – XIII.2.3.b.(iv.) preceding, by the members with voting rights, other than members who are parties to the proceeding; or

vi. if an adverse determination is made under XIII.2.3.b.(i.) – XIII.2.3.b.(iv.) preceding, or XIII.2.4 following, or if no determination is made within 60 days after the termination of a proceeding or after a request for an advance of expenses, by a court in this state, which may be the court in which the proceeding involving the person's liability took place, upon application of the person and notice the court requires.:

XIII.2.4 Determination for Non-Directors: With respect to a person who is not, and was not at the time of the acts or omissions complained of in the proceedings, a director, officer, or person having, directly or indirectly, the power to direct or cause the direction of the management or policies of the corporation, the determination whether indemnification of this person is required because the criteria in Section XIII.2.1 of this Section has been satisfied and whether this person is entitled to payment or reimbursement of expenses in advance of the final disposition of a proceeding under section 317A.521, subd. 3 of Minnesota Statutes may be made by an annually appointed committee of the board, having at least one member who is a director (said committee shall report at least annually to the board concerning its actions.)

XIII.2.5 Limit on Advances: Limit on advances, requiring insurance indemnification before same are paid: Advances of expenses incurred which are payable under Section **XIII.2.1** of this Article shall not be made prior to a final disposition of a proceeding unless same are paid from insurance policies held by the corporation.

XIII.2.6 Insurance Coverage: Board will ensure adequate insurance coverage is taken and ensure payments of such insurance premiums made on time to keep continued coverage, as necessary.

Section XIV – Amendments, Repeal & Adoption of Articles & Bylaws

XIV.1 Provisions for Bylaws

The Articles and Bylaws of the BAM Constitution may be amended or repealed, and new Articles and Bylaws may be added in accordance with the provisions of this Section.

XIV.2 Amendment of Articles

Amendments to the Articles must be approved by the affirmative vote of a two-thirds majority of all directors and by a majority of the members with voting rights.

XIV 2.1 Notice of proposed adoption, amendment or repeal: If a proposed adoption, amendment or repeal to the Articles is initiated by the Directors, proper notice of the proposed adoption, amendment or repeal must precede a meeting of the members with voting rights at which the adoption, amendment or repeal will be considered and must include the substance of the proposed adoption, amendment or repeal. If an adoption, amendment, or repeal is proposed and approved by the members with voting rights, those members may demand a special board meeting within 60 days for consideration of the proposed adoption, amendment, or repeal if a regular board meeting would not occur within 60 days.

XIV.2.2 Amendment of Articles by the Board when authorized by members with voting rights.

XIV.2.2 (a) Subject to Section XIV.2.2 (c), the members with voting rights, by affirmative vote of a two-thirds majority of such members, may authorize the Board of Directors, to exercise from time to time the power to adopt, amend or repeal the Articles without approval of the members with voting rights.

XIV.2.2 (b) When the members with voting rights have authorized the Board of Directors to adopt, amend or repeal the Articles under XIV.2.2, the Board of Directors, may amend the Articles by the affirmative vote of a two-thirds majority of all Directors at a meeting of the Board duly called for that purpose after notice of the meeting and of the proposed amendment has been given to the Board.

XIV.2.2 (c) The members with voting rights, by affirmative vote of a two-thirds majority of such members, may prospectively revoke the authority of the Board to exercise the power of the members to adopt, amend or repeal the Articles at a meeting duly called for that purpose.

XIV.3 Amendments of Bylaws:

The Board of Directors shall have the power to adopt, amend or repeal the Bylaws by affirmative vote of a two-thirds majority of the Directors when necessary to:
XIV.3.1 Clarify language and remove ambiguity; or

XIV.3.2 Reflect changes in the law relating to non-profit corporations governing BAM; or

XIV.3.3 Correct typographical or grammatical errors; or

XIV.3.4 Enable the corporation to pursue the corporation's objectives and serve its members more effectively.

XIV.4 Procedure for Amendment of Bylaws

XIV.4.1 Proposed amendments must be submitted to the Secretary in writing with a statement of the reasons why the amendment is necessary and in the interests of the corporation and its members.

XIV.4.2 Upon receipt of the proposed amendment, the Secretary shall place the same on the agenda for the next Board meeting for discussion.

XIV.4.3 Depending on the nature of the proposed amendment, the Board of Directors may adopt the proposed amendment in the meeting or refer it to the ACC to further examine the proposed amendment and give its recommendation to the Board within a specified time period for either rejecting the proposal or for adopting the same with or without changes. The ACC may, on its own or at the request of the Board, seek input from appropriate voting members who are not on the BOD and obtain the advice of legal counsel before making its recommendation.

XIV.4.4 Upon receiving the recommendation from the ACC, the Board shall discuss the amendment at the next regularly scheduled Board meeting or at a Special meeting convened for this purpose and vote on it.

XIV4.5 The Secretary shall keep a record of the proceeding of the Board and General Body meetings where an Amendment to the Articles or to the Bylaws is voted on and, if the Amendment passes, update the language of the Articles or the Bylaws as applicable. If the amendment is to the Articles, the Secretary shall also furnish a copy of the Amended Articles to the relevant authorities as required by applicable law and regulations.