



# ***CONSTITUTION (BYLAWS)*** ***OF*** ***SONGLAAP OF NORTHEAST OHIO***

The name of the organization is **Songlaap of Northeast Ohio** (a.k.a. Songlaap).

Songlaap is a proud mantle-bearer of the rich cultural tradition that the Bengali and other South Asian communities have established in the greater Cleveland area over many decades. The word 'Songlaap' means a dialogue or conversation. Through its theatrical performances and other creative endeavors, Songlaap wants to inspire a constructive and thoughtful dialogue among the people navigating the cross-cultural currents of this multiethnic nation.

## **SONGLAAP AS NON-PROFIT ORGANIZATION**

The organization is formed in accordance with the Nonprofit Corporation Law, as amended.

- The organization has not been formed for making any profit, or personal financial gain.
- The assets and income of the organization shall not be distributable to, or benefit the directors, or officers or any other individuals.
- The assets and income shall only be used to promote corporate purposes.
- Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization.
- This organization shall not carry on any other activities not permitted by an organization exempt from federal income tax.
- The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

The purpose of the organization is the following:

- I. Produce and stage theatrical performances and similar acts
- II. Organize and host theater performances and invite theater groups from across the country
- III. Hold in-person and online discussions on theater and literature related topics.
- IV. Facilitate workshops for betterment of theatrical skills

The organization is formed exclusively for purposes pursuant to **Section 501(c)(3)** of the Internal Revenue Code.

## ARTICLE I MEMBERSHIP

**Section 1. Membership.** There shall be two categories of Memberships: Board of Directors and Regular Membership. The Board of Directors may establish various categories of memberships for fund-raising and event facilitation purposes.

**Section 2. Payment of Dues.** A Member of Songlaap shall be a natural person who has paid the annual membership fees as determined by the board of directors.

**Section 3. Voting Rights.** The Board of Directors shall be selected by the Members. Each Member shall be entitled to cast one vote on any question or topic properly submitted for vote. The Board of Directors shall determine the method of voting (including in person and/or virtual).

## ARTICLE II MEETINGS

**Section 1. Annual Meeting.** An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of other businesses as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

**Section 2. Special Meetings.** Special meetings may be requested by the President or the Board of Directors. A special meeting of members is not required to be held at a geographic location; meetings may be held virtually in a manner pursuant to which the members have the opportunity to read or hear the proceedings, substantially comment with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

**Section 3. Notice.** Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of the meeting, and if for a special meeting the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown in the corporate books or e-mailed at least 5 days prior to the meeting.

**Section 4. Place of Meeting.** Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or constitution provide otherwise, the board of directors may permit any or all members to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all members participating may simultaneously hear each other during this meeting. A director/member participating in a meeting by this means shall be deemed to be present in person at the meeting.

**Section 5. Regular Meeting.** A majority of the directors shall constitute a quorum at the meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some director's results in representation of less than a quorum.

## **ARTICLE III DIRECTORS**

**Section 1. Number of Directors.** The organization shall be managed by a Board of Directors consisting of 5 director(s).

**Section 2. Election and Term of Office.** The directors shall be elected at the annual meeting. Each director shall serve a term of 3 max(s), or until a successor has been elected and qualified.

**Section 3. Quorum.** A majority of directors shall constitute a quorum.

**Section 4. Adverse Interest** In determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

**Section 5. Regular Meeting.** The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate

**Section 6. Special Meeting.** Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing three days' notice, effective when e-mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting. A special meeting of members is not required to be held at a geographic location if the meeting is held virtually in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

**Section 7. Procedures.** The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting The Board shall keep meeting minutes of its proceedings in its permanent records.

**Section 8. Informal Action.** Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

**Section 9. Removal / Vacancies.** A director shall be subject to removal, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section 10. Committees.** To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

## **ARTICLE IV OFFICERS**

**Section 1. Number of Officers.** The officers of the organization shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Treasurer, and a Secretary. Two or more offices may be held by one person. The President may not serve concurrently as a Vice-President or treasurer.

**President/Chairman.** The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

**Vice President.** The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in discharge of its leadership duties.

**Secretary.** The Secretary shall give notice of all meetings of the Board of Directors, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.

**Treasurer/CFO.** The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors.

**Section 2. Election and Terms of Office.** The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one-year term or until a successor has been elected and qualified.

**Section 3. Removal or Vacancy.** The Board of Directors shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled by the Board of Directors.

## **ARTICLE V CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real estate shall be executed by the President or any office bearer viz. Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage to lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

## **ARTICLE VI AMENDMENT TO CONSTITUTION**

The constitution may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change should be distributed to all board members at least ten (10) days before the meeting.

**ARTICLE VII  
INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by existing law or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights).

**ARTICLE VIII  
DISSOLUTION**

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made, therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, approved under **Section 501(c)(3)** of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

**Certification**

Board of Directors of Songlaap of Northeast Ohio certifies that the foregoing is a true and correct copy of the constitution of the above-named organization, duly adopted on **March 15, 2024**.

By: Leena Chakravarty \_\_\_\_\_ Date 03/15/2024 \_\_\_\_\_  
Leena Chakravarty, President.

By: Biman Ghosh \_\_\_\_\_ Date 03/15/2024 \_\_\_\_\_  
Biman Ghosh, Vice-President.

By: Kaustav Banerjee \_\_\_\_\_ Date 03/15/2024 \_\_\_\_\_  
Kaustav Banerjee, Secretary.

By: Sujay Datta \_\_\_\_\_ Date 03/15/2024 \_\_\_\_\_  
Sujay Datta, Treasurer.

By: Susmita Chakrabarti \_\_\_\_\_ Date 03/15/2024 \_\_\_\_\_  
Susmita Chakrabarti, Treasurer.