

## Amendment to Articles of Incorporation

WHEREAS NATYAKRISHTI-TCAGW, Inc. is a non-stock Corporation incorporated in the State of Maryland, as approved and received for record by the State Department of Assessment and Taxation of Maryland on July 18, 2006.

WHEREAS NATYAKRISHTI-TCAGW seeks to obtain the status of a non-profit Corporation to promote cultural, social, literary, theatrical, educational and charitable activities within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, as amended or the corresponding provisions of any future United States Internal Revenue Service.

Now therefore, the undersigned persons, being duly authorized, present hereunder the amended Articles of Incorporation, which shall replace the Articles of Incorporation as recorded on July 18, 2006 (attached herewith).

WHEREAS NATYAKRISHTI-TCAGW seeks to obtain a status for the exemption from federal income tax.

NATYAKRISHTI-TCAGW shall have the authority to exercise to the extent necessary or desirable for the accomplishment of the aforesaid purposes, any and all powers conferred upon Corporations of a similar character by the general laws of the State of Maryland, to the extent they are not inconsistent with the objectives and purposes of the Corporation to be a non-profit Corporation exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended from time to time.

### FIRST

NOW THEREFORE, the undersigned **Dilip K. Som**, whose post office address is **1010 ROCKVILLE PIKE, #306, ROCKVILLE, MD 20852**, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland, and being duly authorized, present hereunder the Articles of Incorporation.

### SECOND

The name of the Corporation is NATYAKRISHTI-TCAGW, Inc. (hereinafter referred to as the Corporation or NATYAKRISHTI),

### THIRD

The following provisions shall define, limit, and regulate the powers of the Corporation.

1. The organization is a voluntary association of individuals irrespective of nationality, age, sex, religious belief and cultural orientation.
2. The organization shall be operated exclusively for cultural, social, literary, educational, and charitable activities.
3. To enhance theatrical activities but not exclusively in Bengali.
4. To enhance but not exclusively, Bengali cultural, social, literary, educational and related activities.
5. To promote and exchange eastern and western schools of thought in theatrical arena.
6. The organization is open to members of the organization and under conditions defined by the organization and to other interested persons of the community at large, thereby enriching the multi-ethnic traditions of the people of Washington DC Metropolitan area and of the United States.

The Corporation is a non- profit organization and no part of its earnings or assets shall accrue to

the benefit of or be distributable to its Members, or any other persons, except that reasonable compensation may be paid by the Corporation for services rendered to and for the Corporation.

No activities of the Corporation shall be lobbying for legislation, and the Corporation shall not participate in or intervene directly or indirectly in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

#### **FOURTH**

The current postal address of the principal office of the Corporation is:  
**1010 ROCKVILLE PIKE, #306, ROCKVILLE, MD 20852**

The name and postal address of the resident Agent of the Corporation in Maryland is:

**Dilip K. Som**  
**1010 ROCKVILLE PIKE, #306**  
**ROCKVILLE, MD 20852**

Said resident Agent is an individual actually residing in Maryland.

#### **FIFTH**

The Corporation shall not have any capital stock.

#### **SIXTH**

The activities and business of the Corporation shall be managed or conducted in accordance with the provisions of its By-Laws, provided the By-Laws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Maryland or of the United States.

#### **SEVENTH**

Membership of NATYAKRISHTI shall be open to all persons 21 year's of age or older without regard to nationality, race, religion or place of residence, who subscribe to the above objectives and abide by the provisions of the Articles of Incorporation and the By-laws, including payment of designated Membership fees. Only members shall have the right to vote. Members may be censured, suspended, or removed from Membership for reasons and through procedures specified in the By-Laws. The Corporation reserves the right to deny Membership to any person who is considered to have been involved in an activity detrimental to the Corporation's interests.

**EIGHTH**

1. A Board of Officers shall manage the activities and affairs of NATYAKRISHTI. The number of Officers constituting the Board shall not be less than five or more than fifteen, as shall be specified in the By-Laws. The General Body of Members shall choose officers by consensus, or roll call at the Annual Meeting.

2. The Board of Officers shall include a President, Treasurer and a Secretary.

3. The General Body of Members shall have the authority to remove any or all of the Officers by a vote of no-confidence passed by a two-thirds majority of Members in a mail ballot or by resolution adopted by a two-thirds majority of Members present in an Annual General Meeting with quorum, as defined in Article Ten.

**NINTH**

To manage specific activities of the Corporation, there will be established committees as provided in the By-Laws or as resolved by the Board of Officers from time to time. The Board of Officers may delegate to such committees, by resolution, defined powers and responsibilities

**TENTH**

Every year there shall be an Annual General Meeting of Members. The agenda of the meeting shall include presentation of an annual report and audited accounts by the Board of Officers. The Board of Officers can call a Special General Meeting of Members either at its discretion or upon request by at least one-sixth of Members by a written petition bearing their signatures. Any voting on a resolution except on amendments to the Articles of Incorporation can be carried out either by mail ballot or at a General Meeting, and shall be decided on by a simple majority of Members voting by mail or present at the General Meeting. The presence of at least one-sixth of Members in a General Meeting shall constitute a quorum.

**ELEVENTH**

Amendments to the Articles of Incorporation can be proposed by the Board of Officers or by at least one-fourth of Members in the form of a written petition signed by them and submitted to the Board of Officers. Any amendment to the Articles of Incorporation shall require the consent of at least two-thirds of Members. Such consent shall be sought either by mail ballot, or at a specially convened meeting that has three-fourths of the members present.

Amendments to the By-Laws may be proposed by the Board of Officers or by at least one-sixth of Members by a signed petition to the Board of Officers. Any amendment to the By-Laws shall require the consent of a simple majority of Members sought by mail ballot or at a General Meeting.

**TWELFTH**

The Board of Officers shall be responsible for the preservation and safe keeping of basic documents pertaining to NATYAKRISHTI, and for maintaining books of minutes and other operational records. The Board of Officers shall also be responsible for preparing and keeping up-to-date a complete list of Members of NATYAKRISHTI.

**THIRTEENTH**

NATYAKRISHTI shall seek to be financially self-supporting and solvent in its operations. To that end the Board of Officers will seek contributions from participants for financing its activities, and to establish reserve or other funds to protect its assets to finance specific programs.

The Board of Officers shall be responsible for maintaining records of all financial transactions, following conventionally accepted accounting and business practices, and for preparing a balance sheet and income statement -for each fiscal year.

NATYAKRISHTI's financial records and balance sheet and income statement shall be audited-annually by a qualified Auditor or Auditors appointed by the Board of Officers, such appointment being subject to ratification by the General Body of Members at the Annual General Meeting.

**FOURTEENTH**

The Corporation reserves the rights to amend, alter, change or repeal any provision contained in this Article of Incorporation in any manner now or hereafter prescribed by statute.

In the event of liquidation, dissolution or winding up of the Corporation (whether voluntary, or involuntary) all of the net assets of the Corporation, after paying or making provision for the payment of all the liabilities of the Corporation, shall be transferred and contributed to an organization or organizations the Members may select which shall have in effect at the time a determination of exempt status as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

**FIFTEENTH**

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned, being duly authorized, have executed the Forgoing Articles of Incorporation, and hereby acknowledge the same to be his act.

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Mihir Mitra

President  
Date: 9/26/2006

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Dilip K. Som

Secretary  
Date: 9/26/2006

## **BYLAWS**

These by-laws of NATYAKRISHTI-TCAGW, Inc. (Hereinafter referred to as "the Corporation" or "NATYAKRISHTI") adopted on September 18, 2006 shall be read in conjunction with, and as subsidiary to, the Articles of Incorporation of NATYAKRISHTI. The activities and business of the Corporation shall be managed or conducted in accordance with provisions of these By-Laws, as provided in Article 6 of the Article of Incorporation. Some of the provisions of the By-Laws define or specify in detail certain related provisions of the Articles of Incorporation. In the event of any conflict between the provisions of the Articles of Incorporation and the By-Laws, those of the Articles of Incorporation shall prevail.

### **1. Location**

The base of operations of NATYAKRISHTI shall be the District of Columbia and its suburbs in Maryland and Virginia.

### **2. Language**

English will be used as the working language in the conduct of NATYAKRISHTI's business as far as practicable. English or Bengali may be used as and when necessary.

### **3. Business and Fiscal Years**

The business or working year shall be from January 1 to December 31.

### **4. Activities**

NATYAKRISHTI shall have the following activities:

1. Organize and host seminars, workshops, debates in theatrical, cultural, social and literary arena.
2. Organize staging of dramas and other fund raising events from time to time for charitable purposes and for financing Natyakrishti's activities, and for establishing reserve or other funds to protect its assets and finance specific programs.
3. Donate a portion of raised funds to charitable organization(s) in the amounts as determined by the officers,
4. Organize classes, seminars and workshops from time to time with young students who are interested in educating themselves in histrionics, such participation being free of cost or substantially at a lower rate than for full-time students or regular members, as deemed appropriate by the officers.
5. Promote and exchange eastern and western schools of thought in theatrical arena.
6. Host a web site to communicate with members

### **5. Membership**

- (1) Each year the Board of Officers shall determine Membership fees for Members for the next year, and for life members. The Board of Officers may determine reduced Membership fees for regular Members who are full-time students.
- (2) The annual membership fee is due at the time of Annual Meeting. The membership fee due at the Annual Meeting is for the next calendar year.
- (3) A member may resign by written notice to the Board of Officers.
- (4) Only Members shall have the right

- (a) To be selected as Officers and
  - (b) To vote on any resolution or issue concerning NATYAKRISHTI's affairs, provided they have been a member in good standing for not less than thirty days.
- (5) For admission to programs or functions organized by NATYAKRISHTI, the Board of Officers
- (a) may fix admission charges for full-time students at levels lower than that for Regular Members and
  - (b) may fix admission charges for non-members at levels higher than that for Members, and may restrict participation of non-members in any way deemed necessary.
- (6) A member may be censured, suspended or expelled from NATYAKRISHTI for participation or involvement in an activity detrimental to the interest of the corporation. The Board of Officers, with the approval at the Annual meeting will be empowered to take action regarding this matter. A simple majority at the Annual Meeting will be required for the approval of such Board action.
- (7) The treasurer shall maintain a current list of Members, which shall be open to inspection by Members.

## **6. Committees**

The Board of Officers will establish from time to time, by resolution, committees to carry out regular activities or particular functions or programs. The Board resolution will specify the composition, terms of reference and life span of each committee. Examples of areas of activity for which such committees may be formed are administration, finance, external relations, educational affairs, newsletters etc. Within the terms of reference set forth by the Board, each committee will be responsible for managing the particular activity for which it is established.

## **7. Financial Matters**

- (1) Auditors will be appointed for one year, and will be eligible for reappointment for one year at a time up to a maximum of five consecutive years.
- (2) Each year on assumption of office, the Treasurer, under the direction of the Board of Directors, will prepare a budget (or estimate of income and expenditure) for the current year. Annual budget as approved by the Board of Directors and reviewed and checked by the auditor, will be presented to the General Body of Members. The budget will be checked by the auditor and reviewed periodically by the Board of Directors in the light of actual income and expenditure, and the Members informed about major deviations from the approved budgets.
- (3) The Board of Officers will set aside a part of annual and accumulated incomes in a reserve account, which will be used only in contingencies or other specific purposes as approved by the Board of Officers and under the advice of the General Body of Members.
- (4) NATYAKRISHTI will maintain checking and saving accounts in local banks so as to insure optimal returns consistent with liquidity.
- (5) The Treasurer will have the authority to sign checks involving financial transactions approved by the Board of Officers of up to one thousand dollars, above which amount the signature of another office bearer will be required.

### 8. General Meetings

- (1) The Annual General Meeting shall be held during the last two months of the working year (15th October - 14th December). The members shall be notified of the date, time, place and the proposed agenda of the meeting at least ten days prior to the meeting.
- (2) The Board of Officers may call a Special General Meeting with not less than 14 days notice. The notice shall include a brief description of the purpose, the time, place, date, and proposed agenda of the Meeting.
- (3) In all General meetings a simple majority of those present shall be required to table a motion.
- (4) Voting at General Meetings may be by show of hands or with ballots as deemed necessary by a simple majority of those present in the meeting.
- (5) By mutual agreement among the Board of Officers one of the members of the Board will act as the Chairman at the Annual Meeting .The Chair will rule on all procedural matters in the General Meetings.
- (6). Amendment of By-laws Voting on any amendment proposed by Members shall be completed within ninety days of receipt by the Board of Officers of a valid petition for this purpose.

The bylaws were ratified by a majority vote of the membership on 9/21/2006

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Dilip K. Som  
Secretary