

Bihar Jharkhand Association of North America

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Proposed ByLaws Amendment – BJANA Advisory Board

----- Objective of ByLaws update -----

Objective of the Proposed ByLaws Amendment – BJANA Advisory Board

Creating a formal, rotating advisory body with defined responsibilities. It integrates the current Advisory Board into a new framework, enhances financial oversight, and establishes clear roles in fund management, elections, by-laws and institutional continuity. Additional updates include defining officer roles, adding a Joint Treasurer position in the Executive Committee, and transferring Election Committee oversight from the Executive Committee to the Advisory Board.

Proposed ByLaws Amendment

----- Summarized Version for a quick read -----

Summary – Proposed ByLaws Amendment: BJANA Advisory Board

- **New Advisory Board Structure:** The current Advisory Board will be dissolved and replaced by a new board comprising the past 8 BJANA Presidents. Additionally, 4 community members may be nominated (2-year term, $\frac{2}{3}$ approval). Immediate Past President automatically joins; oldest rotates out every term.
- **Leadership & Terms:** Advisory Board will elect a Chairperson and Secretary (2-year term, max 2 terms) responsible for meetings, records, and coordination with the Executive Committee (EC).
- **Key Responsibilities:**
 - Safeguard all BJANA funds (Life Membership, Endowment, Building Fund, etc.).
 - Approve large charitable expenditures (>\$5,000 single / \$10,000 annual) with $\frac{2}{3}$ majority.
 - Ensure smooth EC transitions and compliance with 501(c)(3).
 - Outgoing EC must transfer \$20,000 seed fund (+4% COLA) and 5% of total revenue to the Advisory Board Reserve Fund.
- **Access to Reserve Funds:**
 - EC may access reserve funds only in exceptional cases (major projects, hardships) with formal Advisory Board approval and detailed justification.
 - A separate reserve fund bank account shall be maintained under the joint ownership of the current Chairperson and Secretary of the Advisory Board and the President of the current Executive Committee
- **Governance Rules:**
 - Removal of members for misconduct/conflict/3 missed meetings ($\frac{2}{3}$ vote).
 - Vacancies filled by Advisory Board ($\frac{2}{3}$ vote).
 - No compensation
- **Election Process Update and By-Laws amendment**
 - The Advisory Board (not EC) will be responsible for appointing the Election Committee (3 members).
 - Consultation shifted from EC to Advisory Board in Article VII.
 - Add additional approval by Advisory Board, Final approval of BJANA bylaws update must be taken from Advisory board by ($\frac{2}{3}^{\text{rd}}$) two-thirds vote.
- **Executive Committee Update:**
 - Added new position – Joint Treasurer – to strengthen financial oversight.

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1. Election committee:

- **Election committee: Article VII, Section 7-25 revised to assign election committee selection role to Advisory Board as follow**

Article VII, Section 7. The Election Committee shall follow Sections 8 through 25 of Article VII as guidelines in conducting elections of the BJANA Executive Committee. These guidelines shall assist the Election Committee in resolving issues arising during the election process. The Election Committee may make suitable changes in the schedule, time, place, and date of the election if deemed necessary to conduct the election properly.

- **Article VII, Section 8.** In order to hold the general election, the **Advisory Board** shall meet between the months of August and October of the election year to nominate three (3) Election Committee members and to demonstrate the process of online voting through the software or services selected and/or contracted for conducting the online election. Voters shall cast their ballots by accessing a secure website link sent directly from the Election Committee via email and shall make their selection of a team slate in full privacy.

- **Article VII, Section 15** Language should be updated to consult with Advisory Board and remove the consultation with Executive Committee since responsibility is transferred from Executive Committee to Advisory Board

2. Article VIII: Amendment to the By-Laws: Add additional approval by Advisory Board, Final approval of BJANA bylaws update must be taken from Advisory board by (2/3rd) two-thirds vote, post approval from Executive Committee and before present it for voting at an extraordinary meeting of the general body of the BJANA.

3. Article IV

Executive Committee: Section 3: should be updated to add one additional elected position Joint Treasurer



(Integrating Advisory Committee into a new Advisory Board)

Article V (Revised): Advisory Board

1. Establishment & Composition: Upon passing of this amendment in full by the General Body, the current Advisory Board shall stand dissolved and a new Advisory Board will simultaneously be instituted consisting of past 8 Presidents of BJANA Executive Committees who have served BJANA in that capacity. Four (4) more board members can be nominated for a 2-year term by this board with two third majority, from among the community members who have helped BJANA in carrying out its objectives, are distinguished person of international reputation from various

fields, BJANA Founders and/or Community members recommended by Executive Committee or the Advisory Board members. These Nominated members shall enjoy full voting rights except for the purpose of nominating other Board members.

At the conclusion of each term Dec 31st of every alternate year along with the dissolution of current Executive Committee, the oldest executive committee Past President shall rotate out, and the Immediate Past President shall be automatically inducted into the Advisory Board without nomination or selection. No Advisory Board member may serve more than three (3) consecutive terms. However, the Advisory Board shall retain the right and responsibility, by a two-thirds ($\frac{2}{3}$) vote, to fill any vacant position by past serving member of an office bearer of a past committee or from among founding members.

2. Officers

The Advisors shall elect from among themselves a Chairperson and a Secretary, each to serve two (2) year terms for a maximum of two terms. The Chairperson shall preside over Advisory Committee meetings and act as the principal liaison with the Executive Committee. Together, the Chairperson and Secretary shall maintain accurate records and minutes of Advisory Committee proceedings, which shall be accessible to the membership. The Advisory Committee shall further be responsible for safeguarding and protecting the BJANA endowment reserves in accordance with the Association's mission and ByLaws. Advisory board shall publish the details of the BJANA Fund and its status.

3. Duties & Responsibilities

The Advisory Board shall safeguard all funds and assets of the Association, including but not limited to the Life Membership Fund, Endowment, Fund for the BJANA Initiatives/programs that transcend multiple Executive Committee terms, and Building Fund; conduct an annual review of accounts; and ensure compliance with these ByLaws and applicable 501(c)(3) requirements. The Advisory Board shall provide long-term guidance to the Executive Committee (EC), ensure the orderly transition of records, finances, and institutional knowledge, and meet jointly with the EC at least once annually, with a majority of Advisory members constituting a quorum. Any charitable expenditure exceeding \$5,000 for a single disbursement, or \$10,000 in aggregate within a financial year, must be approved by a two-thirds ($\frac{2}{3}$) majority of the Advisory Board following approval by the EC.



At the conclusion of each EC term, the outgoing EC shall transfer to the incoming EC a minimum of \$20,000 in seed funds, subject to a four percent (4%) cost-of-living adjustment per term, and shall allocate five percent (5%) of total revenue for the two-year EC term to the Advisory Board, barring financial exigencies. Any surplus and unused funds beyond this five percent (5%) allocation and the \$20,000 seed transfer shall be deposited in the Advisory Board's reserve fund bank account (BJANA Reserve Fund). In the event of a shortfall, the Advisory Board shall not be obligated to cover the deficit but may, at its discretion, elect to match the \$20,000 seed transfer. Any changes to the BJANA Bylaws must be approved by the Advisory Board with a two-thirds (2/3) majority, following approval by the Executive Committee. Section: VIII Amendment to the By-Laws: Add additional approval by Advisory Board, Final approval of BJANA bylaws update must be taken from Advisory board by (2/3rd) two-thirds vote, post approval from Executive Committee and before present it for voting at an extraordinary meeting of the general body of the BJANA. The Advisory Board (AB) shall have access to the BJANA contact database and the right to communicate directly with BJANA members when needed to ensure transparency and accountability.

4. Access to BJANA Reserve Funds: Under exceptional circumstances—such as special BJANA projects (e.g., construction or acquisition of a community hall), financial hardships, or similar situations where the Executive Committee (EC) faces difficulty in raising funds—the EC may request access to BJANA reserve funds with the guidance and approval of the Advisory Board (AB). Such access shall require formal approval by a two-thirds (2/3) majority of both the EC and the AB, based on a detailed proposal from the EC outlining the purpose, plan, and intended use of the funds, ensuring that the funds are utilized responsibly, transparently, and solely for the approved objectives. A separate reserve fund bank account shall be maintained under the joint ownership of the current Chairperson and Secretary of the Advisory Board and the President of the current Executive Committee

5. Removal & Vacancies

- Removal: misconduct, conflict of interest, or 3 missed meetings → by 2/3 Advisory vote.
- Vacancies filled by 2/3 Advisory nomination for remainder of term.

6. Compensation

- No compensation.