



Constitution of Bangladesh Association

ARTICLE I: Name

Section 1: The name of the corporation shall be the Bangladesh Association, hereafter referred to in these by-laws as the Association.

ARTICLE II: Goals and Objectives





Section 1: The Association shall be a non-profit and nonpolitical organization.

Section 2: The goals and objectives of the Association shall be to:

- (a) Provide cultural, intellectual, social, physical, spiritual and charitable welfare to the people of Bangladeshi origin;
- (b) Promote goodwill, understanding and appreciation of cultures of Bangladesh among all persons regardless of color, creed, race, religion and national origin.
- (c) Promote Bangladesh-American friendship.
- (d) Promote cultural exchange with any other group or organization or institution interested in Bangladeshi culture.
- (e) Facilitate the activities of any other professional, student, woman or any other group of Bangladeshis, provided that such groups or organizations are also non-profit and non-political organizations duly organized under any state law.

Section 3: In order to achieve its goals and purposes as defined in Section 2, Article II, the Association shall seek to provide

- (a) Forum for expression of common concern of the community.

- (b) A vehicle for exchange of information and views on matters of interest to the Bangladeshi community.
- (c) A forum for expression of ideas by distinguished speakers on topics of interest to the community.
- (d) A mode of propagation of the cultural heritage of Bangladesh through various means.
- (e) The physical facilities to establish library museums and exhibitions.
- (f) Space for an educational center for Bengali language, art, and folklore.
- (g) A meeting place for Bangladesh-American cultural enrichment.
- (h) A forum to inculcate among the children and youth of the community the values of Bangladeshi culture.
- (i) A forum for honoring any distinguished person, association or institution who has contributed substantially for the cause of Bangladeshi people or culture, and
- (j) Scholarship for higher education and also extension of any kind of help in the field of higher learning by raising funds in various ways.

ARTICLE III: Membership

Section 1: The membership in the Association is open to all individuals sharing the objectives and purposes of the Association subject to the approval of the Board of Directors of the Association.

Section 2: Classes of the members,

- (a) Life member, who shall be any person donating at least \$100.
- (b) Regular member, who shall be any person paying the dues of \$10.00 per year.
- (c) Family member, who shall be paying for family the dues of \$15.00 per year.
- (d) Student member, who shall be any full-time student of any institution paying the dues of \$5.00 per year.






(e) Honorary member, which membership shall be awarded to outstanding and eminent person of the community upon action by the Board of Directors and such membership shall extend for a period of one year from the date of the award.

(f) Organization member, who shall be any organization in conformity with Section 2(e) of Article II of these by-laws.

i) Organizations may not have to pay any dues for such membership.

ii) The chairman of the Association must confer this membership to an organization in writing.

iii) An executive committee of an organization may also apply for such membership in the Association in a normal procedure.

iv) Organization member does not have any voting power in the Association; and

v) Membership in the Association does not extend to other organization member any right of membership in the member organization.

(g) The Board of Directors may levy a new minimum membership due in the beginning of each calendar year (January) that become necessary and then only if reasonable for Article III, Section 2 (a), (b), & (c).

Section 3: Application of Membership: All applications for membership shall be submitted to the Board of Directors or its authorized committee for such purpose and must receive the approval of the Board of Directors or its authorized committee. Application for membership shall be made on Association's official application form. In the event of the rejection of an application a notice of such rejection shall be sent to the applicant within two weeks following receipt of said application. Failure to send a rejection notice within the aforesaid period following receipt of application shall be tantamount to the approval of the said application.

Section 4: Rejected Application: A rejected application form shall be reviewed for approval in a general body or special meeting by the members of the Association provided that the rejected application gets approval in writing for such review by three members of the Association and review of the rejected application shall be done within two weeks from the date of the receipts of the rejection notice, and such review of the rejected application shall be given priority over all other business of the meeting.

Section 5: Void Applications: A membership application shall be considered void unless accompanied by annual dues.



Section 6: **Transfer of Membership:** The membership in the Association shall not be transferable or assignable.

Section 7: **Lapse of Membership:**

(a) Membership in the Association is considered to be continuous until a notice of termination or resignation is received in writing by the Board of Directors.

(b) Non-payment of annual dues shall cause the lapse of membership in the Association.

Section 8: **Membership Period:** Annual membership period shall be coincident with the fiscal year of the Association beginning January 1, and terminating December 31st of each year.

ARTICLE IV: Membership Fee, Rights & Privileges

Section 1: **Review of Membership Dues:** The Board of Directors may review the membership dues from time to time and may place before the general body for increase or decrease of such dues and final approval of such increase or decrease of dues shall determined by the simple majority of the members present and voting.

Section 2: **Proration of Dues:** There shall not be any proration of dues.

Section 3: **Special Fees:** The Board of Directors may levy any special fees that become necessary and then only if reasonable.

Section 4: **Due Date of Dues:** The annual dues due to the Association shall be payable to the Director of Finance and Budget during the month of January. Members failing to pay dues by January 31, shall be declared in arrears and shall automatically be deprived of all privileges of membership in the Association.

Section 5: **Delinquent Member:** A delinquent member may pay his/her dues after January 31 in order to be reinstated by paying a late charge of \$2.00 and if such late charge along with annual dues are not paid by July 31, the delinquent member shall not be allowed to vote in the election of that year.

Section 6: **Voting Right:** Each adult member who is in conformity of Section 4 and 5 of this Article shall be eligible to vote on all business before the members at any meeting.

Section 7: **Holding Office:** Each adult member shall have the right to hold office if elected or appointed.

Section 8: **Rights by Categories of Members:**

(a) All members under Article III Section 2(a), 2(b), 2(c) shall have the same rights and privileges.



(b) Honorary members as defined in Article III, Section 2(d) shall be a non-voting member unless he is also a member under Section 2(a), 2(b), 2(c) of the Article III.

ARTICLE V: Management of the Association

Section 1. Board of Directors: The activities of the Association shall be managed by a Board of Directors Consisting of Seven elected members each with a designated responsibility defined as follows:

(a) Chairman who shall preside over all meetings of the members and of the Board and who shall have overall responsibility for the activities of the Association.

(b) Vice Chairman who shall exercise all authority and perform all duties granted to the chairman, when the chairman is absent or unable to perform his duties.

(c) Secretary General who shall keep a record of all proceedings of the Board of Directors' meetings and also of all membership meetings, and also shall mail all notices required by these by-laws, maintain appropriate records of membership of the Association, and who shall exercise such power as are provided by these by-laws and by the Board of Directors.

(d) Director of Finance and Budget, who shall keep a record of all financial transactions of the Association, depositing such funds in a bank designated by the Board of Directors, sign all checks along with chairman or secretary general of the Association, prepare a financial report of the Association for presentations at the annual meeting and shall provide for auditing of the account books of the association at least once a year prior to each annual meeting.

(e) Director of organizational Affairs, who shall promote the goals of the Association to the outside world, conduct membership drives, organize and supervise all ad hoc committees as approved by the Board of Directors.

(f) Director of Cultural Affairs who shall organize and supervise cultural and social activities of the Association, coordinate various programs of the Association, and head literary and magazine committee.

(g) Director of Sports Affairs, who shall organize and supervise sports activities of the Association, coordinate sports programs of the Association, and head sports related committee

(g) Director at Large who shall be a representative of one of the member organizations in the Board of Directors selected by the chairman of the Association and the position shall be renewable every fiscal year of the Association and shall be assigned with special projects of the Association by the Board of Directors.



(h) Each member of the Board of Directors shall have the right to appoint representatives to act as a Joint Secretary on their behalf. Joint Secretaries will be endowed with the same authority granted to the specific elected member appointed by the BOD.

Section 2: Responsibility: Each office bearer of the Association shall be jointly and severally responsible to the general body of the Association for the activities of the Association.

Section 3: Election and Appointment of office Bearer:

(a) Elections by membership: The life, regular and student members of the Association shall elect its office bearers as per Section 1(a), (b), (c), (d), (e), and (f) of Article V of these by-laws with the exception of directors at large who shall be selected by the chairman of the Association as per Section 1(g) of Article V provided

i) That cumulative voting shall not be allowed and

ii) That election of the office bearer shall be made only from among those persons nominated according to the requirements set forth in Article IX of these by-laws.

Section 4: Term of Office: Each office bearer shall be elected to a two year term, except the position of Director at Large which shall be selected as per provisions of 1(g) of this Article.

Section 5: Removal of Office Bearer:

(a) Upon affirmative vote of two third of the Board of Directors, a delinquent office bearer may be removed from the office provided

i) that an office bearer who has failed to attend three consecutive meetings of the Board of Directors;

ii) that an office bearer who has found consistently working against the goals of the Association;

iii) an office bearer who has been served the notice of removal by the Board of Directors, shall have the right to appeal the Board of Director's decision in a special meeting of the members.

(b) Removal by general body of members: The general body of the members of the Association may remove an office bearer from the Board of Directors at any special meeting of the members provided, however, that

i) Such removal is effective only upon the affirmative vote of $\frac{3}{4}$ majority of members;

ii) Quorum of such special meeting shall consist of fifty percent of the general body of the members;

iii) Request to hold special meeting to affect the removal of office bearer must be signed by 25 percent of the general body of members;

iv) The decision of the general body shall be final.

Section 6: Vacancy: A particular office shall be considered vacant upon happening of any one for the following events:



- (a) Death of the person holding an office;
- (b) Resignation;
- (c) Refusal to serve in the position elected or selected for;
- (d) Removal as per Section 5 of this Article;
- (e) Failure to maintain membership in the Association

Section 7: Filling up of Vacancy

(a) Any member of the Association in good standing shall be selected by the Board of Directors to fill the vacancy occurred as per Section 6 of this Article only for the unexpired period.

(b) In case the vacancy occurred in the position of chairmanship, the Vice-Chairman of the Association shall be elevated to the position of the Chairman.

Section 8: Quorum: The majority membership of the Board of Directors shall constitute a quorum for the Board meeting. Any action taken in such meeting shall constitute actions by the Board.

Section 9: Meeting of the Board of Directors

(a) **Regular meeting:** The Board of Directors shall hold three regular meetings during one fiscal year and that the notice of the meeting must be given by the secretary general with the approval of the chairman one week prior to the meeting with time and place of the meeting and such meeting may not have any particular agenda.

(b) **Special meeting:** A special meeting may be called by the chairman, or in his absence vice chairman or in his absence secretary general or two directors by notice given to all members of the Board of Directors two days prior to such meeting and the notice of such meeting shall state the purpose of the meeting indicating place and time.

Section 10: Signing Contracts: The chairman and the secretary general shall sign all contractual documents of the Association.

Section 11: Transfer of Records: The outgoing Board of Directors shall bring all records of the Association to the annual general meeting of the Association. All records, assets, cash, bank accounts of the Association and every other charge shall be transferred to the custody of the newly elected Board of Directors within a week after the conclusion of the election.





ARTICLE VI: Membership Meetings

Section 1: Annual Meeting: The annual meeting of the membership shall be held as follows:

(a) Place: The annual meeting shall be held at the principal facility of the Association or in a place convenient to all members of the Association.

(b) Time: The annual meeting shall be held in the month of June of each year at a time convenient to the majority of the members of the Association.

Section 2: Special Meeting: Special meeting of the membership may be called at any time by the chairman of the Association or by the majority of the members of the Board of Directors or by written petition to the secretary general by at least ten percent of the members in good standing. Special meeting may be called within two weeks after receipt of the written request, provided, however, that no special meeting may be called unless the specific purpose(s) for holding said meeting are communicated to the secretary general along with request for the special meeting.

Section 3: Notice of the Meeting: Notice of the annual and special meetings shall be mailed not less than two weeks prior to the scheduled meetings. Notice of special meetings shall contain a statement of purpose(s) of the meeting and no other business shall be transacted which does not pertain to such stated purpose(s). Notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at his address as it appears on the membership registration roster of the Association, with postage thereon prepaid.

Section 4: Quorum: for the purpose of transacting any business at any membership meeting one third of the members in good standing shall constitute a quorum.

Section 5: Voting: Voting on any question except as otherwise provided by these by-laws may be voice vote or show of hands unless the presiding officer shall order or any member shall demand that voting be written ballot.

Section 6: Who shall Preside: The chairman of the Board of Directors or in his absence vice chairman or in his absence a Director nominated by the chairman or vice chairman shall preside at all meetings.

Section 7: Keeping of Minutes: Secretary General or in his absence a director nominated by secretary general shall keep the proceedings of the meeting in writing in the minute book of the Association.

Section 8: Rules of Order: To the extent applicable, Roberts Rules of order shall govern the conduct and procedure at all meetings. Any improper conduct or use of obscene language by a member shall sufficient cause for the suspension of his rights during the balance of the meeting.





ARTICLE VII. Committees

Section 1. Standing Committees: The following standing committees may be appointed and their respective

Duties and responsibilities may be provided by the Board of Directors:

- (a) Membership Committee;
- (b) Budget and Finance Committee;
- (c) Public Relations Committee;
- (d) Cultural Activities Committee;
- (e) Literary Committee.
- (f) Autonomous Bangladesh-American Center Project

Section 2. Chairman of the Committee: Each committee mentioned above shall be chaired by a member of the Board of Directors unless otherwise decided by the Board of Directors prior to the formation of the Committee.

Section 3. Ad hoc Committee: The Board of Directors may appoint an ad hoc committee to perform certain functions of the Association, the purpose, function and time limit of such committee shall be determined by the Board of Directors. The chairman of the ad hoc committee may be any person having qualifications or expertise of the purpose for which it is created.

Section 4. Members in the Committee: The chairman of each committee in consultation with the chairman of the Association shall appoint members of the committee, subject to the approval of the Board of Directors.

Section 5. Committee Recommendation: Committee recommendations shall be subject to the approval of the Board of Directors, before final action is taken.

Section 6. Responsibility of Board of Directors in relation to a Committee: The designation of a Committee and delegation of authority of Board of Directors thereto shall not operate to relieve the responsibility of the Board of Directors or any member thereof. The Board of Directors shall have the final authority and responsibility and accountability for the activity or the committee.

Section 7. Bangladesh American Center Project: An autonomous Executive Board shall be formed to administer the activities of the Bangladesh American Center (BAC). The BAC Executive Board and Advisory Board shall be formed and abide by the approved Management Policy as set forth in the "Organizational Structure Of BAC". The BAC Executive Board shall have the final authority, responsibility and accountability for the activity of the BAC.

The Chairman and Director of Organizational Affairs of the Bangladesh Association shall be the ex-officio of the BAC executive board:

- (a) The amendment(s) to BAC Management Policy must be approved by 3/4 or greater vote of the BAC donors-member, present as a quorum.

(b) Amendments to the Section 7 must be approved by $\frac{3}{4}$ or greater vote of the BHC donors-member, present as a quorum.

(c) BHC shall be the official physical address of the Bangladesh Association.

Article VIII: Finance and Budget

Section 1: Budget: The Director of Finance and Budget in consultation with the Budget and Finance Committee shall prepare the Budget for the fiscal period subject to the approval of the Board of Directors.

Section 2: Purchases and Expenditures shall be approved by the Director of Finance and Budget pursuant to the budget.

Section 3: Capital Expenditure: Approval of the general body shall be required for capital expenditures each exceeding two thousand dollars.

ARTICLE IX: Election

Section 1: Nomination Process: At least two months prior to scheduled elections the Board of Directors shall appoint an election committee of three members, which committee shall be responsible for securing nominations and conducting the elections as detailed in Section 3 of this Article. Any member of the Association may nominate for any position as set forth in Article V, Section 1, Subsections (a) through (f); provided that another member shall second the nomination.

Section 2: Nominees' duties: In order for his name to be placed on the official ballot, each nominee for any position must:

- (a) express his acceptance by signing the nomination form;
- (b) be familiar with the Articles of Incorporation and by-laws of the Association and pledge to abide by them;
- (c) pledge to carry out the wishes of the general body and decisions of the Board of Directors to best of his abilities;
- (d) Must be a valid member of the Association in good standing for at least 730 days prior to August 31st of the election year.



Section 3: Election Procedures:

- (a) Nomination shall close one month prior to the date of elections;
- (b) A list of nominations shall be announced within one week after the closing of nominations;
- (c) A candidate may officially withdraw from election by presenting a written notice to the election committee at least two weeks prior to the election;
- (d) The Election Committee shall obtain a final list of eligible voters from the secretary general prior to the date of election;
- (e) The election committee shall set up a polling booth at the location of the annual meeting placed on the election day and shall maintain said booth for a reasonable length of time so that all registered voters may have an opportunity to cast their ballots;
- (f) Votes shall be cast in person by eligible members by secret ballot. The Election Committee may, at its discretion, set several dates for Early Voting opportunities prior to the day of General Election. Any person eligible to vote on the General Election Day may take advantage of such dates for voting early. All such early voting must stop at least seven (7) days prior to the day of General Election;
- (g) Counting of ballots and declarations of winners shall be carried out by the election committee immediately after closing of the polls;
- (h) The election committee, before allowing any ballot to be cast, shall require as identification a current valid personal photo identification issued by any Government Agency or an Educational Institution and a signature on the voter list.
- (i) Election of the Association shall be held on/before the last 2nd Sunday of December of the election year.

Section 4: Conducting Elections: Election Committee (EC) will, at its discretion, formulate its own rules for all aspects of conducting the election, subject to the jurisdiction of the by-laws of the Association.

Section 5: Tie Position: In case a tie occurs in any position the election committee shall devise the way of drawing of lots.

Section 6: Voting Irregularities: Written complaints of election irregularities and violations of the election



rules and procedures herein set out, along with supporting documentary evidence, which shall include names, places and appropriate signatures, shall be filed with the election committee within 5 days after the election. The committee shall handle the complaints in accordance with the procedures above mentioned and shall rule on said complaints within one week after the election.

Section 7: Power of Committee: The decisions of the election committee shall be final in all matters concerning elections.

Section 8: Unfilled positions: If a position remains unfilled in the election, the holder of the said position in the present Board of Directors shall remain in the same position to constitute the Board of Directors and shall be deemed as elected for the position for next term.

ARTICLE X: Books, Records and Audit

Section 1: Books and Records: The record of the Association shall consist of its Articles of Incorporation, by-laws and amendments thereto, minutes of all meetings of the members and of Board of Directors, register of members, financial documents, inventories and such other records as shall be designated from time to time by the Board of Directors.

Section 2: Audit of accounts: Before the closing of every fiscal year, audit committee comprising three members of the Association shall audit the books of account, to be presented by the Director of Budget and Finance to the annual meeting of the members, and that the audit committee shall be appointed by the Chairman of the Association with the approval of the Board of Directors.

Section 3: The records of the Association shall be maintained in English and shall remain in custody of designated officers.

Section 4: All records of the Association shall be open to all office bearers, and by advance approval of at least one elected office bearer, to any member subject to appointment of reasonable time and place of examination.

ARTICLE XI: Fiscal Year

Section 1: The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XII: Dividends

Section 1: The Association may not through any of its office bearers, committees, officers or authorized agent,

declare nor pay any dividends to any person or organization.

ARTICLE XIII: Corporate Seal

Section 1: The Board of Directors shall provide a corporate seal with the name of the Association inscribed thereon.

ARTICLE XIV: Amendment of These By-laws

Section 1: These by-laws may be amended by members at any annual meeting of the members, or if a notice of a proposal to amend these by-laws and the respect in which proposal to be amended is given in any call of a special meeting of the members at such meeting.

Section 2: Ten percent of the members in good standing can initiate any amendment of these by-laws, which shall have to be notified to the secretary general of the Association two weeks prior to special meeting and one month prior to the annual meeting in writing stating the portion of the by-laws to be amended.

Section 3: The amendments must be approved by $\frac{3}{4}$ or greater vote of the members, present as a quorum.

Section 4: Amendment shall become effective immediately upon passage.

ARTICLE XV: Dissolution of the Association

Section 1. Voluntary Dissolution: In case of voluntary dissolution, assets and liabilities of the Association shall be determined and all the liabilities shall be paid for by the Association, balance remaining after payment of such liabilities shall be given as gift to a charitable organization as determined by the Board of Directors; provided, however, that voluntary dissolution shall not be carried out without the approval of three-fourths majority of the members of the Association present as a quorum in a special meeting of the members.

Section 2: Involuntary Dissolution: In case of any involuntary dissolution being sought by the majority member of the Association or by the creditors of the Association, the bankruptcy proceeding shall be instituted as per law of the State of Texas or United States of America.



Proposed Amendments to Constitution of Bangladesh Association

(Made On July 31, 2016)

BOD Signature to be added

Proposed amendment Number 1:

Amend Article V of the Constitution to increase the number of directors from SEVEN to THIRTEEN and add their job responsibilities.

Current Constitution states,

Article V: Management of the Association: Section 1. Board of Directors: The activities of the Association shall be managed by a Board of Directors Consisting of Seven elected members each with a designated responsibility defined as follows:

(a) Chairman who shall preside over all meetings of the members and of the Board and who shall have overall responsibility for the activities of the Association.

(b) Vice Chairman who shall exercise all authority and perform all duties granted to the chairman, when the chairman is absent or unable to perform his duties.

(c) Secretary General who shall keep a record of all proceedings of the Board of Directors' meetings and also of all membership meetings, and also shall mail all notices required by these by-laws, maintain appropriate records of membership of the Association, and who shall exercise such power as are provided by these by-laws and by the Board of Directors.

(d) Director of Finance and Budget, who shall keep a record of all financial transactions of the Association, depositing such funds in a bank designated by the Board of directors, signs all checks along with chairman or secretary general of the Association, prepare a financial report of the Association for presentations at the annual meeting and shall provide for auditing of the account books of the association at least once a year prior to each annual meeting.

(e) Director of organizational Affairs, who shall promote the goals of the Association to the outside world, conduct membership drives, organize and supervise all ad hoc committees as approved by the Board of Directors.

(f) Director of Cultural Affairs who shall organize and supervise cultural and social activities of the Association, coordinate various programs of the Association, and head literary and magazine committee.

(g) Director of Sports Affairs, who shall organize and supervise sports activities of the Association, coordinate sports programs of the Association, and head sports related committee

(h) Director at Large who shall be a representative of one of the member organizations in the Board of Directors selected by the chairman of the Association and the position shall be renewable every fiscal year of the Association and shall be assigned with special projects of the Association by the Board of Directors.

(i) Each member of the Board of Directors shall have the right to appoint representatives to act as a Joint Secretary on their behalf. Joint Secretaries will be endowed with the same authority granted to the specific elected member appointed by the BOD.

The Constitution will read after/if the proposed amendment passes:

Article V: Management of the Association: Section 1. Board of Directors: The activities of the Association shall be managed by a Board of Directors Consisting of **Thirteen** elected members each with a designated responsibility defined as follows:

(a) Chairman who shall preside over all meetings of the members and of the Board and who shall have overall responsibility for the activities of the Association.

(b) Vice Chairman who shall exercise all authority and perform all duties granted to the chairman, when the chairman is absent or unable to perform his duties.

(c) Secretary General who shall keep a record of all proceedings of the Board of Directors' meetings and also of all membership meetings, and also shall mail all notices required by these by-laws, maintain appropriate records of membership of the Association, and who shall exercise such power as are provided by these by-laws and by the Board of Directors.

(d) Director of Finance and Budget who shall keep a record of all financial transactions of the Association, deposit such funds in a bank designated by the Board of directors, sign all checks along with chairman or secretary general of the Association, prepare a financial report of the Association for presentations at the annual meeting and shall provide for auditing of the account books of the association at least once a year prior to each annual meeting.

(e) Director of Organizational Affairs who shall promote the goals of the Association to the outside world, conduct membership drives, organize and supervise all ad hoc committees as approved by the Board of Directors.

(f) Director of Cultural Affairs who shall organize and supervise cultural and social activities of the Association and coordinate various programs of the Association

(g) Director of Sports Affairs, who shall organize and supervise sports activities of the Association, coordinate sports programs of the Association, and head sports related committee

(h) Director of Social Welfare & Outreach Affairs, who shall be responsible for planning, directing, or coordinating the all local and international outreach activities.

(i) Director of Web and Technologies who shall be responsible for developing and updating of Bangladesh-Association's website, social media and related technologies.

(j) Director of Literacy and Publications who shall be responsible for advancing the education for Adults and Children's local or national, preparations of press releases, magazine and publications.

(k) Director of Fundraising who shall be responsible for exploring new fundraising opportunities from various sources including local and national

(l) Director of Youth Development who shall be responsible for initiating programs to engage and empower youth.

(m) Director of Local and International Government Affairs who shall be responsible for keeping the organization updated with local and national regularity affairs.

(n) Director at Large who shall be a representative of one of the member organizations in the Board of Directors selected by the chairman of the Association and the position shall be renewable every fiscal year of the Association and shall be assigned with special projects of the Association by the Board of Directors. Director at large will have no voting rights in the Board of Directors.

(o) Each member of the Board of Directors shall have the right to appoint representatives to act as a Joint Secretary on their behalf. Joint Secretaries will be endowed with the same responsibility and authority , except for voting privilege in the BoD, granted to the directors elected in the BOD.

Proposed Amendment Number 2

Article III, section 2 would be amended as follows:

Section 2(f) would be re-lettered as section 2(g).

New section 2(f) would be added to read as follows:

“(f) Committee of Trustee is hereby designated to assist the Board of Directors in the management of BAC and other properties of the Bangladesh Association as deemed appropriate by the Board.

(1) Scope. The Committee shall be involved in budgetary planning, financial oversight, fundraising for BAC and other functions as delegated by the Board.

(2) Membership. The Committee shall comprise seven (7) members (“Trustee Members”) as follows: five eligible donors, one founding member of BAC, and one ex-chairperson of the Bangladesh Association. The latter two members may themselves be eligible donors, but any such eligibility shall be ignored during their tenure.

(3) Term. Trustee Members shall serve a coterminous term of three (3) years from the date of announcement of their appointment. No term limit shall apply to the Trustee Members.

(4) Donor eligibility. Eligible donors for a given term shall include anyone who as an individual (and not part of any donor consortium) either personally, anonymously or through intermediaries have contributed the most amount of money and other property on a cumulative basis (“Cumulative Contribution”) from the inception of Bangladesh Association to the eligibility determination date, which shall be as follows: for the initial term, the date of adoption of this section 2(f); for any later term, two months prior to the end of the preceding term.

(5) Appointment of Trustee Members. Appointment of Trustee Members shall vary as follows.

(A) The five donor Trustee Members. For each term, within thirty (30) days of the corresponding eligibility determination date, the Director of Finance and Budget shall review the financial records, compile an ordered list of the eligible donors and then present such list to the Board of Directors. The Board shall verify such eligibility and then appoint five eligible donors who are ready, willing, and able to assume the Trustee Member role.

(B) The remaining two Trustee Members. The sixth and the seventh Trustee Members shall be appointed as follows: for the initial term, by the Board of Directors; for later terms, by the Committee in effect for the preceding term, subject to the approval of the Board of Directors.

(6) Voting. The Committee shall make all its decisions based on consent, which shall be determined by the majority vote cast separately according to the following two voting mechanisms, which may be used in the alternative or in combination.

(A) General Vote: Each Trustee Member shall have one (1) vote. This voting mechanism shall be the default for all matters.

(B) Super Vote: Only the five donor Trustee Members shall have voting rights. Each such member shall hold the number of votes corresponding to that member's Cumulative Contribution as a percentage of all such members' Cumulative Contribution. No such member may, however, exercise more than one-third (1/3) of the total number of votes, which shall be one hundred (100), as held by all such members. This voting mechanism shall be used only for special matters as identified in advance in the bylaws or in a resolution adopted by the Board of Directors.

Proposed Amendment Number 3

Article VII, section 7 would be amended as follows:

The following would be added as a new paragraph at the end of section 7:

"The BAC Committee (formerly known as the BAC Executive Board prior to a resolution that was adopted on August 25, 2011 by the Bangladesh Association Board of Directors formally changing the name) shall advise and consult with the Trustee Members periodically regarding matters deemed significant by the Trustee Members. The Trustee Members shall notify the BAC Committee and the Board of Directors of the Bangladesh Association in writing of those matters on which the Trustee Members desire to be advised and consulted. In the event the BAC Committee is ever dissolved, the Trustee Members will perform the role of the BAC Committee until a new BAC Committee is formed. In no case shall the BAC Committee ever take action on the following without the advice and consent of the Trustee Members:

(a) the encumbrance, sale, exchange or other disposition of any asset of the Association or the BAC having a fair market value in excess of \$1,000.00;

(b) approval of the annual budget for BAC; and

(c) the awarding of any contract for the performance of services or the acquisition of property in an amount in excess of \$10,000.

For items (d), (e), and (f) below, consent of the Trustee Members shall require use of their Super Vote combined with their General Vote.

(d) approval of the annual budget for BAC; and

(e) the encumbrance, sale, exchange or other disposition of any asset of the Association or the BAC having a fair market value in excess of \$5,000.00; and

(f) the awarding of any contract for the performance of services or the acquisition of property in an amount in excess of \$25,000.

The Director of Finance and Budget and the Bangladesh Association Board of Directors shall compile the number of votes for each Trustee Member for purposes of a Super Vote.

Naming rights for certain BAC facilities that have been granted by resolution of the Board of Directors of Bangladesh Association based on contributions of members shall be recognized and implemented when such BAC facilities are constructed."

END