



CONSTITUTION AND BY-LAWS OF THE Bangladesh-American Society of Greater Houston (BASGH)

Table of Contents

PREAMBLE.....	3
ARTICLE 1: NAME AND DURATION	3
ARTICLE 2: PURPOSE	3
ARTICLE 3: MEMBERSHIP	3
Section 3.1: Types of Membership.....	3
Section 3.2: Membership Period.....	4
Section 3.3: Membership Fees.....	4
Section 3.4: Admission and Renewal of Membership.....	4
Section 3.5: Proof of Membership.....	4
Section 3.6: Identification of a Member.....	4
Section 3.7: Activity Fees.....	4
Section 3.8: Termination of Membership.....	4
Section 3.9: Appeal of Rejected Application and Terminated Membership.....	5
Section 3.10: Voting Rights and Privileges.....	5
ARTICLE 4: MANAGEEMNT OF THE SOCIETY	5
Section 4.1: Organization of the Board of Directors and Executive Committee.....	5
Section 4.2: Functions and Responsibilities of the Officers	6
Section 4.3: Election of the Board of Directors.....	8
Section 4.4: Removal of Directors.....	9
Section 4.5: Vacancy in the Board of Directors	9
Section 4.6: Replacement of a Vacant Position.....	9
Section 4.7: Meetings of the Board of Directors.....	9
Section 4.8: Quorum in the Board of Director’s Meeting	10
Section 4.9: Proposition and Acceptance of a Resolution in a Meeting.....	10
Section 4.10: Transfer of Records.....	10
Section 4.11: Access of Records.....	10
Section 4.12: Oath of the Board of Directors.....	10
ARTICLE 5: MEETING OF THE SOCIETY MEMBERS	11
Section 5.1: Annual Meeting.....	11
Section 5.2: Special Meeting.....	11
Section 5.3: Notice of Meeting.....	11
Section 5.4: Quorum	11
Section 5.5: Voting.....	11
Section 5.6: Proposition and Adoption of Resolutions.....	11
Section 5.7: Presiding Officer.....	12
Section 5.8: Minutes of the Meeting.....	12
Section 5.9: Order of the Meetings	12



ARTICLE 6: COMMITTEES	12
Section 6.1: Advisory Committee	12
Section 6.2: Ad hoc Committee	12
ARTICLE 7: ANNUAL ELECTION	12
Section 7.1: Election Commission.....	12
Section 7.2: Voter List & Procedure	13
Section 7.3: Election Procedures.....	13
Section 7.4: Tie Position.....	14
Section 7.5: Disputing the Results of the Election.....	14
ARTICLE 8: RECORDS-KEEPING AND AUDITING	14
Section 8.1: Accounting and Auditing	14
Section 8.2: The Annual Report	14
ARTICLE 9: MANAGEMENT OF THE WEB SITE	14
Section 9.1: Mission of the Web Site	14
Section 9.2: Managing the Web Site	14
ARTICLE 10: AMENDMENT OF THE CONSTITUTION AND BY-LAWS	15
Section 10.1: Proposal for the Amendment.....	15
Section 10.2: Approval of the Amendment.....	15
ARTICLE 11: DISSOLUTION OF THE SOCIETY	16
Section 11.1: Voluntary Dissolution	16
Section 11.2: Involuntary Dissolution.....	16
ARTICLE 12: HISTORY OF THE SOCIETY, BY-LAWS AND CONSTITUTION	16
Section 12.1: Formation of the Society.....	16
Section 12.2: History of the By-Laws and Constitution.....	16
Section 12.3: Dates of Approval of the By-Laws and Constitution.....	16

GREATER HOUSTON



PREAMBLE:

We the people of Bangladeshi origin and their decedents living in the general area of Greater Houston forming this organization to provide a forum where individuals can exchange their views in a transparent and equitable manner irrespective of their educational levels, financial abilities, social status, and professional positions in the society.

ARTICLE 1: NAME AND DURATION

The name of the corporation shall be **Bangladesh-American Society of Greater Houston (BASGH)**, hereinafter referred to in these By-Laws as **Society**. The duration of the Society is perpetual.

ARTICLE 2: PURPOSE

The Society shall be a nonprofit and nonpolitical organization in the State of Texas. The Society shall organize, develop, and promote, in a coordinated effort, programs and activities for the general welfare of the people of Bangladeshi origin, and for the people interested in the civic betterment of the Bangladeshi-American community in the United States of America, particularly in the Greater Houston area. As such, the Society may involve in activities and programs related, but not limited, to the following:

- Promote educational, cultural, intellectual, civic, social, spiritual, athletic, and charitable welfare of the people of Bangladeshi origin.
- Promote goodwill, understanding, and appreciation of cultures of Bangladesh among all persons regardless of race, color, religion, sex, age and national origin.
- Promote and strengthen the existing friendship between citizens of Bangladesh and the United States of America, and exchange culture with any other lawful groups or organizations interested in Bangladeshi culture.
- Promote and participate in activities of any other organization or group, provided that such entity is also nonprofit and nonpolitical, and duly formed under applicable state laws.
- Create a network of Bangladeshis living in North America and establish an intellectual think-tank comprising of Bangladeshis, Bangladeshi-American and Americans of other origins to assist Bangladesh in improving the well-being of the people of Bangladesh.

ARTICLE 3: MEMBERSHIP

The membership of the Society is open to individuals sharing the views and purposes outlined in this Constitution and By-Laws of the Society. Members have the privilege to attend all activities promoted by the Society and exercise voting rights in all matters pertinent to the Society. Members of the Society are considered volunteers and there shall be no financial compensation for the work done or time spent for the Society.

Section 3.1: Types of Membership

- 3.1.1 Individual Member:** Any Bangladeshi, Bangladeshi-American or descendants of a Bangladeshi and their spouses, who are eighteen (18) years of age or older, can be designated as an individual member of the Society.
- 3.1.2 Family Member:** An individual member, his/her spouse, and their children below eighteen (18) years of age, can be termed as a family member of the Society.
- 3.1.3 Life Member:** An individual, who is qualified to become an Individual Member, may become a Life Member of the Society, if he/she pays a one-time fee as defined in **Section 3.3** of these By-Laws.
- 3.1.4 Associate Member:** Any individual who shares the purposes and By-Laws of the Society, but are not in conformity with the above classification may become an associate member of the Society.



3.1.5 Honorary Member: The Board of Directors may award an honorary membership to an outstanding and eminent person of the community.

Section 3.2: Membership Period

Membership period shall coincide with the Fiscal Year of the Society, which shall begin on the first day of the month of January and shall terminate on the last day of the month of December of each year.

Section 3.3: Membership Fees

3.3.1 The membership fees for the Individual Member, Family Member, Life Member, and Associate Member shall be established by the Board of Directors and may be reviewed from time to time.

3.3.2 An Honorary Member is not required to pay any membership fee.

3.3.3 Any child under eighteen (18) years of age of any member of the Society is eligible to participate in most Society activities and such a child is not required to pay any membership fee.

Section 3.4: Admission and Renewal of Membership

Applicants for membership shall be of good moral character; pledge to conform to the By-Laws of the Society and apply on a prescribed Membership Application Form along with the applicable membership fee. Acceptance of membership shall be subject to the approval of the Board of Directors, and membership fees of the rejected applicants will be refunded in full. Membership may be renewed without a new application but paying annual membership dues, unless a member withdraws his/her membership or the Board of Directors terminates the membership as per **Section 3.8**.

An individual may apply for a new membership or renew his/her membership at any time of the year; however, he/she may not avail all the privileges of the Society in that year. Refer to **Section 3.10**. Membership fees paid at any time of a Fiscal/Calendar year applies to that year only and the fees can not be prorated; however, membership fees can be paid in advance for future years,.

Section 3.5: Proof of Membership

The Board of Directors shall maintain an accurate list of members with appropriate documentation for acceptance or renewal of membership. The Membership List shall be available to the Society members on a regularly basis to facilitate correction of any errors or omissions. In case of conflicts and confusion, a member has the right to provide any proof of membership dues paid by an appropriate financial instrument or receipt issued by the Board. The Board may also issue a Membership Card to each member of the Society, with the expiration date inscribed on its face.

Section 3.6: Identification of a Member

In circumstances where identification of a member is required, a current and credible form of picture identification card issued by any governmental agency or an educational institution will serve the purpose; however, if such form of card is not available, identification by two Board members will suffice.

Section 3.7: Activity Fees

The Board of Directors may impose any activity fee that becomes necessary to support the activities and programs of the Society.

Section 3.8: Termination of Membership

3.8.1 If a member is found in violation of the By-Laws of the Society or working against the purpose of the Society or convicted of any criminal offense of immoral act, the Board of Directors may terminate the Membership of that person from the Society. The terminated member is entitled to an appeal pursuant to **Section 3.9**.

3.8.2 A member may at any time withdraw or terminate his/her membership by writing to the General Secretary, and such termination shall become effective on the day of receiving the letter. No membership fee will be refunded in this case.



Section 3.9: Appeal of Rejected Application and Terminated Membership

- 3.9.1** When an application for membership is denied or a membership is terminated by the Board, a notice indicating the reason of rejection or termination shall be sent to the applicant within thirty (30) days following the receipt of the application, and in case of termination, a certified letter informing the reason of termination must be remitted to the member within seven (7) business days from the day the termination is approved by the Board.
- 3.9.2** A rejected applicant or terminated member shall have the right to appeal and may do so in writing to the General Secretary. The Board shall appoint an ad hoc Committee consisting of three members of the Society to review the case; however, no member of the Board of Directors shall be qualified to serve in this committee, and one of the members may be selected by the appellant. The Committee may formulate its own rules to investigate the matter; however, the appellant shall have the right to review and submit relevant documents. The Committee will notify the appellant as well as the Board regarding its findings and decision, and that decision will be final.
- 3.9.3** Failure to bring the matter to a conclusion by the Board and/or Special Committee within sixty (60) days from the date of appeal would result in the approval of the said appeal.
- 3.9.4** Once an appeal has been filed by a rejected applicant, and the Committee decides to accept the application, then the original date of submission of the application will be considered the date of membership. If the appeal of a terminated member is accepted, his/her membership status prior to the termination will be re-instated.

Section 3.10: Voting Rights and Privileges

- 3.10.1** The Individual Members, Family Members, and Life Members, who are eighteen (18) years of age or older, shall constitute the **Voting Members** of the Society. These members shall be eligible to hold offices in the Board of Directors, and vote in all Society affairs where voting by members is required. Also refer to **Section 4.3**.
- 3.10.2** Associate Members and Honorary Members shall not have the right to vote or seek nomination in the election of the Board of Directors of the Society.
- 3.10.3** The membership in the Society shall not be transferable or assignable.
- 3.10.4** Members paying their membership fees **after September 30th** shall not be eligible to vote or seek nomination for any office in that year's election.

ARTICLE 4: MANAGEMENT OF THE SOCIETY

Section 4.1: Organization of the Board of Directors and Executive Committee

- 4.1.1 The Board of Directors:** The Society shall be governed by a Board of Directors, henceforth also referred to as the **Board**, consisting of **fifteen (15)** members elected by the voting members of the Society. At the end of each year, **five (5)** Board members will be elected for a **term of three (3) years** while **five (5)** Board members will retire, causing a staggering membership of fifteen (15) Board Members. Refer to **Section 4.3**.

The Board shall serve as a decision-making body for the Society, while providing supervision as well as guidance and support for the Executive Committee, as described below. In all matters governing the Society and any issue that may not have covered in these By-Laws or that may arise in the future, the Board is the ultimate authority to make a decision. The Board is the authority to uphold the guidelines provided in these By-Laws on behalf of the Society members.

The Board shall maintain a Corporate Seal, a Logo, a Letterhead, a Bank Account, a Website, and any other resources necessary to facilitate all official businesses of the Society. No member of the Society shall use these properties for personal use.



4.1.2 The Executive Committee: At the beginning of each year and during the month of **January**, the Board of Directors will meet and elect **Six (6) Officers** from amongst themselves for that year: a President, a Vice-President, a General Secretary, a Treasurer, an Organizational Secretary, and a Cultural Secretary. The President of the previous year or his/her designee shall convene the first Board Meeting of the year and help elect these officers. The **term of the Officers** will expire by the election of the next group of Officers in the following year.

The **Six Officers** will make an Executive Committee within the Board that will be responsible for conducting day-to-day business of the Society. These Officers will work closely with each other to carry out the decisions approved and directed by the Board. The Board shall also have the authority to reshuffle the Officers at anytime during the year, as deemed necessary for smooth operation of the Society. The Board may also assign responsibilities to any of the Directors to support the activities of the Officers or the Society as a whole.

4.1.3 Authority of the Executive Committee: The Executive Committee shall be able to make emergency decision or take immediate action on an upcoming and important issue when a full Board meeting may not be possible. However, no action shall bring any financial or other burden to the Board or Society, and all such decisions must be notified to the Board within a week of making such a decision. The Board shall remain the ultimate authority to make any final decision.

4.1.4 Limitations of the Terms of the Officers:

- A Director must have served for a year in the Board before he/she can be elected for the Office of the President; however, this requirement is not applicable to previous Board Members.
- No Director can be elected for the Office of the President for more than two consecutive terms, except serving a partial term.
- No Director can be elected for the Office of the Treasurer for more than two consecutive terms, except serving a partial term.

Section 4.2: Functions and Responsibilities of the Officers

4.2.1 President: The functions and responsibilities of the President include, but not limited to the following:

- The President will provide leadership and have overall responsibility for the betterment of the Society.
- The President with the cooperation of the Executive Committee will ensure that all decisions taken by the Board are carried out in a timely manner.
- The President shall serve as the spokesperson for the Society and shall promote the Society within and outside the community, including the media such as radio, television, and newspaper.
- The President shall preside over all Board meetings as well as Annual and Special meetings of the Society.
- The President, along with the General Secretary or any other officer of the Society authorized by the Board, may sign all official documentations on behalf of the Society; however, for any financial transaction the Treasurer must sign in accordance to **Section 4.2.4**.
- The President shall review the financial status of the Society with the Treasurer and other related Officers as necessary on a quarterly basis to ensure that all donations, fees, and expenses are accounted for in a timely manner.
- The President along with other Officers shall present an Annual Report at the Annual Meeting of the Society.



- The President may serve as an ex-officio non-voting member and attend to any Ad hoc committee meeting, except those specified in these By-Laws.
- The President may authorize a Board member to represent him/her in any matter or event where his/her presence is necessary, and such matters may not be limited to the Board, Society or Community.

4.2.2 Vice-President: The functions and responsibilities of the Vice-President include, but not limited to the following:

- The Vice-President shall have the capability to perform all duties vested to the President in absence of the President.
- The Vice-President shall organize all Ad hoc Committees whenever created by the Board and will act as a liaison between the Board and the Committee. As such he/she will update the Board on a regular basis regarding the progress of the Committee activities.
- He/She will also maintain relationships with other organizations that the Society may become involved in any activity.

4.2.3 General Secretary: The functions and responsibilities of the General Secretary include, but not limited to the following:

- The General Secretary must ensure effective management of the Society and shall exercise such power as provided by these By-Laws and as authorized by the Board.
- The General Secretary in consultation with the President and other Board Members shall develop agendas for the Board meetings, and distribute minutes of those meetings to the Board members.
- He/She shall be responsible for drafting letters or mailing notices to relevant bodies of the Society to notify for upcoming meetings, events and actions of the Society.
- The General Secretary shall maintain records of all proceedings of the Annual and Special Meetings of the Society.
- The General Secretary shall work closely with the Organizational Secretary to maintain an accurate and duplicate copy of the Membership List of the Society.
- The General Secretary shall maintain all official records and documents of the Society, except those maintained by other officers.

4.2.4 Treasurer: The functions and responsibilities of the Treasurer include, but not limited to the following:

- The Treasurer shall maintain records of all financial assets of the Society. He/She shall make all deposits and withdrawals, as well as pay rents for properties rented or leased by the Society.
- He/She shall maintain records of receipt and deposit of financial transactions and disburse funds directed through the resolutions of the Board.
- The Treasurer shall sign all checks of Society Bank Accounts, jointly either with the President or the General Secretary.
- He/She shall present the financial status of the Society to the Board on a quarterly basis and make Books of Accounts available to the Board within a week of a request.
- The Treasurer shall maintain current and verifiable Books of Accounts in accordance with generally accepted accounting practice and prepare financial statements of income and expenditure for the Annual Meeting of the Society.

4.2.5 Organizational Secretary: The functions and responsibilities of the Organizational Secretary include, but not limited to the following:



- The Organizational Secretary shall process all new Membership Applications and Renewal of Memberships.
- He/She shall continuously look for devices to increase the membership of the Society.
- The Organizational Secretary will make recommendations to the Board regarding any anomaly, ineligibility, or disqualification of any membership.
- He/She shall be responsible for maintaining an accurate Membership List of the Society and provide an updated copy to the General Secretary on a regular basis.
- The Organizational Secretary will update the Board about the membership situation on a quarterly basis.
- The Organizational Secretary will provide a current Membership List to the Election Commission as outlined in **Section 7.2**.
- He/She also shall assist the Election Commission in scrutinizing the Voter List and provide full co-operation to the Election Commission ensuring the correctness of the voters list.

4.2.6 Cultural Secretary: The functions and responsibilities of the Cultural Secretary include, but not limited to the following:

- The Cultural Secretary shall oversee all cultural activities undertaken by the Society.
- He/She shall maintain liaison with a group of artists within the local community on a continuous basis to develop cultural programs as necessary. He/She will also maintain relationships with national and international artists as well as sponsors of such artists.
- The Cultural Secretary will constantly strive to develop special show of arts, culture, and sports for the Society Members as well as the community at large.
- He/She shall constantly strive to develop programs involving youths within the Bangladeshi community as well as promote young talents of the community.
- The Cultural Secretary shall be responsible to promote the culture of Bangladeshi origin to the local community and in the United States.
- He/She shall maintain a liaison and act as a coordinator with regional and international organizations that promote Bangladeshi culture.
- The Cultural Secretary shall maintain a cordial relationship with local cultural groups of various origins and may host joint shows with those groups.

Section 4.3: Election of the Board of Directors

4.3.1 The Voting Members of the Society as defined in **Section 3.10** shall elect the members of the Board of Directors from among those persons nominated according to the requirements set forth in **Article 7**. As mentioned in **Section 4.1**, each year, the members will elect **only five (5) Board of Directors** for a period of three (3) years, unless there are vacancies in the Board as per **Sections 4.5 and 4.6**.

4.3.2 Eligibility and Limitations:

- As mentioned in **Section 3.10**, only the Voting Members of the Society are eligible to seek a nomination to the Board.
- The spouse, children, and parents of an incumbent Member of the Board are not eligible for nomination to the Board, unless the relevant Member of the Board resigns from his/her position prior to the nomination process.
- A member can not seek a nomination in the Board unless he/she has been a member for at least one full year – present or past.



- A Director shall not serve consecutive terms. A Director must abstain from directorship for a minimum of one year before seeking reelection, with the exception of Directors serving partial term.

Section 4.4: Removal of Board of Directors

4.4.1 Causes of Removal: The following causes make substantial conditions to initiate a case against a Director to remove him/her from the Board:

- A Director of the Board may be removed from his/her position, if he/she has been found to be violating the By-Laws of the Society.
- A Director of the Board may be removed, if he/she has been found to be consistently working against the purpose of the Society.
- A Director of the Board may be removed if he/she has been found to be convicted by the Court of Law for a heinous crime.
- A Director may also be removed if he/she fails to maintain Membership in the Society.
- A Director may also be removed who fails to attend three (3) consecutive meetings or six (6) cumulative meetings in a year, without valid reason of such absence and fails to notify the General Secretary in writing in advance or in case of emergency within seven (7) days after such absence.

4.4.2 Process for Removal: The Board shall appoint an Ad hoc committee consisting of three members of the Society to investigate the allegations against such a Director. One of the members of this committee may be selected by the Director who is being charged of the allegation, and no Board Member will be eligible to participate in this committee.

The Board will submit documentations to the Committee justifying the removal the alleged Board member; however, the charged Director shall have the right to review those documents as well as submit documents supporting his/her case. The committee will submit its report and recommendations to the Board. The Board will discuss the findings in a meeting and if there are sufficient reasons against the Director, the Board may suspend that Director from participating in any future activity of the Board, or remove him/her from the Board creating a temporary vacancy in the Board; however, **two-third (2/3)** members of the Board must agree on the decision.

Section 4.5: Vacancy in the Board of Directors

A position or membership in the Board of Directors shall be considered vacant upon occurrence of any one of the following:

- 4.5..1 Failure to elect a Member in the Board.
- 4.5..2 Death of a Member in the Board
- 4.5..3 Resignation of a Member from the Board.
- 4.5..4 Removal of a Board Member per **Section 4.4**.

Section 4.6: Filling a Vacant Position in the Board

The Board, within thirty (30) days of any vacancy in a position of the Board, shall appoint temporarily a member of the Society to replace the vacant position only for the remaining duration of the fiscal year. The vacant position shall be filled in through the next Annual Election for the un-expired period of the term of the position in the Board.

Section 4.7: Meetings of the Board of Directors

4.7.1 Regular Meetings: The Board of Directors shall hold regular meetings during one fiscal year, preferably once every month. The notice of such meetings shall be given in advance to each



Board Member, preferably one week prior to the meeting, indicating date, time and place of the meeting.

4.7.2 Emergency Meeting: An emergency meeting may be called by the President, and in his/her absence the Vice President, or the General Secretary, or two Directors of the Board, by notices given to all members of the Board at least one day prior to such a meeting. The notice of such a meeting shall state the purpose of the meeting and indicate date, time and place of the meeting.

The Board may decide to invite any number of Society members, who may provide guidance or suggestion on the emerging issue for which the meeting is called; however, the members outside the Board shall not have any voting rights, except a vote of confidence or no confidence on the issue.

4.7.3 Communication Media: In general, the notification of meetings to the Board of Directors will be electronic in nature, and if agreed by the Board, the meeting can be held electronically.

Section 4.8: Quorum in the Board of Director's Meeting

Two-third (2/3) of the total membership of the Board shall constitute a quorum for the Board of Directors meeting; however, this requirement will be nullified if 2/3 members are not present in two consecutive Board meetings, and the later is applicable for a fiscal/calendar year only. Any action taken in the Board meeting shall constitute an action by the Board, unless mentioned otherwise in specific cases. A Member who might be absent from the Board meeting, may assign a Voting Member of the Society, other than a Director of the Board, to proxy in his/her position; however, such a proxy must be in writing or in a form acceptable by the Board.

Section 4.9: Proposition and Acceptance of a Resolution in a Meeting

For consideration of any resolution, it must be proposed by a Director attending the meeting and seconded by another Director present at the meeting. The proposed resolution must be discussed, and after the discussion the resolution may be placed for vote or tabled for further discussion in a future meeting. In case of a vote, the resolution will be adopted or rejected by a simple majority of vote of the Board of Directors present at the meeting and having quorum. Refer to **Section 4.8**. In the event of a tie, the proposal will be taken up again at a future meeting.

Section 4.10: Transfer of Records

After the conclusion of the Annual Election, and after the newly elected Board of Directors elect its Officers for the year, the previous Officers will transfer all records, assets, cash, bank accounts, and every other charge of the Society to the custody of the newly elected Officers within a week of the election of the Officers. Refer to **Section 4.1**.

Section 4.11: Access of Records

All officers of the Board and the Directors will have access to all records of the Society including Balance sheets, financial statements, bank statements, membership lists and other relevant documents; however, security-sensitive and electronic documents may not be distributed to anyone except the Officers mentioned in these By-Laws or as approved by the Board. These and any other documents that pertain to the policies, operation, and charter of the Organization will be made available by the responsible officer with whom these documents are entrusted with. The Officers and Directors by their oath to the office will keep these documents under strict confidentiality and will not distribute them to any member, media or any source that are not considered privileged to the information. In cases where these documents have to be disclosed to sources other than mentioned in these By-Laws, Board's approval must be obtained in each case.

Section 4.12: Oath of the Board of Directors

4.12.1 All Board of Directors will take an oath on a yearly basis that they will perform their duty on behalf of the Society diligently and impartially in all matters dealing with the Society, and uphold the By-Laws of the Society above all personal matters and relationships with others in



the community. They shall avoid any activity that might bring conflict of interest between his/her role as a Board Member and the actions taken on a personal basis.

4.12.2 The Oath: "I, (the name of the Director), do hereby affirm that I will abide by the provisions of the Bylaws of BASGH, and will work towards the best interest of the members of the Bangladesh-American Society of Greater Houston. My responsibility towards BASGH will always be above my personal interest, and I will act as an ambassador for BASGH towards any outside organization.

I will conduct the affairs of BASGH members with justice and honesty, and will safeguard the trust of BASGH assigned to me for the best interest of the Bangladeshi-American community in Greater Houston. I will not seek any personal glorification or financial gains by and through the use of this office. May God help me fulfill my duties and responsibilities."

4.12.3 The outgoing President or a senior and respected Member of the Society will perform the oath after each election and/or before the newly elected Board of Directors take office.

ARTICLE 5: MEETINGS OF THE SOCIETY MEMBERS

Section 5.1: Annual Meeting

The Annual Meeting of the Society shall be held during the month of December, at a place and time determined by the Board of Directors. In the event, the Board fails to call the Annual Meeting, any member may make a demand that such meeting be held within a reasonable time; however, such a demand must be made in writing and sent by registered mail to the President of the Society. If an Annual Meeting is not called within thirty (30) days following such a demand, any member may seek legal action against the said Board.

Section 5.2: Special Meeting

A Special Meeting of the Society may be called by the President or by at least one-third (1/3) of the Members of the Board of Directors. A Special Meeting may also be called through a written petition to the General Secretary by at least ten (10) percent of the Voting Members of the Society. The petition must state the purpose of the meeting and bear the name, address, signature, and date of signature of the petitioners.

Section 5.3: Notice of Meeting

Written or printed notice stating the place, date and time of the meeting, and in case of the Special Meeting, the purpose for which the meeting is called, shall be delivered not less than ten (10) days nor more than thirty (30) days before the meeting, either personally, by facsimile, by electronic mail, or by mail to each member entitled to vote in such a meeting.

Section 5.4: Quorum

One-third (1/3) of the voting members of the Society present in an Annual or Special Meeting shall constitute a quorum, unless mentioned otherwise in these By-Laws in specific cases.

Section 5.5: Voting

Voting on any issue in the Annual or Special Meeting may be by voice-vote with raising hands or by secret ballots. No proxy vote will be allowed.

Section 5.6: Proposition and Adoption of Resolutions

To consider any resolution at a meeting, it must be proposed by a voting member and seconded by another voting member present at the meeting. The proposed resolution must be discussed, and after the discussion, the resolution may be placed for vote or tabled for further discussion in a future meeting. In case of a vote, the resolution will be adopted or rejected by a simple majority of the voting members present at the meeting and in quorum unless mentioned otherwise in these By-Laws in specific cases. In the event of a tie, the proposal shall be considered in a future meeting.



Section 5.7: Presiding Officer

The President of the Society, or in his/her absence the Vice President, or in his/her absence a Director, or a member with good standing nominated by the President or Vice President, shall preside over the meetings.

Section 5.8: Minutes of the Meetings

The General Secretary, or in his/her absence a Director of the Board nominated by the General Secretary, shall keep the minutes of the meetings.

Section 5.9: Order of the Meetings

The rules of parliamentary procedure contained in the current edition of **Robert's Rules of Order** shall govern the meetings in all cases to which they are applicable and in which they are not inconsistent with these By-Laws, and any special rules of order the Members of the Society may adopt through a resolution. Any improper conduct or use of obscene language by a member shall constitute sufficient cause for the suspension of his/her rights during the balance of the meeting.

ARTICLE 6: COMMITTEES

The Board may appoint any number of Standing Committees and Ad hoc Committees as deemed necessary to address various issues as they arise for smooth operation of the Society. The Board shall define the purpose, scope, functions, duration, and limitations of activities of all committees.

Section 6.1: Advisory Committee

The Board of Directors may appoint an **Advisory Committee** to get advice or suggestion on issues and challenges that may be faced by the Society due to unforeseen circumstances, or planned activities for the betterment of the Society. Members who have been closely associated with the Society for an extended period of time such as the Founding Members, Past Presidents, and Past Board of Directors who made significant contributions towards the betterment of the Society are ideal candidates for the Committee. The Board may invite any number of Society members to join in this committee; however no current Board Member shall be part of this committee, and the duration of this committee is perpetual. The President or General Secretary will help organize this committee and act as a liaison between the Board and the Committee.

Section 6.2: Ad hoc Committee

The Board of Directors may appoint an Ad hoc Committee to address some specific issue as it becomes necessary. The Board shall determine the number of Society members in the committee, and the Chair of the committee may be any member of the Society. The Vice-President will organize all Ad hoc Committees and work as a liaison between the Board and the Committees. Refer to **Section 4.2.2**. Listed below are some suggested Ad hoc Committees:

- Advisory Committee
- Membership Committee
- Finance Committee
- Public Relations Committee
- Cultural Affairs Committee
- Community Affairs Committee
- Think-Tank Committee
- Budget & Planning Committee
- Games & Sports Committee
- Women's Affairs Committee
- Children's Affairs Committee
- Youth Committee

ARTICLE 7: ANNUAL ELECTION

Section 7.1: Election Commission

Each year, the Board of Directors shall elect a three-member Election Commission, henceforth also known as Commission, **by the end of September**. The elected commissioners must be members of the



Society but can not be members of the Board. The term of the Election Commission ends with the end of the election of the year, except when the election result is contested and in such a case the term expires with the resolution of the matter. Refer to **Section 7.5**. If a member of the Election Commission is unable to function or resigns from his/her position, the Board shall appoint immediately a suitable person to fill the vacancy.

Section 7.2: Voters List & Procedure

The Organizing Secretary shall provide the Election Commission with an up-to-date Membership List indicating the Voting and Non-Voting Members of the Society, as set forth in **Section 3.10, by October 15th**. The Membership List must also contain the list of rejected/terminated members. The Commission shall scrutinize the Membership List by verifying the relevant documents as per provisions laid down in these By-laws. The Membership List shall be available to the Society members to facilitate correction of any errors or omissions. The Election Commission will entertain comments for errors and omissions from the Society members as well as the Board **until November 15**, and then publish a final Voter List, which will be used for the Annual Election.

Section 7.3: Election Procedures

The Election Commission, in accordance with these By-Laws, shall formulate a timetable to conduct the election as they deem fit. The Commission shall have full authority to issue its own Rules, Regulations and Procedures as to how the election shall be conducted in accordance with the provisions of these By-Laws; however, the election must be conducted in a public facility and the election must be concluded **by the third Sunday of December**. The current Board of Directors shall provide necessary help and cooperation to the Election Commission during the election process; however, the decision of the Election Commission shall be final in all matters concerning the election process. The following are typical sequence of events that may be followed by the Election Commission:

- 7.3.1** The Election Commission shall formulate an Official Nomination Form and invite nominations from amongst the eligible Voting Members of the Society for the five (5) positions of the Board of Directors according to the requirements set forth in **Section 4.3**. It will also include nomination for any vacant position in the Board as per **Sections 4.5 and 4.6**.
- 7.3.2** Each nominee shall submit a duly completed Official Nomination Form with his/her signature along with the required fees as set by the Board of Directors. Each nominee will also submit a short biography about himself/herself to the Election Commission to be distributed to the Voting Members.
- 7.3.3** The Election Commission will scrutinize the validity of the nominees as set forth by these By-Laws and create a final list of candidates. Refer to **Sections 3.10 and 4.3.2**. The Commission will then distribute the candidate list to the Voting Members of the Society along with the rules, regulations, procedures, timetable, and place of the election.
- 7.3.4** The Election Commission may arrange a forum of discussion of the Society members in a public facility to introduce the candidates seeking a position in the Board.
- 7.3.5** The Election Commission will create a ballot with the candidates' names and other information as necessary. Voting Members of the Society shall cast votes in person by secret ballots in a public facility. The Election Commission shall inspect the proof of identification of each Voting Member before any ballot is cast. All voters must demonstrate identity by a current and credible form of picture identification card issued by a Governmental Agency or an educational institution. In cases where such a card is not available, the Election Commission will formulate its own rules for identification of a member.
- 7.3.6** The Election Commission shall provide reasonable length of time so that all Voting Members will have an opportunity to cast ballots. The Commission will have the authority to conduct early voting. Ballots from early voting shall be counted along with other ballots cast on the Election Day.



7.3.7 Upon closing the election, the Election Commission shall immediately count all ballots and rank the candidates according to the number of votes received. The Commission will then declare the top five (5) candidates who received the highest votes, as winners in that year's election of the Board of Directors. Counting of votes to fill a vacant position of the Board shall be handled separately.

Section 7.4: Tie Position

In case of a tie in the fifth position or in a vacant position of the Board, the candidates will equally share the term for the position in the Board. The existing Board of Directors will determine how the power sharing will take place.

Section 7.5: Disputing the Results of the Election

Any candidate has the right to contest voting irregularities and election results. Such a contest must be communicated to the Election Commission in writing with a description of the complaint and its supporting documents within three (3) days of the announcement of the election results. The Commission shall investigate the matter and rule on the complaint within ten (10) days of receiving such a complaint, and the rulings of the Election Commission will be the final.

ARTICLE 8: RECORDS-KEEPING AND AUDITING

Section 8.1: Accounting and Auditing

The Treasurer shall maintain a Book of Accounts for all financial transactions according to standard accounting practices and make it available to the Board as per **Section 4.2.4**. The Board of Directors will appoint an Audit Committee comprising of three Society members to review the Books of Accounts and submit a report to the Board of Directors. The Audit Committee will be an Ad hoc committee, and its members can not be the Member of the Board of Directors. The Audit Report shall be made available to any member of the Society, upon making a request to the General Secretary.

Section 8.2: The Annual Report

As mentioned in **Section 4.2.1**, the President along with other Officers will present an Annual Report at the Annual Meeting of the Society. The Report shall include, but may not be limited to the following:

- The actions and activities undertaken by the Society during the year and the current status of the Society.
- Total membership of the Society including the rejected applicants and terminated membership.
- The Statement of revenues and expenses for the year, along with the balance sheet.

ARTICLE 9: MANAGEMENT OF THE WEB SITE

Section 9.1: Mission of the Web Site

The BASGH Web site is an electronic outlet of the Society to publish news, events, articles, and other resources for its members as well as act as an information outlet for the Bangladeshi-Americans living in Greater Houston and the general public as a whole. Any information posted on the web site must not violate the mission, goals and objectives of the Society. The Society is the owner of the web site, even though an individual may register with a domain name or hosting company on behalf of the Society.

Section 9.2: Managing the Web Site

The web site will be managed by a two-tier group, consisting of a coordinator and one or more web masters. The Board will appoint individuals for these positions for a period of time.

- **Coordinator:** A Director from the Board will act as a liaison between the Board and the web masters to oversight their activities as well as provide information to be published on the web site



as approved by the Board. The coordinator shall have some general knowledge of up-keeping and security aspects of a web site and should be able to run the web site in absence of the web master.

- **Web Master:** The web master must have at least 1-2 years of experience as a web developer, including the knowledge of security, tools and technologies, as well as registering a domain name with a hosting company.
- **Cost:** To defray the cost of running the web site, commercial advertisements may be accepted on web site, as long as they do not violate the mission of the Society
- **Security:** In addition to the coordinator and web masters, the security codes to access the domain names and hosting sites must be available to the General Secretary for recordkeeping.

ARTICLE 10: AMENDMENT OF THE CONSTITUTION AND BY-LAWS

Section 10.1: Proposal for the Amendment

The Board of Directors or at least ten (10) percent of the Voting Members of the Society may propose amendments or revision to these By-Laws. The members sponsoring the amendment shall submit the signed proposed amendments to the President or General Secretary of the Society. The Board shall appoint a **By-Laws Review Committee** to assess the ramification of the amendments, define rules and regulations for review process, and then formulate the amendment or revision of the By-Laws as necessary. The Committee will be an ad hoc committee and its function will cease after the amendment process is complete.

Section 10.2: Approval of the Amendment

10.2.1 Approval by the Board of Directors: The proposed amendments or revision of the By-Laws shall be first placed to the Board for review and discussion, and there may be further modifications. Amendments to the By-Laws shall be passed when approved by at least two-third (2/3) Members of the Board.

10.2.2 Approval by General Voting Members: Once the Board approves the amendment or revised version of the By-Laws, a notice describing the proposed amendments or revised By-Laws shall be sent to all Voting Members of the Society and the documents shall be available for public view by all Voting Members of the Society. After waiting for a period of at least a month after the notification, the amended or revised version will be presented to vote by all Voting Members of the Society. This will be done in an Annual Meeting or Special Meeting, as discussed in **Article 5**.

Amendments to the By-Laws shall be passed when approved by at least two-third (2/3) of the Voting Members present in the meeting, and there is a quorum. Refer to **Section 5.4**. Amendments shall become effective immediately as appropriate.

10.2.3 Voting by Letter Ballot: When a Special Meeting or the Annual Meeting fails to achieve the quorum necessary as per **Section 5.4** to amend the By-Laws, the amendment process may be conducted by Letter Ballots. In such case, the Board of Directors will request the By-Laws Review Committee to conduct the amendment process.

The Committee will send a notice along with a Letter Ballot showing the original wordings in the By-Laws and the proposed amendments, and mail to each Voting Member of the Society. In case of a revised version of the By-Laws, the notice may attach the revised By-Laws or refer the members to a public place such as a web site, to review the revised version. Each Letter Ballot must be stamped with the Society Seal or monogram. The original Letter Ballot must be signed by the Voting Members and delivered to the By-Laws Review Committee either personally or by mail. At least 60% of the Letter Ballots must be returned for the amendment or revision of the By-Laws to proceed. A simple majority of the returned vote count in favor of the amendments or revision will be considered as passing the case.



10.2.4 Ramification for Failure of Letter Voting: If the By-Laws Review Committee fails to receive 60% of the Letter Ballots as mentioned in **Section 10.2.3**, then the amendment of the By-Laws or revised version of the By-Laws as approved by the Board of Directors will become effective. This section is only effective when both **Sections 10.2.2** and **10.2.3** are completed as mentioned.

ARTICLE 11: DISSOLUTION OF THE SOCIETY

Section 11.1: Voluntary Dissolution

In case of voluntary dissolution, the Board of Directors shall adopt a resolution recommending that the Society be dissolved and three-fourths (3/4) Voting Members of the Society shall be required to vote in an Annual or Special Meeting as mentioned in **Article 5**. Upon adoption of such a resolution, liabilities and obligations of the Society shall be paid, satisfied and discharged; and in case its property and assets are not sufficient to satisfy or discharge all liabilities and obligations, the Society shall apply them so far as they go to the just and equitable payment of the liabilities and obligations. Assets left, after satisfying or discharging all of such liabilities, shall be given as gift to a charitable organization as determined by the Board of Directors.

Section 11.2: Involuntary Dissolution

In case of any involuntary dissolution being sought by the majority Voting Member of the Society or by the Creditors of the Society, the bankruptcy proceeding shall be instituted as per the laws of the State of Texas or the United States of America.

ARTICLE 12: HISTORY OF THE SOCIETY, BY-LAWS AND CONSTITUTION

Section 12.1: Formation of the Society

The Society was officially formed on December 19, 2002. It was run by an Interim Board of Directors consisting of 25 Members.

Section 12.2: History of the By-Laws and Constitution

The Interim Board delivered a set of By-Laws, termed as Interim By-Laws, which was approved by the Interim Board on August 30, 2003. On the basis of the Interim By-Laws, the first Annual Election of the Society was held in December 2003; resulting a 15-Member Board of Directors.

The first set of completed By-Laws was approved by the end of 2004. It reflected some corrections and reorganization of texts, as well as modification of some important dates in the Interim By-Laws, as found necessary by the first elected Board of Directors; however, the basic structure of the Interim By-Laws has not been changed. The revision the first set of By-Laws started during the middle of 2008 and the current Constitution and By-Laws reflect some minor changes and additions as found necessary during the operation of the Society between 2005 and 2007.

Section 12.3: Dates of Approval of the By-Laws and Constitution

- Interim By-Laws Approved by the Board of Directors: August 30, 2003.
- First By-Laws Approved by the Board of Directors on December 15, 2004 and by the General Members of the Society on December 18, 2004.
- First Revised Constitution and By-Laws Approved by the Board of Directors on March 22, 2009 and by the General members of the Society on March 29, 2009.
- Second Revised Constitution and By-Laws Approved by the Board of Directors on April 06, 2014 and by the General members of the Society on May 18, 2014.