

# BY-LAWS OF BANGLADESH-AMERICAN SOCIETY OF GREATER HOUSTON

## ARTICLE 1: NAME

*Section 1.1:* The name of the corporation shall be **Bangladesh–American Society of Greater Houston (BASGH)** hereinafter referred to in these By-laws as **Society**.

## ARTICLE 2: PURPOSE

The Society shall be a nonprofit and nonpolitical organization in the State of Texas. The Society shall develop and organize, 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 in the State of Texas. The Society is organized to provide the followings:

*Section 2.1:* Educational, cultural, intellectual, civic, social, spiritual, athletic, and charitable welfare of the people of Bangladeshi origin;

*Section 2.2:* Goodwill, understanding, and appreciation of cultures of Bangladesh among all persons regardless of race, color, religion, sex, age and national origin; promote & strengthen the existing friendship between citizens of Bangladesh and United States of America.

*Section 2.3:* Cultural exchange with any other lawful groups or organizations or institutions interested in Bangladeshi culture;

*Section 2.4:* A network of Bangladeshis living in North America; establish an intellectual think-tank comprising of Bangladeshis, Bangladeshi-American & Americans of other origins to assist Bangladesh in improving the wellbeing of the people of Bangladesh; and

*Section 2.5:* Activities of any other organization or group provided that such entity is also nonprofit and nonpolitical organizations duly formed under applicable state law.

## ARTICLE 3: MEMBERSHIP

### *Section 3.1: Membership*

The membership of the Society is open to any individual sharing the purposes of the Society.

### *Section 3.2: Classes and Qualification of Membership*

**3.2.1 General Member:** Any Bangladeshi, Bangladeshi-American or descendants of a Bangladeshi and their spouses are eligible to become a General Member of the Society.

**3.2.2 Life Member:** Any person who is qualified to become a General Member may become a Life Member, if he/she pays applicable fees as defined in the **Section 4.1** of the By-laws.

**3.2.3 Associate Member:** Any individual who shares the purposes of the Society, but are not in conformity with **Section 3.2.1 and Section 3.2.2** of these By-laws may apply to become an Associate Member of the Society.

**3.2.4 Honorary Member:** The Board of Directors may award an Honorary Membership to an outstanding and eminent person of the community.

**3.2.5** Any child under eighteen (18) years of age of any Member of the Society is eligible to participate in the activities of the Society and will have the privileges of that of an Associate member. Such a child is not required to pay any membership fee for the privileges and will not be issued any Membership card.

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## **Section 3.3: *Membership Period, Fiscal Year and Duration of the Society***

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.

The duration of the Society is perpetual.

## **Section 3.4: *Admission to Membership***

Applicants for membership shall be of good moral character; pledge to conform to the By-laws of the Society and apply in the prescribed Membership Application Form of the Society along with the applicable Membership fees. Acceptance of Membership shall be subject to the approval of the Board of Directors.

## **Section 3.5: *Appeal of Rejected Application and Terminated Membership***

**3.5.1** When an application for membership has been denied by the Board or Member has been terminated by the Board as per **Section 3.8.1**, a notice of rejection or termination indicating the reason shall be sent to the applicant within thirty (30) days following the receipt of the application, and in case of termination, a certified letter to member informing the termination must be remitted within two business days from the day the termination is approved by the Board.

**3.5.2** A rejected applicant or a terminated Member may appeal to the Board in writing for further consideration. The Board shall notify the applicant or the terminated member about its decision within sixty (60) days from the date of appeal; failure to notify the applicant or the terminated member would result in the approval of the said appeal.

**3.5.3** If the Board rejects the appeal, the rejected applicant or a terminated Member may request his/her case to be reviewed by the Members of the Society in an Annual or Special Meeting as provided in **Article 6** of these By-laws.

**3.5.4** Once an appeal has been filed, and the Board or the members of the Society decide 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 3.6: *Proof of Membership***

The Board shall issue Membership Card to each Member of the Society, with expiration date of membership on its face. The membership card together with a valid driver's license, identification card issued by the state or federal agency, or any picture-identification card will serve as proof of membership.

## **Section 3.7: *Renewal of Membership***

Membership in the Society can be renewed without a new application but paying annual Membership dues, unless a member resigns or withdraws, or the Board of Directors terminates the Membership as mentioned in **Section 3.8** of these By-laws.

## **Section 3.8: *Termination of Membership***

**3.8.1** If a Member of any class is found in violation of the By-laws 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 3.5**.

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**3.8.2** A Member may at any time file his/her resignation in writing with the General Secretary or his/her designate and such resignation shall become effective when accepted.

## **ARTICLE 4: MEMBERSHIP FEE, RIGHTS & PRIVILEGES**

### ***Section 4.1: Membership Fee***

The membership fee for the General Member, Life Member, and Associate Member shall be established by the Board of Directors and may be reviewed from time to time.

An Honorary Member is not required to pay any Membership fee.

### ***Section 4.2: Activity Fees***

The Board of Directors may impose any activity fee that becomes necessary for the operation of the Society.

### ***Section 4.3: Due Date of Membership Fees***

The Annual Membership fees of the Society are due on the first day of the month of January and may be paid in advance.

### ***Section 4.4: Voting Rights & Privileges***

**4.4.1** The General Members and Life Members who are eighteen (18) years of age or older shall be eligible to hold offices and vote in all Society affairs where voting by Members is required, and hereafter may be referred as voting Member.

**4.4.2** 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.

**4.4.3** The Membership in the Society shall not be transferable or assignable.

**4.4.4** Members paying their fees after September 30th shall not be eligible to vote or seek nomination for any office in that year's election.

**4.4.5** Membership fees will not be prorated.

**4.4.6** Members of the Society are considered volunteers. There shall be no financial compensation for the work done or time spent and no dividend will be paid to the Members of the Society.

## **ARTICLE 5: MANAGEMENT OF THE SOCIETY**

### ***Section 5.1: The Board of Directors***

The Society shall be managed by a Board of Directors or henceforth is also referred to as Board. The Board shall consist of fifteen members elected by the voting Members of the Society. At the beginning of each year, the Board of Directors shall elect from amongst them, the following officers to conduct the business of the Society:

A President, a Vice-President, a General Secretary, a Treasurer, and an Organizing Secretary.

A Member must have served at least one year on the Board of the Society to be elected as President or Treasurer of the Society, except the first year. The Board shall have the authority to reshuffle the offices during the fiscal year, if the Board so desires, for the smooth functions of the Society. The Board may assign multiple functions and responsibilities to a Director of the Board except the offices of the President and the General Secretary. The President, Vice-

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President, General Secretary, and Treasurer will not hold same position for two consecutive terms.

The Directors of the Board, who are not holding offices, shall provide support and help other members of the Board as and when required. Each Director of the Board, holding a position, should report monthly to the Board regarding his/her activity in the area of responsibility.

The Board shall provide a corporate Seal, Logo and Letterhead with the name of the Society inscribed thereon for all official business of the Society, and shall be restricted solely to the official use. No member shall use the above-mentioned identifying mark for personal use.

## *Section 5.2: Functions and Responsibilities of the Officers*

**5.2.1 President:** The President shall provide the leadership and have overall responsibility for the activities of the Society. The President shall preside over all meetings of the Board, as well as Annual and Special meetings of the Society. The President shall have the authority to designate a Member of the Board to preside over a meeting in case the President and the Vice President are unable to conduct such meetings. In general, the President shall perform all duties incident to the office of the President and such other duties, as may be prescribed by the Board from time to time.

The President, along with the General Secretary or any other Officer of the Society authorized by the Board, may sign all instruments on behalf of the Society. The President shall serve as an ex-officio member and may attend any committee meetings. The President shall be the spokesperson of the Society.

**5.2.2 Vice-President:** The Vice President shall perform all duties vested to the President in the absence of the President. The Vice President shall participate and work closely with the President and other officers, and shall perform all such duties as authorized by the Board.

**5.2.3 General Secretary:** General Secretary shall maintain records of all proceedings of the meetings of the Board, as well as Annual and Special Meetings of the Society. General Secretary shall develop agendas of the Board meetings in consultation with the President. He/she shall be responsible to mail all notices to the relevant bodies, shall retain the records of Membership of the Society; collect activity report from the Members of the Board; distribute minutes of the meeting to the Members of the Board. He/she 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 shall present an Annual Report of the Society at the Annual Meeting.

**5.2.4 Treasurer:** The Treasurer shall maintain records of all financial assets, records of receipt and deposit of financial transactions of the Society and shall disburse such funds directed by the resolutions of the Board. He/she shall sign all checks of the society jointly either with the President or the General Secretary. The Treasurer shall maintain current and verifiable Books of Accounts and shall prepare financial statements of income and expenditure of the Society, in accordance with generally accepted accounting practice.

The Treasurer shall make the Books of Accounts available to the Members of the Society and to the Board within a week of the request made by any Member of the Society or any Member of the Board. The Treasurer shall head the Finance Committee unless otherwise decided by the Board.

**5.2.5 Organizing Secretary:** The Organizing Secretary shall be responsible to meet the overall needs of the Members of the Society. He/She shall continuously look for devices to increase the membership of the Society. The Organizing Secretary shall head

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the Membership Committee, process the Membership Applications, and shall make recommendations to the Board about the eligibility of new applicants to become Members of the Society. The Organizing Secretary shall be responsible for maintaining membership list and providing a current Membership list of the Society to the Election Commission by June 30 of each year. Between July 1 and September 30, any new membership application must be reported to the Election Commission within one week of the submission of the application. The final membership list must be submitted to the Election Commission in the form of hard copy and in electronic format by the 5th day of October and the final list must mention all rejected membership application. He/she 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.

He/she shall promote the purpose of the Society to the outside world, organize, and supervise all ad hoc committees whenever created and approved by the Board.

### *Section 5.3: Election of the Board of Directors*

**5.3.1** The voting Members of the Society as defined under **Section 4.4** shall elect the Members of the Board of Directors from among those persons nominated according to the requirements set forth in **Article 8**.

**5.3.2 Initial Board of Directors:** Until the first election of the Society is held and the Board of Directors is elected, the affairs of the Society shall be managed by an Initial Board appointed by the Ad hoc Committee of the Society. The term for the Initial Board shall expire on December 31, 2003.

**5.3.3 Board of Directors:** The Directors shall be elected from a slate of candidates presented in a ballot form by the Election Commission, as formulated in **Article 8**.

At the first Annual Election, the voting members shall elect five (5) Directors for a term of one (1) year, five (5) Directors for a term of two (2) years, and five (5) Directors for a term of three (3) years; and thereafter at each subsequent Annual Election, five (5) Directors shall be elected for a term of three (3) years, to provide for staggering membership of the Board of Directors.

**5.3.4 Eligibility and Limitation:** The spouse, children, and parents of an incumbent Member of the Board of Directors are not eligible for nomination in the Annual Election unless the relevant Member of the Board resigns from his/her position prior to the nomination process.

A Director shall not serve consecutive terms.

### *Section 5.4: Removal of Directors*

**5.4.1 Conditions for Removal:** A Director of the Board can be removed from his/her position, who has been found violating the By-laws of the Society; consistently working against the Purpose of the Society; and convicted of a crime involving immoral act. A Director may also be removed who fails to attend three consecutive or six (6) cumulative meetings of the Board, 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.

**5.4.2 Process for Removal:** The Board shall appoint a Special 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. 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

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against the Director, the Board may suspend that Director from participating in any future activity of the Board. Any decision of permanently removing a Director from the Board shall ultimately require approval of the Members through an Annual or Special Meeting as per **Article 6**.

## **Section 5.5:** *Vacancy*

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

- 5.5.1** Death of the person holding an office;
- 5.5.2** Resignation;
- 5.5.3** Refusal to serve in the position assigned by the Board of Directors;
- 5.5.4** Removal par **Section 5.4**; and
- 5.5.5** Failure to maintain Membership in the Society

## **Section 5.6:** *Replacement of Vacant Office*

The Board, within thirty (30) days of any vacancy in the Membership of the Board, shall appoint temporarily a Member of the Society to replace the vacant position. The vacant position of the Board shall be filled in by election in the following Annual Election only for the unexpired period of such Member of the Board.

## **Section 5.7:** *Quorum of the Board of Director's Meeting*

Two-third (2/3) of the total membership of the Board of Directors shall constitute a quorum for the Board meeting. Any action taken in such meetings shall constitute actions by the Board.

## **Section 5.8:** *Proposition and Acceptance of a Resolution at a Meeting*

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

## **Section 5.9:** *Meeting of the Board of Directors*

- 5.9.1 Regular meeting:** The Board of Directors shall hold at least ten (10) regular meetings during one fiscal year and that the notice of the meeting must be given by the General Secretary with the approval of the President one week prior to the meeting, indicating date, time and place of the meeting and such meeting may not have any particular agenda.
- 5.9.2 Emergency meeting:** An emergency meeting may be called by the President and in his/her absence by Vice President, General Secretary, or two Directors of the Board by notice given to all members of the Board at least two days prior to such meeting. The notice of such meeting shall state the purpose of the meeting and indicate date, place and time.

## **Section 5.10:** *Transfer of Records*

All records, assets, cash, bank accounts of the Society, 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 Annual Election or in the last week of December, whichever occurs later.

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## ARTICLE 6: MEETINGS OF MEMBERS

### *Section 6.1: Annual Meeting*

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

### *Section 6.2: Special Meeting*

Special meeting of the Society may be called by the President, the Board of Directors or by written petition to the General Secretary by at least ten (10) percent of the voting Members of the society stating the purpose(s) of such meeting. The petition duly signed, must bear the date, name, address, and the membership number of the signatory.

### *Section 6.3: Notice of Meeting*

Written or printed notice stating the place, date and time of the Annual meeting, and in case of Special meeting, the purpose(s) for which the meeting is called, shall be delivered not less than ten (10) days nor more than sixty (60) days before the meeting, either personally, by facsimile, electronic mail, or by mail by the President, General Secretary, a Director of the Board, or members calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the Membership Record of the Society, with postage thereon paid. If transmitted by facsimile, notice is deemed to be delivered on successful transmission of the facsimile. If electronic mail is used, the confirmation of the delivery is deemed to have been delivered to the member.

### *Section 6.4: Quorum*

One-third (1/3) of the voting Members of the Society present in an Annual or Special Meeting shall constitute a quorum.

### *Section 6.5: Voting*

Voting on any issue may be by voice-vote and raising hands, unless at least ten percent of the voting members request in advance that the voting be in secret ballot, notice of which shall be in accordance with **Section 6.3**

### *Section 6.6: Proposition and Adoption of a Resolution*

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. After the discussion, the resolution may be put to vote or tabled for further discussion at 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 the meeting has the Quorum par **Section 6.4** when the resolution is voted upon. In the event of a tie, the proposal will be taken up again at a future meeting.

### *Section 6.7: Presiding Officer*

The President of the Society or in his/her absence 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.

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**Section 6.8:** *Minutes of the Meetings*

General Secretary, or in his/her absence a Director nominated by the General Secretary, shall keep the minutes of the meeting in writing in the Minute Book of the Society.

**Section 6.9:** *Order of the Meetings*

The rules of parliamentary procedure contained in the current edition of Robert's Rules of Order, shall govern the Society in all cases to which they are applicable and in which they are not consistent with these By-laws. 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 7: COMMITTEES**

**Section 7.1:** *Standing Committees*

Board of Directors may appoint any number of Standing Committees. Listed below are some suggested Standing Committees, but not limited to. Each Standing Committee shall consist of at least three Members of the Society headed by a Chairperson and at least one of the members of the Standing Committee shall be a member of the Board. The duration of the Standing Committee shall be determined by the Board, but not to exceed the end of the fiscal year of the Board par **Section 3.3**.

- 7.1.1** Membership Committee
- 7.1.2** Finance Committee
- 7.1.3** Public Relations Committee
- 7.1.4** Cultural Activities Committee
- 7.1.5** Community Affairs Committee
- 7.1.6** Think-tank Committee
- 7.1.7** Budget & Planning Committee
- 7.1.8** Games & Sports Committee
- 7.1.9** Children Affairs Committee
- 7.1.10** Youth Committee

**Section 7.2:** *Ad hoc Committee*

The Board of Directors may appoint an Ad hoc Committee to achieve specific goal(s). The Board of Directors shall designate a Member of the Society to chair the Ad hoc Committee.

**Section 7.3:** *Duties of Committees*

The Board shall define the purpose, scope, functions, duration and limitations of the activities of all Committees.

**Section 7.4:** *Nominating Committee*

The Nominating Committee will be formed by the Board as an ad hoc committee in the month of June with three members of the Board. This ad hoc committee will work with the members of the Society to nominate candidates for the upcoming election of the Board of Directors. This ad hoc committee will cease to exist after the process of nomination is complete.



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## ARTICLE 8: ANNUAL ELECTION

### *Section 8.1: Formation of an Election Commission*

The Board of Directors shall elect a three-member Election Commission every year, not later than the month of March, with the exception to the First Annual Election.

### *Section 8.2: Qualification of the Members of the Election Commission*

The elected Commissioners shall have been members of the Society for at least one year prior to the date of them being elected as Election Commissioner, with the exception to the First Annual Election. The members of the Election Commission shall not hold any other office in the Society.

### *Section 8.3: Term of Election Commission*

Election Commissioners shall be elected for a one year term. The members of the Election Commission can be re-elected without any restriction.

### *Section 8.4: Filling Vacancies in the Election Commission*

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 for the remaining portion of the term.

### *Section 8.5: Voters List & Procedure*

The Organizing Secretary shall provide the Election Commission with an up to date Membership list as described in **Section 5.2.5**. The Election Commission shall scrutinize the validity of such list by verifying the relevant documents as per provisions laid down in these By-laws. The voter list shall be available to members at all times to facilitate correction of any errors or omission. The Election Commission shall not entertain comments for errors and omissions, after September 30. The Election Commission shall then publish a final list of voting Members by October 7, and that list shall be used for conducting the Annual Election. The dates specified above do not apply to the first Annual Election of the Society.

### *Section 8.6: Nomination Process*

The Election Commission shall invite nomination from amongst the eligible voting Members of the Society for the positions of Directors as outlined in **Article 5**.

### *Section 8.7: Requirements for Nomination*

Any member seeking nomination must comply with the following requirements:

**8.7.1** The nominee shall submit a short biography of approximately 250 words about the nominee to the Election Commission.

**8.7.2** The nominee shall submit a duly completed official nomination form with his/her signature along with required fees as set by the Board of Directors.

### *Section 8.8: Election Procedures*

**8.8.1** The Election Commission, in accordance with this By-laws, shall formulate a timetable to conduct the election as they deem fit. The Election Commission shall have full authority to issue its own Rules, Regulations and Procedures and the Time Table as to how the election shall be conducted in accordance with the provisions of these By-laws. The decisions of the Election Commission shall be final in all matters concerning elections.

**8.8.2** The Election Commission shall arrange a forum of discussion to introduce the candidates seeking a position in the Board of Directors to the Members of the Society in

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a public facility. The current Board of Directors shall provide necessary cooperation to the Election Commission to organize the said forum.

- 8.8.3** Voting Members of the Society shall cast votes in person by secret ballot.
- 8.8.4** The Election 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.
- 8.8.5** The Election Commission shall provide reasonable length of time so that all registered voters may have an opportunity to cast ballots.
- 8.8.6** The Election Commission shall inspect the proof of identification of each Member at the election booth before any ballot is cast. All voters must present a current and valid Membership Card of the Society. All voters must also demonstrate identity by a current and credible form of picture identification issued by a State or Federal Agency.
- 8.8.7** The Election Commission shall count all ballots and declare winners immediately after the polls close.
- 8.8.8** The voting must be concluded on or before the third Sunday in the month of December.

## **Section 8.9: *Tie Position***

In case of a tie for the fifth position of the Board or the fifth position for any term year at the 2003 election, the current Board will decide how to determine the winner for the tie position.

## **Section 8.10: *Challenging the Result of the Election***

Any candidate can contest voting irregularities and election results; such contest must be communicated to the Election Commission with a proof of service and supporting documents within three (3) days of the announcement of the election results. The Election Commission shall rule on the challenge within ten (10) days of receiving such challenge. The rulings of the Election Commission shall be final.

## **ARTICLE 9: RECORDS KEEPING**

**Section 9.1:** The Society shall keep a set of books according to standard accounting practice. The accounting records must be presented to the Annual Meeting of the Society. In addition, the books of accounts must be made available for review within a week after a written request is received from any Member of the Society.

**Section 9.2:** The Board of Directors shall appoint an Audit Committee comprising of three Members who are not member of the Board of Directors of the Society. The Audit Committee will review the books of Accounts of the Society.

**Section 9.3:** The Board of Directors shall submit a written report at the annual meeting of the Society, which shall include the following:

- 9.3.1** A Balance Sheet with Income & Expense Statement.
- 9.3.2** Total number of Members, the numbers of Members who were admitted or withdrawn during the year, and the amount of membership fees received.

## **ARTICLE 10: AMENDMENT OF BY-LAWS**

### **Section 10.1: *Proposal for the Amendment***

The Board of Directors or at least ten (10) percent of the Members of the Society may propose amendments to these By-laws. The Members sponsoring the amendment shall submit the signed proposed amendment to the President or to the General Secretary of the Society.

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## ***Section 10.2: Approval of the Amendment***

The proposed amendment shall be presented either in the Annual Meeting or in a Special Meeting convened specifically for the amendment of the By-laws par **Article 6**. A notice of all proposed amendments to the By-laws shall be sent to all members of the Society at least thirty (30) days prior to the Annual or Special Meeting. Amendment(s) to the By-laws shall be passed when approved by at least two-third (2/3) of the voting Members present in a quorum. Amendment shall become effective upon completion of the procedures as required by the State.

## ***Section 10.3: Amendment by Letter Ballot***

When a Special Meeting or the Annual Meeting fails to achieve the Quorum par **Section 6.4** – required to amend the By-laws of the Society, the amendment process may be conducted by Letter Ballot. The proposed amendment(s) of the By-laws can be discussed in such a meeting and a resolution to Letter Ballot can be passed if two thirds of the members present in the meeting vote in favor of the resolution. The resolution proposed at the meeting can then be adopted via Letter Ballot.

The Letter Ballot showing the original wording in the By-laws and the proposed amendment is to be mailed to each voting Member enclosed with return postage paid envelope. Each Letter Ballot will be marked with the member's number and signed by the General Secretary on the top right corner. The Letter Ballot will state the closing date of the Ballot. The original Letter Ballot must be duly signed by the member and received by the board or post marked on or before the closing date.

The Ballot will have the option to vote in **FAVOR**, **AGAINST**, or **ABSTAIN**. At least 60% of the Letter Ballots must be returned for the amendment of the By-laws to proceed. The Letter Ballot returned as **ABSTAIN** will be counted as a valid returned Ballot but will not be counted in determining the outcome of the vote. Only the returned Ballots marked in **FAVOR** or **AGAINST** will constitute the final count of the number of votes. A simple majority of the vote count will determine the outcome of the amendment to the By-laws.

The Board of Directors will conduct the Letter Ballot.

## **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) Members of the Society shall be required to vote in an Annual or Special Meeting. Upon adoption of such resolution by the Members all liabilities and obligations of the Society shall be paid, satisfied and discharged; 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 Member of the Society or by the Creditors of the Society, the bankruptcy proceeding shall be instituted as per law of the State of Texas or United States of America.

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## ARTICLE 12: ADOPTION OF THE BY-LAWS

These Bylaws are adopted by the members of Initial Board of Directors, in a vote on August 30, 2003. Names of the Directors of the Initial Board are listed below. Amendments to these By-laws shall be included only as addendum of this document.

1. **Dr. Abdul Hannan Khan**, President
2. **Mr. Iftekhar Alam**, Vice President
3. **Mr. Emranul Baqui**, Treasurer
4. **Mr. Imtiaz Ahmed**, General Secretary
5. **Mr. Kaiser Abedien**
6. **Mr. Mohammad Amanullah**
7. **Ms. Farida Aziz**
8. **Ms. Kamrun Hasan**
9. **Dr. Sayeed Hasan**
10. **Mr. Azfar Hossain**
11. **Dr. Zaki Husain**
12. **Mr. Ashrafur Islam**
13. **Mr. Munshi Islam**
14. **Mr. Saiful Islam**
15. **Ms. Ishrat Karim**
16. **Mr. Khaled Zulfiquir Khan**
17. **Mr. Shahadat Khan**
18. **Mr. Iqbal Ludhi**
19. **Mr. Kazi Kamran Mahboob**
20. **Mr. Minhaj Monju**
21. **Ms. Rahila Qureshi**
22. **Mr. Mizanur Rahman**
23. **Dr. Mohammed A. Rob**
24. **Dr. Khandoker Shafiq**
25. **Mr. Kalim Ullah**