

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

PREAMBLE: We the people of Bangladeshi origin and their decedents living in the Greater Houston area, 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 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. The Society may involve in activities and programs to provide the following:

Educational, cultural, intellectual, civic, social, spiritual, athletic, and charitable welfare of the people of Bangladeshi origin. 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; exchange of culture with any other lawful groups or organizations interested in Bangladeshi culture.

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.

Promote activities of any other organization or group provided that such entity is also nonprofit and nonpolitical, and duly formed under applicable state laws.

ARTICLE 3: MEMBERSHIP

The membership of the Society is open to individuals sharing the purposes 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.

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- 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 the activities of the Society and such a child is not required to pay any membership fee.

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 fee. Acceptance of membership shall be subject to the approval of the Board of Directors.

Section 3.5: 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 3.6: 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. An individual may apply for a new membership or renew his/her membership at any time of the year, but he/she may not avail all the privileges of the Society in that year. Refer to **Section 3.11**. Membership fees will not be prorated.

Section 3.7: Proof of Membership and Identification

The Board of Directors shall maintain an accurate list of members with appropriate documentation for acceptance or renewal of membership. A member has the right to provide any proof of membership dues paid by an appropriate financial instrument.

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The Board may also issue a Membership Card to each member of the Society, with the expiration date inscribed on its face. In circumstances where identification of a person is required, a current and credible form of picture identification card issued by a State or Federal 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 3.8: Termination of Membership

- 3.8.1** If a member 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 3.9**.
- 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 on the day of the receiving of the letter.

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 a terminated member may appeal to the Board in writing for further consideration. The Board may appoint a Special Committee consisting of three members of the Society to review the case. These members cannot be the members of the Board or Directors, and one of the members may be selected by the applicant or the terminated member. The Committee may formulate its own rules to investigate the matter; however, the rejected applicant or terminated member shall have the right to review relevant documents. The Committee will deliberate its findings and recommendations to the Board.
- 3.9.3** 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.
- 3.9.4** Once an appeal has been filed, and the Board 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: Activity Fees

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

Section 3.11: Voting Rights and Privileges

- 3.11.1** The Individual Members, Family Members, and Life Members, who are eighteen (18) years of age or older, shall constitute the **Voting Members** of the

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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.

- 3.11.2 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.
- 3.11.3 The membership in the Society shall not be transferable or assignable.
- 3.11.4 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

The Society shall be managed by a Board of Directors, henceforth also referred to as the **Board**. The Board shall consist of fifteen (15) members elected by the Voting Members of the Society. At the end of each year, the members will elect five (5) Board Members for a term of three (3) years, while five (5) Board Members will retire, causing a staggering membership of fifteen (15) Board Members. The newly elected Board Members will take office at the first Board Meeting following the election, as described below.

At the beginning of each year and during the month of January, the Board of Directors shall elect five (5) officers from amongst themselves to conduct the day-to-day business of the Society: a President, a Vice-President, a General Secretary, a Treasurer, and an Organizational Secretary. The President of the previous year shall convene the first Board Meeting of the year and help elect these officers. The Board shall have the authority to reshuffle the offices during the fiscal year. 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, the Secretary, or the Treasurer for more than two consecutive terms.

The Board shall provide a Corporate Seal, a Logo, and Letterheads with the name of the Society inscribed thereupon for all official business of the Society. No member shall use these identifying marks for personal use.

Section 4.2: Functions and Responsibilities of the Officers

4.2.1 President: The President shall provide leadership and have overall responsibility for the betterment of the Society. He/She shall serve as the spokesperson of the Society and shall promote the Society to the community and outside world. The President shall preside over all meetings of the Board of Directors as well as Annual and Special meetings of the Society. He/She 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. 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; however, for any financial transaction the Treasurer must sign in accordance to **Section 4.2.4**. The President shall serve as an ex-officio member and may attend any committee meetings. The President shall be responsible to present an Annual Report at the Annual Meeting of the Society.

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- 4.2.2 Vice-President:** The Vice-President shall perform all duties vested to the President in the absence of the President. He/She shall participate and work closely with the President and other officers, and shall perform all duties as authorized by the Board. The Vice-President shall organize and supervise all ad hoc committees whenever created and approved by the Board. He/She will also maintain relationships with other organizations that the Society will be involved in any activity.
- 4.2.3 General Secretary:** General Secretary shall maintain records of all proceedings of the Board meetings as well as the Annual and Special Meetings of the Society. He/She shall develop agendas of the Board meetings in consultation with the President. The General Secretary shall be responsible to mail all notices to the relevant bodies, distribute minutes of the Board meetings 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.
- 4.2.4 Treasurer:** The Treasurer shall maintain records of all financial assets of the Society. He/She shall maintain records of receipt and deposit of financial transactions and disburse funds directed through the resolutions of the Board. He/she shall sign bank 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 within a week of a request made by any member of the Society or the Board.
- 4.2.5 Organizational Secretary:** The Organizational Secretary shall be responsible to meet overall needs of the Society members. He/She shall continuously look for devises to increase the membership of the Society. The Organizational Secretary shall process Membership Applications and make recommendations to the Board regarding the eligibility of new membership. He/She shall be responsible for maintaining an accurate Membership List of the Society and provide a current Membership List to the Election Commission as outlined in **Section 7.2**. 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.

Section 4.3: Election of the Board of Directors

- 4.3.1** The Voting Members of the Society as defined in **Section 3.11** 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 **Section 4.5** and **4.6**.
- 4.3.2 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.

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Section 4.4: Removal of Directors

- 4.4.1 Conditions for Removal:** A Director of the Board may 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 (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 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. 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 5**.

Section 4.5: Vacancy

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 the person holding an office;
- 4.5.3** Resignation;
- 4.5.4** Refusal to serve in the position assigned by the Board of Directors;
- 4.5.5** Removal par **Section 4.4**; and
- 4.5.6** Failure to maintain Membership in the Society

Section 4.6: Replacement of a Vacant Office

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: Meeting of the Board of Directors

- 4.7.1 Regular meeting:** The Board of Directors shall hold at least ten (10) 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, and such meetings may not have any particular agenda.
- 4.7.2 Emergency meeting:** An emergency meeting may be called by the President, and in his/her absence by the Vice President, or the General Secretary, or two Directors of the Board by notice given to all members of the Board at least two

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days 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.

Section 4.8: Quorum of 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. Any action taken in such meetings shall constitute actions by the Board. A Board Member who might be absent from the 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 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 vote of the Board of Directors present at the meeting. 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 of the Board 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**.

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

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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 through 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. After the discussion, the resolution may be put to 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 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

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 Society may adopt. 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 of Directors may appoint any number of Standing Committees and Ad hoc Committees as deemed necessary to address various issues as they arise and 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: Standing Committee

The Board of Directors may appoint a Standing Committee to address a specific issue that needs attention on a continuing basis. 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 committee shall be a member of the Board; however, the Advisory

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Committee or any other committee in the capacity of advising the Board shall not include any Board Member. Listed below are some suggested Standing Committees:

- 6.1.1 Advisory Committee
- 6.1.2 Membership Committee
- 6.1.3 Finance Committee
- 6.1.4 Public Relations Committee
- 6.1.5 Cultural Activities Committee
- 6.1.6 Community Affairs Committee
- 6.1.7 Think-Tank Committee
- 6.1.8 Budget & Planning Committee
- 6.1.9 Games & Sports Committee
- 6.1.10 Women's Affairs Committee
- 6.1.11 Children's Affairs Committee
- 6.1.12 Youth 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.

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 August**. The elected commissioners shall have been members of the Society for at least one year prior to the date of them being elected and shall not be members of the Board. The term of the Election Commission ends with the end of the election of the year. 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 3.11, by October 15th**. The Membership List must be submitted to the Election Commission in the form of hard copy and in electronic format, and it must 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 at all times 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 decisions of the Election Commission shall be the final in all matters concerning the election process. The following are typical sequence of events that will 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 3.11 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 State or Federal 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 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.

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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

The Society shall maintain a Book of Accounts for all financial transactions according to standard accounting practices. The Book of Accounts must be available for review to the Society members as well as the Board as per requirements set forth in **Section 4.2.4**.

Section 8.1 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.

Section 8.2 The Board of Directors shall present a financial report at the Annual Meeting of the Society, which shall include the following:

8.2.1 A Balance Sheet with Income & Expense Statement.

8.2.2 Total membership of the Society including the rejected applicants and terminated membership, along with the amount of membership fees received.

ARTICLE 9: HISTORY OF THE SOCIETY AND THE BY-LAWS

The Society was officially formed on December 31st, 2002. It was run by an Interim Board of Directors consisting of 25 Members. The Interim Board delivered a set of By-Laws, termed here 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.

These By-Laws reflect some correction 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. Amendments to these By-Laws shall be included only as addendum to this document.

ARTICLE 10: AMENDMENT OF THE 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 to these By-Laws. The members sponsoring the amendment shall submit the signed proposed amendment to the President or the General Secretary

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of the Society. The Board shall appoint a By-Laws Amendment Committee to assess the ramification of the amendment if it passed, reformulate the amendment if necessary; and define the rules, regulations, and procedures of the amendment process. This 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

The proposed amendments to the By-Laws shall be presented either in the Annual Meeting or in a Special Meeting as discussed in **Article 5**. A notice of all proposed amendments to the By-Laws shall be sent to all Voting Members of the Society as per **Section 5.2**. 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. Amendments shall become effective immediately.

Section 10.3 Amendment 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 of the Society, the amendment process may be conducted by Letter Ballots. In such case, the Board of Directors will request the By-Laws Amendment Committee to conduct the amendment process.

The Committee will create a Letter Ballot showing the original wordings in the By-Laws and the proposed amendments, and mail to each Voting Member of the Society. Each Letter Ballot must be stamped with the Society Seal. The original Letter Ballot must be signed by the Voting Members and delivered to the By-Laws Amendments Committee either personally or by mail. At least 60% of the Letter Ballots must be returned for the amendment of the By-Laws to proceed. A simple majority of the vote count in favor of the amendments will be considered as passing of the amendments.

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.

Approved By the Board of Directors of the Society on Wednesday, December 15, 2004

Approved By the General Members of the Society on Saturday, December 18, 2004