

# **Bylaws Of Bangladesh Association of Greater Austin**

## **ARTICLE I NAME, DEFINITIONS AND GOALS**

**Section 1 Name:** The name of the organization shall be Bangladesh Association of Greater Austin, hereinafter referred to as the “Association”.

**Section 2:** The Association shall be a non-political and non-profit organization.

### **Section 3 Definitions:**

- I. **Greater Austin:** Defined as an area covering the Travis, Williamson, Hays and Bastrop Counties of the State of Texas.
- II. **Bangladeshi Community of Greater Austin:** Defined as the community of individuals presently living in the Greater Austin area who satisfy any of the following criteria:
  - a. Born in Bangladesh
  - b. Present or former citizen of Bangladesh
  - c. Having at least one parent or grand parent who satisfies criteria a or b above
  - d. Having a spouse who satisfies any of the above criteria.

### **Section 4 Goals:**

The goals of the Association shall include, but not limited to, the followings:

- I. Strengthen and perpetuate the Bangladeshi culture, tradition, heritage and language.
- II. Promote social, cultural and recreational activities.
- III. Conduct charitable welfares as needed and deemed appropriate by the Board of Directors (Article III).
- IV. Serve as a platform for exchange of information and views on matters of interest to its members.
- V. Represent members to any local, state or federal authority.

## ARTICLE II MEMBERSHIP

**Section 1: Membership:** Membership in the Association is open to any person or organization who fulfils the requirements detailed in the following section.

**Section 2: Types, Requirements and Privileges:**

The Association shall have three (3) types of membership – **Regular**, **Associate**, and **Honorary**.

**A. Regular Member:**

A Regular member shall be a person who,

1. is a member of Bangladeshi Community of Greater Austin and
2. supports the goals of the Association and
3. is at least 16 years old and
4. has submitted a registration form to be a Regular member and
5. has paid the yearly membership fees, if there is any.

A Regular member shall have full right to vote in the affairs of the Association and otherwise enjoy the benefits of membership as defined by resolution of the Board of Directors (Article III).

**B. Associate Member:**

An Associate member shall be a person or organization who supports the goals of the Association and who has submitted an application to be an Associate member and who has received approval of the Board of Directors (Article III).

An Associate member may enjoy the benefits of membership as defined by resolution of the Board of Directors (Article III) but shall not have right to vote in the affairs of the Association.

**C. Honorary Member:**

An Honorary member shall be a person or organization who, by resolution of the Board of Directors, is deemed to have provided distinguished service or significant support to the Association, or is expected to provide such service or support in future that will further the goals of the Association.

An Honorary member may enjoy the benefits of membership as defined by resolution of the Board of Directors (Article III) but shall not have a right to vote in the affairs of the Association.

**Section 3 Membership Fee:** The Board of Directors (Article III) shall determine a yearly Membership Fee, should there be one, for Regular Members only.

## ARTICLE III BOARD OF DIRECTORS

**Section 1 Overview:** The activities of the Association shall be executed, organized and managed by a Board of Directors, hereinafter referred as the “Board”, elected directly by the Regular members of the Association.

The Board shall elect or appoint officers of the Association (as detailed in Article IV) from the Board every year.

**Section 2 Number of Directors:** Maximum number of Directors serving in the Board, referred hereinafter as the Board Size, is defined to be eleven (11). Each year an election by the Regular members shall be held at the Annual General Meeting (Article V Section 1), to elect eleven (11) Directors. The rules of "Vacancies and Additions" (Article III Section 12) will apply when the number of Directors in the Board falls below the Board Size.

**Section 3 Term Limit:** All Board members shall serve a one (1) year term. Board members can serve at most two (2) consecutive 1-year terms. A Director who has resigned from the Board will be considered completing his/her 1-year term. Partial term of an interim Director shall not be counted towards his/her term limit.

**Section 4: Responsibility:** Directors of the Association shall be jointly and severally responsible to the members of the Association for the activities of the Association.

**Section 5 Committees:** The Board will form a number of committees to execute cultural, social, recreational, financial, charitable etc. tasks of the Association as deemed necessary by the Board.

Each committee shall be chaired by a Director. Other interested Directors and regular members, outside of the Board, may serve as committee members. The term and responsibilities of a committee shall be defined by the Board.

**Section 6 Regular Board Meetings:** Regular meeting of the Board shall be held at least two times a year, unless the Board decides otherwise. The Board may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

**Section 7 Special Board Meetings:** Special meetings of the Board may be called by the Secretary (Article IV) at the request of the Chairperson (Article IV) or by a Board decision (Article III Section 10). The business to be transacted at the Special Board meeting shall be specified in the notice of such meeting. No other business may be transacted at the said meeting.

**Section 8 Quorum:** A simple majority of the Board Size shall define the Quorum. If Quorum is not present at any meeting of the Board, a majority of the Directors present may adjourn the meeting.

**Section 9: Notice:** Notice of a Regular or a Special Board meeting shall be given at least seven (7) days prior thereto by email to each Director at their email addresses as shown by the records of the Association or by telephone.

The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**Section 10 Board Decisions/Resolutions:** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

**Section 11 Removal:** A director can be removed under the following circumstances:

**(a) Removal by the Board:** Upon affirmative vote of 3/4th of the Board Size, a Director may be removed from the Board provided that:

- i) the Director has failed to attend three consecutive Board meetings with unexcused absences, as defined by the Board; or
- ii) the Director has been found, by the Board, to be consistently working against the goals of the Association.

The Director, who has been served the notice of removal by the Board, shall have the right to appeal the Board's decision within thirty (30) days in a Special General Meeting (Article V Section 2) of the members. Decision of removal of a Director by the Board can be reversed by the affirmative vote of 1/2 of the regular members.

**(b) Removal by the Regular members:** The Regular members of the Association may remove a Director from the Board at any Special General Meeting (Article V Section 2) of the regular members provided that

- i) such removal is effective only upon the affirmative vote of 2/3rd of the regular members;
- ii) quorum of such special meeting consists of 1/3rd of the regular members;
- iii) Request to hold special meeting to affect the removal of Director is signed by 1/4th of the regular members.

The decision of the regular members at such special general meeting shall be final.

### **Section 12 Vacancies and Additions:**

Any vacancy in a Director position, however caused, may be filled by a majority vote of the remaining directors as long as a Quorum of directors remains in the Board and the remaining Directors decide that they need to fill in the position for the proper running of the Association.

If the number of remaining Directors is at least three (3), but less than the Board Size, the remaining directors shall initiate a process for an election. A Director so elected shall remain in office for the duration of the vacant term. The directors shall not fill a vacancy in the manner specified in this section during the ninety (90) day period immediately preceding an annual general meeting.

If the number of Directors falls below three (3), Directors from prior Boards, starting from most recent one, should be requested in order of seniority by age to join the Board to form a Board of at least three (3) members. This Board will be responsible for conducting an early Annual General Meeting (Article V Section 1) within sixty (60) days after being formed. Newly elected Board will complete the remainder of the present term.

**Section 13 Compensation:** Directors, as such, shall not receive any salaries or compensations for their services. They may receive expenses as deemed appropriate by the Board.

**Section 14 Absences:** The unexcused absences, as defined by the Board, of a Director from three (3) consecutive meetings of the Board may be deemed as a cause for removal from the Board.

**Section 15: Signing Contracts:** The Chairperson (Article IV) and the Secretary (Article IV) shall sign all contractual documents of the Association.

**Section 16: Transfer of Records:** The outgoing Board shall furnish all records of the Association at the Annual General Meeting (Article V Section 1) of the Association. All records, assets, cash, bank accounts of the Association and every other charge shall be transferred to the custody of the newly elected Board within two weeks after the conclusion of the election at the annual general meeting.

## **ARTICLE IV OFFICERS**

**Section 1: Officers:** The officers of the Association shall be a Chairperson, a Secretary, and a Treasurer. The Board may elect and/or appoint other officers, including Vice Chairperson, one or more Assistant Secretaries and one or more Assistant Treasurers, as it deems desirable.

**Section 2: Election and Term of Office:** The officers of the Association may be elected or appointed, from within the Board, annually for a one (1) year terms by the Board at a regular Board meeting immediately following an election of Directors (Article VI). New posts may be created and filled at any meeting of the Board.

**Section 3: Removal:** Any officer elected or appointed by the Board may be removed by the Board whenever, in its judgment, the best interests of the Association would be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**Section 4: Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board for the unexpired portion of the term.

### **Section 5: Responsibilities of Officers.**

- A. **Chairperson:** The Chairperson shall perform general coordination and management of the affairs of the Association and of the other officers of the Association. He/she shall preside at all meetings of the Board and see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Board to delegate to any other officer or officers of the Association any specific powers, other than those that may be conferred only upon the Chairperson. He/she shall execute in the name of the Association all deeds, bonds, mortgages, contracts and other documents authorized by the Board. He/she shall be an ex-officio member of all committees, and shall have the general powers and duties of supervision and management usually vested in the office of Chairperson of an Association.
- B. **Secretary:** The Secretary shall attend all meetings of the Board, act as a clerk thereof and record all votes and the minutes of all proceedings. He/she shall perform like duties in other meetings when required. He/she shall give, or cause to be given, notice of meetings of the Board when notice is required to be given under these Bylaws or by any resolution of the Board. He/she shall have custody of the seal to all authorized documents requiring the seal. He/she shall keep the membership rolls of the Association, and in general perform the duties usually incident to the office of Secretary, and such further duties as shall from time to time be prescribed by the Board or the Chairperson.
- C. **Treasurer:** The Treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Association, and shall deposit all funds at hand and other valuable effects in the name and to the credit of the Association in such banks

and depositories as may be designated by the Board, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. The treasurer shall disburse the funds of the Association as may be ordered by the Board and shall render to the Chairperson and Directors at the regular meeting of the Board, and whenever they may be required, accounts of all his transactions as Treasurer and of the financial condition of the Association. The treasurer shall perform the duties usually incident to the office of the Treasurer and such other duties as may be prescribed by the Board or by the Chairperson

- D. ***Delegating Powers to Other Officers:*** In case of the absence of any officer of the Association, or for any other reason that may seem sufficient to the Board, the Board may delegate his/her duties and powers for the time being to any other officer, or to any director.

## **ARTICLE V GENERAL MEETINGS**

**Section 1: Annual General Meeting:** An annual general meeting, hereinafter referred as an “AGM”, should be held by the end of each fiscal year (as defined in Article VIII). If an early AGM is held because of special circumstances detailed in Vacancies and Additions (Article III Section 12), fiscal year end AGM may be cancelled. An election of the new Board will take place in the AGM. In order to allow a 2-week transition period, it is recommended that the AGM be held at least 2 weeks before the end of a fiscal period. Extraordinary circumstances like unavailability of proper venue or lack of quorum (Article V, Section 3) for AGM may be considered to allow an extension by no more than four (4) weeks after the end of the fiscal year.

**Section 2: Special General Meeting:** Special general meeting of the Association, except to request to hold special general meeting to affect the removal of a Director by Regular members or to conduct an appeal by a Director removed by the Board, may be called by the Secretary upon receiving a written petition to the Secretary by at least 1/10th of the Regular Members.

Special general meeting to affect the removal of a Director by Regular members may be called by the Secretary upon receiving a written petition to the Secretary by at least 1/4th of the Regular Members.

Special general meeting to conduct an appeal by a Director removed by the Board may be called by the Secretary upon receiving a written request from the removed Director.

The business to be transacted at the Special General Meeting shall be specified in the notice of such meeting. No other business may be transacted at said meeting.

**Section 3: Quorum:** A 1/3<sup>rd</sup> of the Regular members shall constitute a quorum for the transaction of business at the AGM or Special General Meeting.

**Section 4: Notice of the Meeting:** Notice of the annual or special general meeting shall be given to the members of the Association at least fourteen (14) days prior to the meeting by email and/or by telephone.

The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

**Section 5: Presiding Officer:** The Chairperson of the Board or in his/her absence a Director nominated by the Chairperson shall preside at the general meetings.

**Section 6: Keeping of Minutes:** The Secretary or in his/her absence a director nominated by the Secretary shall keep the proceedings of the meeting in writing.

**Section 7: Rules of Order:** To the extent applicable, Roberts Rules of order may govern the conduct and procedure at all meetings.

## ARTICLE VI ELECTION

### Section 1: Election Commission:

- a. **Appointment:** The Board shall form an Election Commission at least six (6) weeks prior to an election. Appointment of all Election Commissioners shall be completed at least one (1) week prior to the last date of the nomination submission. After that, the Board can only fill up commissioner vacancies.
- b. **Dissolution:** The Election Commission shall be dissolved immediately after the announcement of the official result of an Election.
- c. **Commissioner Eligibility:** Election Commissioner shall be an existing Regular member of the Association.
- d. **Candidacy in the election:** Commissioners, once appointed, shall forego their right to become candidates in the election for which they are appointed as commissioners.
- e. **Commissioner vacancy:** In case of a vacancy in the Election Commission, the Board shall appoint Election Commissioner to fill up the vacancy.
- f. **Responsibility and Power:** All election related matters, as outlined in these bylaws, would be the responsibility of the Election Commission. As such, the decisions of the Election Commission shall be final in all matters concerning elections without any prejudice.

**Section 2: Regular Membership Blackout Period:** The Board shall determine and inform the Election Commission, when it is formed, of a Regular Membership Blackout period and its length, should there be one, during which there shall not be any admission to new Regular membership.

**Section 3: Election of Directors:** Directors shall be elected by a majority of only the Regular members in attendance personally on the polling day(s) of the Association. The election of Directors shall be conducted by secret ballot. Each voter shall be allowed to cast as many votes as the number of vacancies to be filled up in any election. Each voter shall be allowed to cast no more than one vote for any one candidate. The candidate or candidates with the largest number of votes shall fill director vacancies where the number of candidates exceeds the number of vacancies to be filled.

### Section 4: Nomination of Directors:

- a) Any Regular member of the Association may nominate himself or herself for any Director position, provided he or she is at least eighteen (18) years of age.

- b) Nominations shall be submitted in writing to the Chair of the Election Commission or the appropriate designee as outlined by the Election Commission. Nominations and withdrawals for each Board position can be made up to fourteen (14) calendar days prior to the election. Members cannot submit or withdraw their nominations less than fourteen (14) calendar days before the election.

**Section 5: Additional Election Processes and Rules:** Election Commission shall publish additional Election Processes and Rules within thirty (30) days of being formed. These rules, in conjunction with these Bylaws, shall govern all Election related matters.

## **ARTICLE VII EVENTS**

The Board may conduct events for the community such as International Mother Tongue Day, Bengali New Years Day, Victory Day of Bangladesh, Sports, Community Picnic, etc. as needed. The Board shall prepare and publish a calendar of events for its term immediately upon formation of the Board.

## **ARTICLE VIII FISCAL YEAR**

**Section 1:** The fiscal year of the Association shall be a one-year period beginning on the first day of July of a year and ending on the last day of June of the following year.

## **ARTICLE IX FINANCE AND BUDGET**

**Section 1: Budget:** The Board shall prepare the Budget for the fiscal period.

**Section 2: Purchases and Expenditures:** Purchases and Expenditures shall be approved by the Board pursuant to the budget.

**Section 3: Capital and General Expenditure:** Approval of the Board shall be required for any capital and general expenditures exceeding a limit decided by the Board.

**Section 4: Withdrawal:** Withdrawal of funds from the Association Bank Account will require the signatures of the Treasurer and the Chairperson or his/her designee.

**Section 5: Funds:** All Funds generated by and donated to the Association shall go to the general funds. Any fund donated for a specific cause or activity shall be earmarked for that particular cause or activity. Donations, which are consistent with local, state and federal laws, can be accepted.

## **ARTICLE X**



## BOOKS AND RECORDS

**Section 1: Books and Records:** The record of the Association shall consist of its Articles of Incorporation, all federal, state and local government official documents, bylaws and amendments thereto, minutes of all general and Board meetings, register of members, financial documents, tax records, inventories and such other records as shall be designated from time to time by the Board.

**Section 2: Audit of accounts:** Both incoming and outgoing Boards are separately and jointly responsible for conducting a proper audit of the financial state of the just concluded fiscal year consistent with Generally Accepted Accounting Principles (GAAP USA). The incoming and/or outgoing Board shall also determine whether to seek a certified professional to conduct the audit. An audit report should be published upon completion of the audit.

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

**Section 4: Access:** All records of the Association shall be open to all Directors; and by advance approval of at least one Director, to any Regular member subject to appointment of reasonable time and place of examination.

## ARTICLE XI INDEMNIFICATION

The Association may, by resolution of the Board, provide for indemnification by the Association of any and all current or former officers, Directors, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made a party, by reason of having been officers, Directors, or employees of the Association, except in relation to matters as to which such individuals shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

## ARTICLE XII DISSOLUTION

**Section 1: Cause for Dissolution:** The Association shall stand dissolved under any of the following circumstances:

a) Eighty percent (80%) of the Regular Members vote to dissolve the Association at the AGM or at a Special General Meeting called for the purpose of dissolution. If the dissolution motion passes at the AGM, the outgoing Board shall oversee the dissolution process and any election at the AGM will be voided. If the dissolution motion passes at a Special General Meeting, the current Board shall oversee the dissolution process.

b) In a Board election at an AGM, if the number of elected Directors falls short of the Quorum of the Board, an interim Board will be formed with the newly elected Directors and the outgoing

officers at the AGM. If the size of the interim Board does not meet Quorum of the Board, Directors from the prior Boards, starting from the most recent one, shall be requested, in order of seniority by age, to fulfill the Quorum size. The main responsibility of this interim Board shall be to hold a second round of election conducted by an Election Commission, within sixty (60) days after the AGM. If the number of Directors from the first and second round of elections fails to meet the Quorum of the Board, the interim Board, after including newly elected Directors from the second round of elections, shall hold a third and final round of election, conducted by an Election Commission, within ninety (90) days after the second election date. If after the final election, the number of elected Directors fails to meet the Quorum of the Board, the Association shall stand dissolved and the interim Board shall oversee the dissolution process. If and when the Quorum of the Board is fulfilled, the interim Board shall be dissolved immediately and the new Board shall start its term.

**Section 2:** Upon the dissolution of the Association, the Board shall, after the payment of all the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or of the corresponding provisions of any future United States Revenue Law), or to the federal government, or to a state or local government for a public purpose as the Board shall determine.

**Section 3:** No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Association. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Association, the Association shall not carry on any activity not permitted to be carried on (a) by a Association exempt from federal income tax, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or by the corresponding section of any future Revenue Code of the United States of America) or (b) by a Association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States revenue law).

## **ARTICLE XIII AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by at least two-thirds (2/3) of the Regular members at the AGM or a Special General Meeting duly called for the said purpose.

**Section 1:** Upon receipt of a written petition containing signatures of seventy five (75) or 10% of the Regular Members, whichever is higher, the Secretary of the Association will announce a Special General Meeting or make an agenda item at the AGM for the amendment process.

**Section 2:** An amendment committee comprising of at least three Regular members and Directors will be formed by the Board. Amendment committee shall finalize amendment text, amendment process and conduct amendment polling. Amendment Committee may allow online and/or other

voting mechanisms for amendment purpose provided that the quorum is present at a meeting duly called for the said purpose.

**Section 3:** Amendment shall become effective immediately upon approval.

**Section 4:** The Amendment Committee will dissolve immediately after the announcement of the amendment result.

Adopted by the full Board of Directors this \_\_\_\_ day of \_\_\_\_\_, 2007

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