

US-BSO CONSTITUTION

Original Finalized_August 5, 2007
Updated with all Amendments_Jan 2, 2018

US-BSO CONSTITUTION

ARTICLE I: NAME

The name of the organization shall be **US-BANGLADESH SOCIAL ORGANIZATION**, US-BSO, a voluntary non-governmental and non-profit organization.

ARTICLE II: MISSION AND GOALS

MISSION

To promote and enhance the well being of the community through various activities in Bangladesh and United States in particular, and other places if feasible.

GOALS

Organize efforts and implement programs to improve education and health in Bangladesh and US.

Organize and implement actions to instill the heritage, culture and values of Bangladesh and US to the next generation, and encourage acquiring and providing leadership roles in the community.

Organize and conduct charitable activities or solicit charitable contributions for helping needy people of both Bangladeshi and American communities.

Organize and stage cultural activities through the active participation of both Bangladeshi and American communities.

Contribute meaningfully to the community through action-oriented programs in a proactive manner. The activities would include, not limited to, creation of emergency assistance funds for the needy people of both Bangladeshi and American communities.

ARTICLE III: MEMBERSHIP

FOUNDING MEMBERS

The Bangladeshis who are taking part in the formation of this organization shall

constitute the Founding Members of the Organization. The names of the Founding Members are included in the addendum to this constitution.

Patrons

Anyone believing and sharing in the mission and goals of this organization can become a Patron by completing an application and approved by the Board of Founding Members.

ARTICLE IV: ORGANIZATIONAL STRUCTURE

Section 1: Structure

The Organization shall have the following three units:

- The Board of Founding Members
- The Board of Directors
- The Board of Patrons

No founding members or directors or patrons would be compensated financially for their service.

Section 2: The Board of Founding Members

The group of Bangladeshis mentioned by name in the addendum shall constitute the board of Founding members. The future spouse of those founding members who are single or whose spouse is not in United States at present will automatically become founding members as they join their spouse here in the United States. If and when the number of members falls below seventeen, the board of Founding members shall become known as Board of Founding/Core members, and the board as a body shall decide to add at least one new core member, but the total shall never exceed the original number of Founding members.

No more than four new core members can be added in any two year term of a Board of Directors, and the Board of Founding/Core members shall not exceed thirty-five.

Section 3: The Board of Directors

The Board of Directors shall consist of nine members from either the Founding Members or Board of Patrons. The Founding members shall select members of the Board through consensus. If a consensus cannot be reached, the Board shall be selected by an approval of 4/5th of the Founding members. The immediate

past Chairperson shall automatically become Director Member as the ex-officio.

The Board shall create a three member standing committee from the Board of Directors to take and implement decisions during emergency situations, with the Chairperson always as one of the members and the other two selected by the Board, the two serving for one year. The decisions taken and implemented by the standing committee must be communicated to the Board of Directors within two days, and later ratified by the Board.

The Board members can implement their responsibilities by including members from either the Board of Founding members or Patrons. All Board of Directors decisions should preferably be developed through consensus, failing which approval from at least six of the members would be required.

The members of Board of Directors shall be responsible for all their organizational actions to the Board of Founding members. If the Board of Directors fails to perform according to the Constitution, the Board of Founding members shall have the power and right to dissolve the existing Board and constitute a new one. After two years, the Board of Founding members shall select a new Board of Directors, and the selection must be completed at the latest by the second Sunday in the month of September.

The term of the Board shall be for a two-year period, commencing on October 1st, with the term of the first Board beginning on October 1st 2007. Any time a member of the Board is unable or unwilling to continue, the Founding members shall select a replacement at the shortest possible time. The Board shall execute the mission and goals and oversee the day-to-day affairs of the organization. The Board shall organize as follows:

- The Chairperson
- Director of Office Affairs
- Director of Financial Affairs
- Director of Publication/Communication Affairs
- Director of Cultural Affairs
- Director of Education Affairs
- Director of Health Affairs
- Director of Youth and Sports Affairs
- Director Member

The responsibility of the Board members shall be as follows:

The Chairperson

The Chairperson is the chief executive of the Board, and executor of the executive powers of the organization vested in the Board. The Chairperson shall be responsible for the day to day to running of the Organization. All must keep

the Chairperson aware of all activities of the organization at all times.

Director of Office Affairs

The Director of Office affairs shall be responsible for maintaining the official activities of the Organization, including meeting notifications and arrangements. Besides, shall be responsible for all duties incidental to the office and any other duties assigned to by either the Chairperson or the Board.

Director of Financial Affairs

The Director of Financial affairs shall be responsible for all the financial affairs of the Organization. Prepare and maintain all financial reports of the Organization and help present the reports to the members. Besides, shall be responsible for all duties incidental to the office and any other duties assigned to by either the Chairperson or the Board.

Director of Publication/Communication Affairs

The Director of Publication/Communication affairs shall be responsible for all the communications related activities of the Organization, including communication to the members, developing and maintaining a functioning and updated website, publication of annual magazine. Besides, shall be responsible for all duties incidental to the office and any other duties assigned to by either the Chairperson or the Board.

Director of Cultural Affairs

The Director of Cultural affairs shall be responsible for all culture related activities of the Organization, including organizing and presenting cultural functions and events to celebrate and cherish Bangladeshi, US and other cultures. Besides, shall be responsible for all duties incidental to the office and any other duties assigned to by either the Chairperson or the Board.

Director of Education Affairs

The Director of Education affairs shall be responsible for designing, creating and implementing projects and activities for promoting education and awareness. Besides, shall be responsible for all duties incidental to the office and any other duties assigned to by either the Chairperson or the Board.

Director of Health Affairs

The Director of Health affairs shall be responsible for designing, creating and implementing projects and activities for promoting education and awareness.

Besides, shall be responsible for all duties incidental to the office and any other duties assigned to by either the Chairperson or the Board.

Director of Youth and Sports Affairs

The Director of Youth and Sports affairs shall be responsible for all the Youth and Sports related activities of the Organization. Besides, shall be responsible for all duties incidental to the office and any other duties assigned to by either the Chairperson or the Board.

Director Member

The Director Member shall be responsible for assisting the Chairperson and the Board in discharging the duties of the Organization. Besides, shall be responsible for all duties incidental to the office and any other duties assigned to by either the Chairperson or the Board.

Section 4: The Board of Patrons

Any person believing and sharing the mission and goals of this organization can become a member of the Board of Patrons by completing an application and approved by the board of Founding Members, the application to be developed and approved by the Board of Directors. The initial twelve board of patrons members will not be required to fill out the application.

ARTICLE V: FISCAL AND OPERATIONAL YEAR

The fiscal and the operational year of the organization shall begin on October 1st of each year and end on September 30th of the following year.

ARTICLE VI: MEETINGS

Robert's rule of official conduct will be followed at all times in all meetings. The presence of at least 3/5th of appropriate members in a meeting shall constitute quorum for the meeting.

Board of Director's Meeting

The Chairperson shall call at least four meetings in a year and preside over the meetings of the Board of Directors, and shall designate another member of the Board to preside over the meetings in his/her absence. The Chairperson shall have the right to call an emergency meeting and if deemed necessary can include the Founding members.

Board of Founding Members' Meeting

The Chairperson shall call a meeting at the beginning of each fiscal year with the Board of Founding Members to present the financial accounts and apprise them of the major activities of the organization, and seek their approval of all major upcoming projects. Every other year, beginning in 2009, the Chairperson shall call a meeting of Founding members by the second Sunday in September for selection of members of new Board of Directors.

The Board of Founding/Core Members' status shall be classified as active or inactive. Attendance in at least one meeting per term shall be required to maintain an active status, and failure to attend two consecutive meetings shall render the members status as inactive. A member shall lose his/her voting rights during an inactive status. An active status can be restored by attending any following meeting.

Annual Meeting

The Chairperson of the Board of Directors shall inform all the founding members and patrons about the achievements and other relevant happenings of the organization in an annual gathering, no later than the month of September of each year.

Special Meeting

The founding members as a body shall have the right to call a special meeting of the founding and board of directors' members at any time with the approval of at least half of the founding members. They shall inform the members of the reason for the meeting and provide them with the agenda, place and time of the meeting.

ARTICLE VII: RECORDS, ACCOUNTS and AUDITS

The records of the Organization shall consist of its articles of incorporation and amendments, and also minutes of all meetings, register of founding members and patrons, financial documents, and such other records. The records of the organization shall be kept in English or Bengali and shall remain with the Board of Directors.

The Chairman and the Director of Financial affairs jointly shall maintain the bank and other accounts of the organization. The Board of Directors shall complete auditing the accounts of the organization no later than thirty days after the end of each fiscal year, and electronically present it to the Board of Founding members.

All communication relating organizational meetings and decisions must be in the written format, and must be uploaded to the organization's website no later than

one week after decision making, and the Chairperson and Director of Communication affairs shall be responsible for the proper execution of this.

ARTICLE VIII: OFFICE, POST OFFICE BOX, WEBSITE

The Organization shall maintain a physical location as its office, when it becomes financially viable, before which temporary accommodations should be arranged. The Chairperson and the Director of Office affairs shall be responsible for a functional Post Office Box, and the Chairperson and Director of Communication affairs shall be responsible for a functioning and updated Website of the Organization.

ARTICLE IX: AMENDMENTS

A Founding member or a Patron can present any proposed amendment to the constitution in writing to the Board of Founding members. The Founding members as a body shall discuss and make a decision within sixty days after receiving the proposition, and the approval of at least 4/5th of the members would be required for passage of the amendment, and the decision shall be made in writing and sent to the Board of Directors for record keeping. An enacted amendment shall become effective thirty days after approval by the Board of Founding members.

ARTICLE X: REVENUE – FEES AND FUNDRAISING

Annual Membership Fee:

All founding members shall be required to pay an annual membership fee, the amount of such fee to be decided by the board of founding members on an annual basis.

Fundraising:

Solicitations for fundraising are exclusively for helping needy people of both Bangladeshi and American communities. USBSO may engage in fundraising solicitations from individuals, organizations, corporations, foundations or government agencies in the form of a grant or fund.

USBSO must not engage in any external fundraising in order to meet the fiscal needs. USBSO shall not engage in accepting any political or religious donations.

ARTICLE XI: DISSOLUTION

In the extremely unlikely event the Organization needs to be dissolved, the Board of Founding members as a body shall decide and discharge of all the affairs of the Organization. After paying off all liabilities, the surplus fund shall be distributed among the founding members but limited to the maximum of their individual contributions; however, those not wanting their portion of the fund may collectively decide and donate the fund to a worthy non-profit social organization. Any surplus fund above the amount of total individual contributions of all Founding members must be donated to a worthy non-profit social organization.

ADDENDUM

The following twenty-one members having come together and resolved to create an NGO with the above-mentioned Name, Mission, and Goals shall constitute the Founding Members of the Organization.

Ahmed, Ghyasuddin
Ahmed, Nowsheen
Ahmed, Rikta
Amin, Mohammad Miftahul
Amin, Nurul
Chowdhury, Abdur Rahman
Chowdhury, Ferdoushi
Chowdhury, Mahmud
Chowdhury, Nasir
Haseen, Lutfa
Hossain, Mokerrom
Hossain, Sabina
Islam, Nazrul (Deceased)
Kabir, Abuzar
Kabir, Mohammad Humayun
Kabir, Selima
Mokerrom, Nasrin
Sarker, Momtaz
Sarker, Muhammad Abdur Razzak
Shamim, Meherun Nesa
Yousuf, Hasan

The following person by becoming the spouse of a Founding Member is included as a member of the Board of Founding Members:

Sultana, Zakia

The following twelve members shall constitute the initial members of the Board of Patrons of the Organization.

Akter, Parvis
Alam, Momtaz Akter
Alam, Saiful
Alam, Shahin Akter
Alam, Shamsul
Amin, Mohammed Khairul
Amin, Romana
Huq, Ainunnahar
Huq, Shamsul
Kareem, Abu Shahed
Kareem, Fahmida
Sulaman, AKM

- The Board of Patrons was dissolved by a constitutional amendment on July 21st 2013, as detailed below in this document.

Amendment to Articles of Incorporation (organization)

The Articles of Organization is being amended to include:

(A) That US-Bangladesh Social Organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(B) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(C) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

This Amendment is effective the 5th day of December 2012 and approved by the Board of Founding members.

US-BSO Constitutional Amendments

The following amendments to the US-BSO Constitution were duly discussed, voted on and adopted in a meeting of the Founding members on September 26th 2009, in accordance with the criteria as set out in the US-BSO constitution.

- The name of the position of Director of Office Affairs in the Board of Directors shall be changed to General Secretary.
- Two new positions of “Director Member” shall be added to the Board of Directors.
- New positions of advisor to the following positions, which are non-voting, shall be added to the Board of Directors.

Advisor to General Secretary

Advisor to Director of Financial Affairs

Advisor to Director of Publication/Communication Affairs

Advisor to Director of Cultural Affairs

Advisor to Director of Education Affairs

Advisor to Director of Health Affairs

Advisor to Director of Youth and Sports Affairs

The following amendments to the US-BSO Constitution were duly discussed, voted on and adopted in a meeting of the Founding members on April 21st 2013, in accordance with the criteria as set out in the US-BSO constitution.

- The phrase “Board of Founding Members” shall be replaced by the phrase “Board of Founding/Core Members”.

The following amendments to the US-BSO Constitution were duly discussed, voted on and adopted in a meeting of the Founding/Core members on July 21st 2013, in accordance with the criteria as set out in the US-BSO constitution.

- The total number of founding/core members shall not exceed thirty-five (35) and shall not fall below sixteen (16). If and when the number falls below sixteen (16), it will automatically trigger an action by the board of founding/core members to add new core member or members at the earliest feasible time to bring the total number of founding/core members to at least sixteen (16).

- The total number of new core members added in an executive committee term (2 years) shall not exceed four (4). However, more than four (4) members can be added if needed to bring the total number of founding/core members to at least sixteen (16).
- A founding/core member failing to attend, either physically or through electronic media, three (3) consecutive board of founding/core members meetings shall lose his/her voting rights and shall be deemed inactive. Subsequently, two (2) consecutive founding/core members meetings attendance shall be required to restore voting rights and active status. This is effective retroactively.
- The Board of Patrons is dissolved effective immediately.

The following amendments to the US-BSO Constitution were duly discussed, voted on and adopted in a meeting of the Founding/Core members on December 21st 2013, in accordance with the criteria as set out in the US-BSO constitution.

- The word “Patron” shall be replaced by the word “Founding/Core”.

The following amendments to the US-BSO Constitution were duly discussed, voted on and adopted in a meeting of the Founding/Core members on March 1st 2014, in accordance with the criteria as set out in the US-BSO constitution.

- A new position, “Director of Food Management”, shall be added to the Board of Directors.

The Director of Food Management shall be responsible for all the food related activities of the Organization. Besides, shall be responsible for all duties incidental to the office and any other duties assigned to by either the Chairperson or the Board.

Since adding this position shall make the total number of members as 12, an even number, in the Board of Directors, the Chairperson or the presiding member in a meeting, shall break the tie in case of a voting tie.

The following amendments to the US-BSO Constitution were duly discussed, voted on and adopted in a meeting of the Founding/Core members on March 8th 2015, in accordance with the criteria as set out in the US-BSO constitution.

- The US-Bangladesh Social Organization (US-BSO) requires its founding/core members to be actively involved in all the activities of the organization at all levels, including regularly attending and participating in the board of founding/core members meetings. In that spirit, a founding/core member, failing to attend either physically or through electronic media, or failing to inform the Chairperson of the Board of

Directors of non-attendance before the meeting and assigning the proxy vote to another founding/core member, three (3) consecutive board of founding/core members meetings shall be deemed to be permanently inactive and to have forfeited his/her position and his/her name shall be permanently removed from the list of founding/core members.

- This amendment overrides the amendment that was adopted on this matter by the Board of Founding/Core Members on July 21st 2013. This amendment is retroactively effective from that date.

The following amendments to the US-BSO Constitution were duly discussed, voted on and adopted in a meeting of the Founding/Core members on November 27th 2015, in accordance with the criteria as set out in the US-BSO constitution.

- All the members of the Founding/Core and Board of Directors are expected to act and behave both within and outside the organization and in the larger community in a manner consistent with accepted and ethical norms of the community and society at large, and refrain from any activity that has the potential to portray negatively on the organization and the larger community. Any and every infraction shall be dealt with immediately and severely, and the Board of Founding/Core members shall adjudicate appropriate punishment for such behavior in due time, up to and including, expulsion from the organization.
- The immediate past president shall be a member of the three (3) person standing committee.

The following amendments to the US-BSO Constitution were duly discussed, voted on and adopted in a meeting of the Founding/Core members on May 22nd 2016, in accordance with the criteria as set out in the US-BSO constitution.

- If needed and agreed to, more than one advisor to a position in the Board of Directors can be added.
- The fiscal year of the organization shall be changed from October 1st to September 30th, to January 1st to December 31st.
- The Board of Directors annual term shall be changed from October 1st to September 30th, to January 1st to December 31st. Each Board of Directors has a two year term.

Date: 12/28/2017

Due to changing circumstances in our Bangladeshi community and USBSO, the following amendments to the USBSO Constitution were duly discussed, voted on and adopted in a meeting of the Founding/Core members on December 28th 2017, in accordance with the criteria as set out in the USBSO Constitution.

The total number of new core members added in an executive committee term (2 years) shall not exceed (4), and the limit of total number of founding/core members to thirty-five (35), are hereby rescinded. Going forward, there will be no such limits, and USBSO can add any number of core members as needed, and at any time.