

**Articles and By-Laws of
"Bangladeshi Expatriate Society Of Texas (BEST)"**
(a non-profit corporation in the State of Texas.)

(Written by: **Mamun Mehdi** Date:05/10/2010)

PURPOSE

To be the premiere organization for Bangladeshi Americans living in Texas by helping community members with social service, supporting their assimilation into mainstream American society, fostering an environment of unity & promoting & preserving Bangladeshi culture & heritage.

Articles(1)

NAME, VIEWS, DEFINITIONS AND GOALS

Section 1 - Name: The name of the organization shall be "Bangladeshi Expatriate Society of Texas (BEST), herein referred to as the Society.

Section 2 - Views : The Society will be a non-profit as well as a non-political organization.

Section 3 - Definition: Texas - the areas as defined by the State of Texas.

Section 4 - Goals: The goals of the Association shall include, but not limited to, the following:

- (A) Strengthen and perpetuate the Bangladeshi culture, tradition, heritage and language.
- (B) Fostering an environment of unity
- (C) Support and help fellow members in their effort to assimilate with the mainstream American society while preserving their own heritage.
- (D) Promote social, cultural and recreational activities.
- (E) Conduct charitable welfare's as needed and deemed appropriate by the Executive Committee.
- (F) Serve as a platform for exchange of information and views on matters of interest to its members.
- (G) Represent members to any local, state or federal authority, when appropriate.

Section 5 Address: The registered office address of the Society is

8224 Ithaca Dr. Arlington Tx 76002.
Tell: 817 300 7407
Email: BestDfwUSA@gmail.com

Article (2)

MEMBERSHIP TYPES, REQUIREMENTS, FEES, RIGHTS AND PRIVILEGES

Section 1 - Membership:

Membership will be open to all who fulfills the requirements of the Society as outlined in Article 2 Section 3.

Section 2 - Categories:

There will be primarily two types of memberships – Regular and Honorary.

A. Regular Membership will have the following Categories:

- (1) Student
- (2) Single Adult
- (3) Family
- (4) Lifetime Single
- (5) Lifetime Family

B. Honorary membership will have the following Categories:

- (1) Individual
- (2) Organization

Section 3 - Membership Requirements

A. Regular Membership: Regular membership will be open to all who fulfills the following requirements:

1. A person shall be a Texas resident of age 18 years or older.
2. A person shall apply for membership using an approved Membership form.

3. Acceptance of membership has to be approved by a simple majority of the Executive committee Members. If rejected, the applicant shall be provided with written reasons with documented proof, if any. As long as the applicant follows the procedures as outlined for membership, no one can be denied membership unless the applicant is a convicted felon.
4. Shall pay the prescribed membership fee and renewal fee, if any, as determined every year for regular members by the Executive committee.

B. Honorary Membership: A person or an organization who is deemed to have provided distinguished service or significant support to the Society, or is expected to provide such service or support in the future.

1. Honorary membership may be awarded by the Executive Committee
2. Membership becomes official after being approved by a simple majority of Regular members.
3. Membership will be valid for two years unless renewed as in Article 2 Section 3(B).

Section 4 - Membership Fees:

Membership Fees, if any, will be determined by the Executive Committee and approved at a general meeting of the regular members.

- A. Membership fee, if any, will be due by December 31st for the following year.
- B. For new members, Membership fees may be prorated.
- C. For renewals, membership fee shall be due in

full, unless waived by the Executive Committee.

(D) Membership fee shall be non-refundable.

Section 5 - Membership Privileges:

- A. Members shall have voting rights in the affairs of the Society, including the election of the Executive Committee. This voting right also extends in other areas as mentioned in these articles of the Society.
- B. Except for the very first year the society is formed, regular members shall attain voting rights only after the first full year of membership. Membership date is counted from the day the application for Membership has been submitted regardless of when the application was approved. A simple majority of the Executive Committee may waive this voting privilege restriction.
- C. Membership tenure is lost if membership fee is six months past due. Unless all past due fees are paid in full, an ex-member will start a new one if wishes to be a member again. Voting rights of the ex-member who signed up again without paying past dues will have to wait one full year before eligible to vote as outlined in Article 2 Section 5 Clause (B).
- D. The regular members of the Society can expel any or all members of the Executive Committee provided more than 67% percent of the members sign a petition to do so. As soon as the Executive Committee members are notified by registered mail with the documented proof of the regular members' intention to dissolve them, the Executive Committee will in essence be considered dissolved. Any and all bank accounts, website accounts, all papers related to the society and all properties of the Society must be handed over to the designated person within twenty four hours of such receipt. It will be the responsibility of the President and the Treasurer to meet with the designated person as identified in the petition by the Regular members and handover all properties of the Society.
- E. If thirty three percent of the members of the organization ask the Executive Committee to put an issue for voting, the Executive Committee shall arrange

for the issue to be taken up in the next general meeting, or at an urgent general meeting if the Executive Committee desires.

- F. Members can override and even expel any and all members of the Executive Committee as prescribed in these articles at any time with at least sixty seven percent of the regular members' documented vote. Executive member(s) can also be expelled by a simple majority of the members in attendance during a general meeting.
- G. Members shall receive a copy of the Articles and Bylaws of the Society and the Secretary will keep documented proof of providing such receipt.
- H. A member may withdraw his/her membership by a written notice or email on record to the Executive committee.
- I. A member may be terminated, censored, suspended or expelled from the Society, for participation or involvement in any documented activity detrimental to the interest of the society, by a simple majority of the Executive Committee member's vote, provided this measure is approved by the simple majority of the regular members within the next ninety days.

Articles(3) FINANCE

Section 1 - FISCAL YEAR: Fiscal year shall be from January 1st to December 31st.

Section 2 – FINANCIAL STATEMENT: The Executive Committee shall update the financial statement of the Society at the end of every quarter. Quarter ending financial statements shall be ready by no later than after the 25th day of the ending of the quarter.

Section 3 – The Executive Committee shall provide a copy of the latest quarterly financial statements to all members on record either via email or postal mail. Documented proof of mailing must be maintained for at least three years.

Section 4 – Bank Accounts:

- A. All checks shall be signed by any of the two officers who

are either the President, the Treasurer or the Secretary.

- B. By a simple majority, members of the Executive Committee can take away the check signing authority from either the President and/or the Treasurer, and/or the Secretary, or any combination thereof, and can reassign this authority to any of the Executive Committee member(s).

Articles(4) EXECUTIVE COMMITTEE:

Section 1 - Executive Committee Structure:

The Executive committee of the Society shall have the following elected positions:

1. President:
2. Vice President:
3. General Secretary:
4. Asst.General secretary:
5. Finance Secretary:
6. Cultural Secretary:
7. Organizing Secretary:
8. Social Welfare Secretary:
9. Executive member:

Section 2 – Responsibilities of the Executive Committee

- A. The Executive committee shall be the chief policy making

body of the society.

- B. The executive committee shall approve annual budget
- C. The Executive Committee shall draw up annual plans and activities of the Society.
- D. The Executive Committee shall publish the state of finance or quarterly finance report of the Society as stipulated in Article 4 Section 2, distribute it electronically among the members on record, and keep documented proof of the distribution to each member.
- E. The Executive Committee shall call for a general meeting within thirty days of the quarter ending date. Members shall be notified electronically of the meeting venue and time at least thirty days prior to the general meeting, and the notification of such should be documented and preserved for at least three years.
- F. The Executive Committee shall meet at least once every ninety days. If any emergency meeting is called, it will satisfy this requirement.
- G. It shall be the responsibility of the Executive Committee to conduct the affairs of the Society as outlined in these articles and by-laws of the Society.
- H. It shall be the responsibility of the Executive Committee to maintain and preserve all documents of the past and present, especially conduct the affairs of the Society as outlined in these articles and by-laws of the Society.
- I. At the end of the term, all of the properties of the Society shall be handed over to the newly elected Executive body by 5:00pm, December 31st at the latest.
- J. The outgoing Executive team shall state in an itemized fashion all properties including documents they are handing over to the newly elected team as stipulated in Article 4 section (I).
- K. The outgoing Executive Committee shall start the transition by December 1st and complete it by noon

December 31st.

Section 3 – Rights, Standings, and Importance of Each of the Executive Members:

- A. Each and every member of the Executive shall understand that they work as a team and none is more powerful than the other since each member carries only one vote.
- B. Each member understands that they all have equal rights and time wise equal voice in the Executive Committee; the only difference is the duties and the responsibilities among the different executive committee members.

Section 4 – Duties and Responsibilities of the Officials:

The duties of the officers of the Society as outlined in Article (4), Section 3 cannot be curtailed or taken away unilaterally unless as specifically prescribed here by the Articles of the Society or by a simple majority of the Executive Committee members provided the decision is validated by a documented simple majority of the regular members on record.

(A)The president shall be the chief executive officer of the Society. The president shall chair meetings and primarily be responsible for networking with the outside entities that will enhance the stature of the Society. The President shall prepare a half-yearly report of his activities and inform the regular members electronically.

(B)The Vice president shall assist the president in all activities and shall carry out the President's functions in the absence of the President or when authorized by the President.

(C)The General Secretary shall be responsible for all administrative matters including keeping minutes of the meeting & coordination in the execution of decisions made by the executive committee. The General Secretary shall also prepare & present an annual report at the annual general meeting. The General Secretary shall be the keeper of all records.

(D)The Cultural Secretary shall be primarily responsible for the coordination of the cultural events of the Society with the help of the other executive committee members and be responsible for planning and promoting the cultural exchange at large. Budgeting for the event shall be the responsibility of the Cultural Secretary, and the Executive Committee as whole shall be the approving body. Once the decision is made to organize an event, an appropriate budget shall be approved and funds committed for the successful completion of the event.

(E) The Finance secretary shall be responsible for all financial matters such as collecting membership fees, if any, or donation or any other revenues and keep records of existing members updated. Be responsible to make quarterly and year end financial statements.

(F)The Organizing Secretary shall be responsible for making membership drive, provide logistical support for all events, and introduce the Society to outside entities. In addition to that, the Organizing Secretary may also act as a Public Relations Officer of the Society as well as the designated officer for media relations.

(G)The Social Welfare Secretary shall be responsible for any social activities that will enhance the quality of life of the membership in particular and the community in general. Examples of the social activities could be but not limited to free clinic programs, Bangla School, Seminars, Picnics, and camping. If for an event any confusion arises as to who will lead the event – Cultural Secretary or the Social Welfare Secretary – the Executive Committee will decide in those circumstances where the distinction could be blurry and not very well defined.

(H) Like any other member of the Executive Committee, the Executive Member also carries one powerful vote and, if desired, can have his voice heard for the equal amount of time as any other Executive Member, including the President's, during the Executive Committee meeting. Except for the position of the President, The Executive Member will automatically fill in the position left vacant by an early departure of an Executive member from the Executive Committee. Any of the Secretaries, including the Vice President, shall relegate his or her responsibility to

the Executive Member if unable to perform duties for a short term, which is not to be more than ninety days. This situation may arise if any Secretary or the Vice President has to take leave of absence due to vacation or other personal emergency matters. The Executive Member will assume all duties and responsibilities of the assumed position.

Section 5 – TERM:

Each member of the Executive committee shall be elected by the regular members by the general body of the regular members for a term of two fiscal years.

Section 6 – TERM LIMITS:

An elected official can be re-elected for the same position for one more term only. After the official serves for the second term, he or she, however, can serve in different positions in the executive committee but not in the position he or she already served twice. This Term Limit restriction as described in this Section can be overridden as prescribed by Section 7(G) of Article 6.

Articles (5)

ELECTION COMMISSION (EC)

Section 1 : Members: The Election Commission will comprise of three members.

Section 2 : Formed When: The Election commission shall be formed by the last Sunday of October of the election year.

Section 3: By Whom: The three member Election Commission shall be formed during a general meeting of the regular members. The members present at the general meeting shall elect the each member of the election commission by a simple majority vote.

Section 4: Nomination: Whoever wishes to serve as an Election Commissioner shall self nominate.

Section 5: Disqualifications:

- A. Anyone who currently is or was a member of the Executive Committee in the last twelve months is disqualified to be an Election Commissioner.
- B. Anyone under eighteen is disqualified to be an Election Commissioner.
- C. Anyone who hides the fact of being an officer of another non-profit organization(s) is grounds for disqualification or an automatic disqualification, if elected.

Section 6: Stand-By Election Commissioner: A fourth stand-by Election Commissioner will also be elected as outlined in Section 2, Section 3, and Section 4 of Article 5.

Section 7: Ranking: There shall be no senior or junior ranking of the election commissioners. Each shall be equal in ranking to any of the other commissioners.

Section 8: Inability to Perform Duty:

- A. If for any reason, an Election Commissioner resigns or is unable to perform his/her duties for his/her own personal reasons, that position shall be filled by the stand-by Election Commissioner who was elected by the prescribed method as outlined in Section 6 of Article 5.
- B. In the event more than one is unable to perform duties, the other Election Commissioners shall be appointed by the Advisory Committee.

Section 9 – Tenure:

- A. Once elected at the general meeting, the Election Commissioners' tenure starts immediately and ends with the formal handover of all bank accounts, and internet related accounts to the newly elected Executive Committee.
- B. No Election Commissioner can be removed from the election commission unless a resolution is passed by at

least sixty seven percent of the regular members of the Society who are in good standing.

- C. During tenure, the Election Commission works as a completely independent entity.
- D. The election should be held by the first Sunday of December or earlier.

Articles (6)

ELECTION:

Section 1: The Election Commission as formed under the Article 7 of this Society shall be in charge of conducting the Executive Committee Election.

Section 2: Frequency: Election for each of the elective positions shall be held every two years.

Section 3: When: Election shall be held by the last Sunday of November at the latest.

Section 4: Where: The Election Commission shall decide the venue where to hold the election.

Section 5: The Election Commission solely shall decide how the election is to be conducted in a democratic way.

Section 6: Dissemination of Information:

- A. The Election Commission is prohibited from disseminating any election related information or procedure to one or more candidates unless it is relayed to all candidates at the same time.
- B. The Election Commission is prohibited from answering any election related question(s) verbally unless each and every candidate for the office of the Executive Committee is present there.
- C. In the event when all candidates cannot be brought

together for the dissemination of information, then the information can be given electronically to all.

- D. Documented proof of violation of any of the Sections of Article 6 by an Election Commissioner shall result in the automatic dismissal from the Election Commission.

Section 7: Requirements for Candidates for the Executive Committee

- A. Self Declaration: A member must declare him/herself as a candidate for the Executive Committee by filling out a prescribed form and the required fee within the specified time as set by the election commission.
- B. Affirm: The candidate must affirm in no uncertain terms that he/she will not sue the election commission, or any of its members, for any reason whatsoever. The candidate will also pledge that he/she will not authorize any person or entity to sue the election commission on their behalf for any reason whatsoever. The election commission shall provide this provision [Section 7(B)] in the prescribed form where the candidates will affirm said pledges and notarize their statements.

(C) Except for the very first two years of the existence of this Society, anybody who has been a regular member of the Society for at least one year prior to the election date will be eligible to be a candidate for any position of the Executive Committee.

(D) Affiliation: A regular member of the Society will not be eligible to run for any elected position while a member of the executive committee of another non-profit organization which serves primarily the Bangladeshi community in the Dallas Fort Worth Metro area due to possible conflict of interest. If however, the executive committee member resigned from the other organization at least one year prior to the election of this society, then he/she will be eligible. This one-year period may be reduced by a simple majority vote of the regular members or a simple majority vote of the Executive Committee members.

(E) Both spouses of a family cannot run for any position at the same time; only one may participate as a candidate.

(F) A regular member whose spouse is an official of another

non-profit organization which serves primarily the Bangladeshi community in the Dallas Fort Worth Metro area, cannot be a candidate for the Executive Committee due to possible conflict of interest.

(G) A member who was elected twice cannot be a candidate for the same office of the Executive Committee unless he or she is a write-in candidate by at least sixty seven percent of the regular members, and the candidate follows all the other Sections of Article 5.

Articles (7)

Advisory Committee:

The Society may have any number of advisers as selected and voted upon by a simple majority of the Executive Committee members. The role of the advisers will be limited to advising only. Acceptance and implementation of the advice rendered will be determined by the Executive Committee only.

Articles(8)

Corporate Directors

The Society will have 3 Directors which are selected and voted upon by a simple majority of the Executive Committee members. The role of the directors will be limited to correspondence with state and IRS only. They can be replaced every fiscal year.

Articles(9)

Chairman