

**CONSTITUTION OF BANGLADESH ASSOCIATION OF PHOENIX**

*In the name of God, the most Gracious, the most Merciful*

In order to maintain a separate religious and cultural identity of the Bangladeshis living in the Metropolitan Phoenix area and to educate their progenies about their religious and cultural values the, Bangladeshis of this community has decided to form an Association. This association will be governed by the following articles.

**ARTICLES OF INCORPORATION**

*First*

**NAME OF THE CORPORATION**

The official name of the association will be **Bangladesh Association of Phoenix, Inc.** (hereinafter referred to as "The Corporation" or as "The Association"

*Second*

The Association shall be a non-political, non-profit, social and cultural organization. It will only conduct lawful affairs for which federally tax-exempt, non-profit organizations may be registered, under the laws of the State of Arizona.

*Third:* The following provisions shall define, limit, and regulate the powers of the Association and of its Directors and Members.

(A) The Association is organized exclusively for tax-exempt purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws). The Association will not be involved in any activity that are not allowable by an organization (a) exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) or, (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

(B) The Association will not have any capital stocks or dividends. All earnings of the Association will be used to further the purposes of the Association. No part of the earnings will be used for the benefit of, or be distributable to its members, associate members, Board of Directors members, or other private persons. The Association may pay reasonable compensation for services rendered, and make payments and distributions to further the objectives described in Article 3.

(C) Upon the dissolution of the Association, the assets of the Association will be used for covering the liabilities of the Association. The remainder of the assets will be distributed to charitable, educational and scientific organizations organized under Sections 301(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Laws).

*Fourth*

The activities and business of the Association shall be managed or conducted in accordance with the provisions of its by-laws, provided the by-laws are not inconsistent with the provisions of these articles of Incorporation or contrary to the laws of Arizona or of the United States.

Fifth

Membership of the Association shall be open to all persons without regard to nationality, race, religion or place of residence, who subscribe to the Association objectives and abide by the provisions of the Articles of Incorporation and the By-laws, and pay membership dues. Only paid members shall have the right to vote, contest elections and hold office. Members may be censured, suspended, or removed from membership for reasons and through procedures specified in the by-laws. The Association reserves the right to deny membership to any person who is considered to have been involved in any activity detrimental to the Association's interests, or wanted by the law enforcement authorities of a constitutional government for any kind of criminal offense.

Sixth

The activities and affairs of the association shall be managed by a Board of Directors. The number of Directors constituting the Board of Directors shall not be less than six nor more than fifteen, as shall be specified in the by-laws. Directors shall be elected by the General Body of members.

Seventh

The private property of the members of the Board of Directors of the Association shall not be subject to payment of corporate debts to any extent whatever

Eighth

The Association shall indemnify any member of the Board of Directors of officers or former member of the Board of Directors or officers of the Corporation, or any person who may have served at its request as a member of the Board of Directors against expenses actually incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such a member or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification provided by this article Eighth shall not be deemed exclusive of any other rights to which such member of the Board of Directors or officer may be entitled under any by-law, agreement, vote of the Board of Directors or otherwise.

Ninth

The Association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in any manner now or hereafter prescribed by statute.

Tenth

The duration of the Association shall be perpetual.

IN WITNESS HEREOF, the undersigned, being duly authorized, have executed the foregoing Articles of Incorporation, and hereby acknowledge the same to be their act.

Phoenix, Arizona  
March , 1997

Syed Mozammel Huq

Nurul Huq

Aminul Islam

Halima Hussain

Zaid Chowdhury

Mahbub Rahim

Fahmida Masud

BANGLADESH ASSOCIATION OF PHOENIX, INC.

BY-LAWS

These by-laws of the Bangladesh Association of Phoenix, Inc. (hereinafter referred to as the "Association" or "The Corporation" adopted on \_\_\_\_\_, 1997 shall be read in conjunction with, and as subsidiary to, the Articles of Incorporation of the Association.

*Article 1*

Section 1.1

OBJECTIVE

The purpose of the Association will be to serve the best interest of the Bangladeshi community living in the United States or in Bangladesh. The activities of the Association will include but not be limited to:

- a) sponsoring educational activities for the community
- b) celebrating different national occasions of Bangladesh in a manner fit for these occasions
- c) promoting unity and joint activities among Bangladeshis in this and other communities
- d) publishing newsletters, and bulletins to serve the community
- e) promoting technology and information transfer (allowable within legal bounds) to Bangladesh
- f) making arrangements to send assistance to Bangladesh in the event of natural disasters, or in the event of national needs
- g) promoting a positive image of Bangladesh among the local society
- h) providing assistance to those who arrive in Phoenix for higher education or work
- D) promoting friendship and cooperation between Bangladeshi community, and other local communities.

Section 1.2

Business and Fiscal year

The business and fiscal year shall be from January 1 through December 31

Article 2

MEMBERSHIP, ANNUAL DUES AND DONATIONS

Section 2.1

Each year the Board of Directors shall determine Membership fees for regular members for the next business/fiscal year. The Association will collect annual membership fee from the members and the associate member to defray the operational expenses of the Association.

Section 2.2

The deadline for payment of yearly dues by members and associate members will be March 31. If a person newly joins the Association after March 31, his/her dues will be prorated for the remainder of the year. If annual dues are not received by March 31, the membership, or associate membership of that person will be canceled for that year, and all the privileges described in Articles 4 and 7 will be discontinued.

Section 2.3

The Association may collect monetary donations to further the objectives of the Association, as enunciated in Section 3.1, from anyone willing to make a contribution.

Section 2.4

The Association may collect proceeds from advertisements in newsletters, sale in any event, and through sale of any investments to further the objectives of the Association.

Section 2.5

Any member in good standing, or associate member in good standing, or any person who has made a monetary contribution to the Association during a year, will have the right to inspect the books of the financial records provided that he/she has given a notice of 14 days to the Treasurer.

Article 3

## BOARD OF DIRECTORS AND ITS DUTIES

Section 3.1

The Board of Directors will have the following seven members:

- a) President
- b) Vice-president
- c) Treasurer
- d) General Secretary
- e) Director of Programs
- f) Director of Communication
- g) Director of Community Affairs

The Board will draw up a set of operational procedures to guide itself and follow standard parliamentary procedures in conducting Board meetings. The Board will abide by, and enforce the provisions of the constitution.

Section 3.2

The President will be the chief executive of the Association. The President chairs Board meetings, and represents the organization to outside bodies. He/she will also preside over the general meetings of the Association.

Section 3.3

The Vice-president will assist the President, in every possible way, in performing his/her duties. His/her responsibility shall be, but not limited to, to act as the chief liaison between the Board of Directors and the election commission. He/she will prepare the annual report of the Association and present that to the general members and associate members at the end of the term. He/she will chair the meetings in the absence of the President or when the President is unable to be present. In the event the position of President falls vacant, the vice-president shall take over as the acting President.

#### Section 3.4

The Treasurer will be responsible for maintaining the financial records of the Association. His/her responsibility will include, but not be limited to, dealing with the Internal Revenue Services regarding tax affairs. The treasurer will also maintain and operate an account with a local bank. The signature card of the bank account will be signed by the President, the Vice-president, the Treasurer, and the Director of Administration. At least two signatures will be required to withdraw money from the account when the draw down exceeds US\$100.00. The Treasurer may form sub-committees, headed by himself/herself, from the members, in good standing, and associate members in good standing, to help in performing his/her duties.

#### Section 3.5

The Director of Administration will be in charge of the administrative matters of the Association. His/her responsibility will include, but not be limited to, to maintain an updated database of all the members and associate members. He/she will act as the member secretary of the Board of Directors and will write and keep minutes of the meetings of the Board of Directors or general the general body. He/she will be responsible for informing the Board of Directors members of the meetings of the Board of Directors. The Director of Administration may form sub-committees headed by himself/herself, from the members, in good standing, and associate members in good standing, to help in performing his/her duties.

#### Section 3.6

The Director of Programs will be responsible for organizing the educational, cultural, and social programs of the Association. His/her responsibility will include, but not be limited to, coordination of activities chalked out by the Board of Directors at the beginning of the term. The educational, cultural, and social activities should reflect the culture of Bangladesh. The Director of Programs may form sub-committees, headed by himself/herself, from the members, in good standing, and associate members in good standing, for organizing any particular event.

#### Section 3.7

The Director of Communication will be responsible for all publications of the association. The types and nature of these publications will be decided by the Board of Directors at the beginning of the term. The Director of Communication may form sub-committees, headed by himself/herself from the members in good standing, and associate members in good standing, to help in performing his/her duties.

#### Section 3.8

The Director of Community Affairs will act as a liaison between the Board of Directors, and the local community. He/she will be responsible for conducting opinion surveys among the members, and associate members, regarding, what they want the Association to do within the bounds of this constitution. The frequency of these surveys will be decided by the Board of Directors at the beginning of the term. His/her responsibility shall will also include coordination of assistance programs that can be offered to the new Bangladeshis coming to Phoenix. The Directory of Community Affairs may form sub-committees, headed by himself/herself, from the members in good standing, and associate members in good standing, to help in performing his/her duties.

Section 3.9

If any position of the Board of Directors member, except that of the President, is vacated, the position will be filled by the President, subject to the ratification by a two-thirds majority of the existing Board of Directors members.

Section 3.10

In the event the position of the President is vacated, the vice-president shall assume the powers and responsibilities of the President, and complete the term until the new Board of Directors is elected. The position of the Vice-president shall, then be considered vacant subject to provisions in Section 3.9.

Article 4

## ELECTION OF THE BOARD OF DIRECTORS

Section 4.1

The Board of Directors shall be elected by the direct vote of the members in good standing only.

Section 4.2

The election will be conducted by an independent Election Commission comprised of at least three members, however no more than 5. The election Commission will be appointed by the existing Board of Directors at least one month prior to the expiration of its term. One Chairperson and two members of the Election Commission will be selected from the following:

- a) An ex-president
- b) An ex-Board of Directors member
- c) a member in good standing

Section 4.3

At least one month before the end of the current term, the Election Commission will invite nominations for the positions of the Board of Directors by mail or in the general meeting from the member in good standing. Nomination papers will be accepted by the commission for a period of three weeks after the mailing of the announcement.

Section 4.4

Any member in good standing can nominate himself/herself for a position by filing a nomination paper.

Section 4.5

Any member, in good standing, can be nominated by any other member in good standing, with written or verbal consent from the nominee. A person may give consent for multiple positions.

Section 4.6

After the nomination paper submission deadline, the Election Commission will review the nomination papers, and verify the consent of the nominees to participate in the election process. Within three weeks of nomination paper submission deadline, the Election Commission will mail a final list of candidates and an approved ballot paper with return envelop to all members in good standing. Members will be asked to return the ballots within two weeks of the mailing date.

Section 4.7

After the expiration of the ballot return date, the commission will count the votes and make the results public within two weeks through a news bulletin or in a gathering, as deemed appropriate by the Election Commission.

Section 4.8

In the event that two or more candidates for the same position have received the same number of votes, the Election Commission shall arrange for a tiebreaker election with the members, in good standing, as the voters, unless one or more candidates withdraw in favor of a single candidate.

Section 4.9

In the event that there is only one candidate for a position, that candidate will be announced as elected unopposed when the final list of candidates is published. In the event that there is only one candidate for each position, the candidates will be declared as elected unopposed, and the ballot process will be considered redundant.

Section 4.10

In the event that there is no candidate for a position, or some positions, the Election Commission will work with all nominees with multiple position candidacy, and seek voluntary change of nomination for the open position, or positions. If no candidate is finally found for any position, or positions, the commission will conduct the election for the rest of the positions. The newly elected Board of Directors will appoint a person, or persons, from the members, in good standing, to fill in that position, or those positions.

Section 4.11

In the event that there is no candidate for any position of the Board of Directors, the Election Commission will request the existing Board of Directors to perform for another term. If the existing Board of Directors declines, the Election Commission shall take over the financial and legal responsibilities of the Association from the existing Board of Directors at the end of the term. The commission will work only as a caretaker Board of Directors and will be required to perform minimal financial and legal obligations of the Association to sustain its status. The caretaker Board of Directors will undertake the election process as described in the Sections 4.1 to 4.7 and hand over the responsibilities to the newly elected Board of Directors as described in the Section 5.1. In the event that no candidates are found for any of the position again, the caretaker Board of Directors shall have the option to formally dissolve the Association following the process prescribed by Arizona Corporation Commission, and fulfilling the financial obligations, as described In the Articles of Incorporation Section third C.

Article 5

## TERM OF THE BOARD OF DIRECTORS

Section 5.1

The Board of Directors shall be elected for a period of two years, with the exception of the situation described in Section 4.11. The newly elected members of the Board of Directors will assume office on January 1, and serve until December 31 of the subsequent year.

Section 5.2

No member will be eligible to serve in the same position for more than three consecutive terms.

Article 6

MEETINGS

Section 6.1

The Board of Directors will meet at least once in every three months to review the progress of the activities of the Association, and to chalk out strategies to implement various programs and plans. The quorum for the Board of Directors meeting will be four members.

Section 6.2

There will be at least two general meetings in every term to promote communication between the members/associate members and the Board of Directors. The quorum for the general meeting shall be one-third of the total number of members in good standing and associate members in good standing.

Section 6.3

Different sub-committees will meet as frequently as decided by the respective Board of Directors member heading the sub-committee.

Article 7

RIGHTS OF THE MEMBERS AND ASSOCIATE MEMBERS

Section 7.1

Any member, or associate member, may submit written, or verbal, suggestions regarding the activities of the Association to any member of the Board of Directors. The Board of Directors shall consider the suggestion and take appropriate actions for the request.

Section 7.2

Every member, in good standing, and associate member in good standing, will be entitled to receiving the news letters and the news bulletins published by the Association, free of cost. If a member or associate member, moves to a new address, he/she should file a change of address with the Board of Directors to ensure regular and timely delivery of newsletters and news bulletins.

Section 7.3

Any member, in good standing, or associate member in good standing, will have the right to inspect the books of the financial records, provided that he/she has given a notice of 14 days to the Treasurer.

Section 7.4

Any member, or associate member, if dissatisfied with the work of any Board of Directors member, may submit, in confidence, a written complaint to the President. The President shall investigate the complaint, and take appropriate actions in consultation with the Board of Directors. If the President receives complaint about a certain Board of Directors member from one fourth, or more, of the total members and associate members, he shall appoint a sub-committee from the rest of the Board of Directors to investigate the complaint. Actions will be taken against the Board of Directors member depending upon the findings of the sub-committee. In any case, the identity, or identities of the complaining member(s) will remain confidential with the President.



Section 7.5

If the President receives written complaint from one half or more of the total members and associate members, that Board of Directors member shall be liable for impeachment. The Board of Directors (less the Board of Directors member called for impeachment) will hear complaints of the members, and associate members, and replies of the involved Board of Directors member. The Board of Directors member will be impeached, if the Board of Directors (less the Board of Directors member called for impeachment) decides to do so with a two-thirds majority.

Section 7.6

In the event of impeachment motions against the President, the members shall submit complaints to the Vice-president. The impeachment procedure is the same, as mentioned in Section 11.5, except that the Vice-president will chair the impeachment hearings.

Article 8

## AMENDMENTS AND RATIFICATION

Section 8.1

If the Board of Directors feels the need of any amendment of this constitution, the Board of Directors will ask the opinion of the general members for amendment. The general members will be given a notice of at least two weeks to make their decision about the amendment.

Section 8.2

If one-third, or more of the general members submit a written petition to the Board of Directors, for making an amendment in this constitution, the Board of Directors will be liable to submit the requested amendment to all the members for their opinion, with the time frame described in Section 8.1.

Section 8.3

This constitution, and any amendment to it, shall be approved upon ratification by a minimum two-thirds majority of the members expressing their opinion.

Article 9

## APPROVAL

Section 9.1

This constitution shall have effect notwithstanding anything, mentioned anywhere, in the law for the time being imposed.

Section 9.2

This constitution, with all its privileges, and rights is hereby approved on \_\_\_\_\_, 1997.