

Constitution and By-Laws Of Ogrojatra: A Bangladeshi Association for San Diego and Vicinity

ARTICLE I

NAME, DEFINITIONS AND GOALS

Section 1 Name: The name of the organization shall be “Ogrojatra: A Bangladeshi Association for San Diego and Vicinity” hereinafter referred to as the “Organization”.

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

Section 3 Goals: The goals of the Organization shall include, but not limited to, the followings:

1. Enrich the children of the community with Bangladeshi culture by organizing cultural events and activities
2. Create opportunities and promote charity events in support of Bangladesh and for local people.
3. Work to provide various assistance to Bangladeshi community of San Diego County and its vicinity
4. Organize cultural events for the community of San Diego County and its vicinity
5. Hold various different workshops for the kids in the community
6. Expose our unique and rich culture to the local American community
7. Hold various different workshops for the community members
8. Represent Bangladeshi community in local awareness forums, only to promote interests of Bangladesh and Bangladeshi community.

ARTICLE II

MEMBERSHIP

Definition: Membership in the Organization shall be available to any person(s), **18 years or older, who is** interested in furthering the objectives of the Organization and whose application for admission as a member along with appropriate membership fees has been processed by the Board of Directors (hereinafter referred to as the “Board” Article III).

Additional Membership Information:

- A. *Membership shall be for one year commencing on First of January of a calendar year and ending on Thirty-First of December of the calendar year.*
- B. *The Board (Article III) shall determine a yearly Membership Fee.*
- C. *The Board may decide to nullify the voting right of a member based on lack of participations in the events and/or activities organized by the Organization for two consecutive years.*
- D. *The Board may decide to terminate membership of any member if activity of the member is deemed subversive to the objectives of the Organization.*
- E. *Membership is unrestricted; a member can resign from the Organization at member's own will. A resignation will not require approval from the Board.*
- F. *Voting membership is available ONLY to residents of San Diego County. A voting member shall pay the membership dues in full, **seven (7) days** ~~two (2) hours~~ prior to voting on Election Day. ~~of the prior year.~~*
- G. *Absentee voting is available ONLY to residents of San Diego County. To qualify for absentee voting, a member shall pay the membership dues in full **30 days prior to the election day.** ~~by October 15th of the prior year~~*
- H. *During membership registration, a voting member shall provide a valid and unique email address in order to qualify for absentee voting rights. An absentee vote will be counted as valid when casted via the email on file during the period set by Election Commission prior to Election Day. No two voting members shall have the same email address for the purpose of absentee voting.*

ARTICLE III

BOARD OF DIRECTORS

Section 1 Overview: The activities of the Organization shall be executed, organized and managed by a Board of Directors, hereinafter referred as the “Board”, elected directly by the Regular members of the Organization .The Board shall elect or appoint officers of the Organization (as detailed in Article IV) **from the regular member body or from Board as needed.** ~~from the Board every year.~~

Section 2 Number of Directors: The number of Directors serving in the Board, referred hereinafter as the Board Size, is defined to be **seven (7) or five (5)** ~~nine (9) or seven (7)~~ depending on the number of nominated candidates. Each **year term** an election by the Regular voting members shall be held at the Annual General Meeting (Article VI Section 1), to elect the 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 **two (2) year** ~~one (1) year~~ term from January 1st to December 31st. 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 Organization shall be jointly and individually responsible to the members of the Organization for the activities of the Organization. The Board shall be responsible to file Tax returns per IRS code for the term year. For unfiled Tax returns, the Board shall jointly resolve the problem prior to the end of its term.

Section 5 Committees: The Board will form a number of committees to execute cultural, social, recreational, financial, charitable etc. tasks of the Organization as deemed necessary by the Board. Committees may be chaired by any interested members of the organization upon approval of the BOD. 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 once a year, unless the Board decides otherwise. The Board may provide, by resolution, the time and place for holding additional regular meetings.

Section 7 Special Board Meetings: Special meetings of the Board may be called 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 ten (10) days **or reasonable time prior** through by email to each Director at their email addresses as shown by the records of the Organization, by posting at the Organization website 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 2/3rd 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 Organization. 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 VI 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 Organization may remove a Director from the Board at any Special General Meeting (Article VI Section 2) of the regular members provided that:

- I. such removal is effective only upon the affirmative vote of 2/3rd of the members;
- II. quorum of such special meeting consists of 1/3rd of the members;
- III. Request to hold special meeting to affect the removal of Director is signed by 1/3rd of the members. The decision of the 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

Ogrojatra – Bangladeshi Association for San Diego and Vicinity



Directors decide that they need to fill in the position for the proper running of the Organization. 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.

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 Organization.

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

Section 17: Assignment and Removal of Appointees: Board can assign an appointee or officer for a task as needed. Board shall remove an appointee at any time effective immediately, if it sees that to be necessary. Any resignation from the appointee shall require a 14 days notice.

ARTICLE IV

OFFICERS

Section 1: Officers: The officers of the Organization shall be a Chairperson, a Secretary, and a Treasurer. The Board may elect and/or appoint these officers.

Section 2: Election and Term of Office: The officers of the Organization may be elected or appointed by the board, from the regular members and/or within the Board, annually for a one (1) year or 2 year terms at a regular Board meeting immediately following an election of Directors (Article VII). 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 Organization would be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. Board may use voting method to decide on the removal, for which majority of the BOD members will have to agree.

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 Organization and of the other officers of the Organization. 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 Organization any specific powers, other than those that may be conferred only upon the Chairperson. He/she shall execute in the name of the Organization 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 Organization.

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 Organization, 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.

C.1. The Treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Organization, and shall deposit all funds at hand and other valuable effects in the name and to the credit of the Organization 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.

C.2. To ensure transparency, the Treasurer shall publish the accounting and summary of financial records to its members once a year after the last event and before departure of the Board.

C.3. The Treasurer shall disburse the funds of the Organization 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 Organization.

C.4. The Treasurer shall file annual Tax Returns with IRS to ensure Non-profit status of the Organization.

C.5. 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 Organization, 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

Board of Advisors

The Board of Advisors shall consist of three (3) General Body Members. Additional Board of Advisors are:

1. No member shall serve more than one (1) year
2. Board of Directors shall appoint three (3) new advisors within 45 days of taking office.
3. The three Advisors shall consist of one (1) ex-Board of Director and two (2) other Ogrojatra voting members.
4. The Board of Advisors shall advise the Board of Directors on long term objectives of Ogrojatra as and when needed.
5. After appointing Board of Advisors the BOD shall notify the General Body Members

ARTICLE VI

GENERAL MEETINGS

Section 1: Annual General Meeting: An annual general meeting, hereinafter referred to as an “AGM”, should be held by the end of **each term** ~~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), **term end** ~~fiscal year~~ AGM may be cancelled. An election of the new Board **may 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 VI, Section 3) for AGM may be considered to allow an extension by no more than **90 days** ~~four (4) weeks~~ after the end of the fiscal year.

Section 2: Special General Meeting: Special general meeting of the Organization, except to request to hold special general meeting to affect the removal of a Director by 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 10 or more 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 1/4th 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 Organization at least fourteen (14) days prior to the meeting by email/twitter and/or by telephone and/or can be posted on the website. 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. **Alternatively the Board can collectively decide who will preside over the general meeting.**

Section 6: Keeping of Minutes: The Secretary or in his/her absence a director nominated by the

Ogrojatra – Bangladeshi Association for San Diego and Vicinity



Secretary shall keep the proceedings of the meeting in writing.

Section 7: Rules of Order: To the extent applicable, Robert's Rules of Order may govern the conduct and procedure at all meetings.

ARTICLE VII

ELECTION

Section 1: Election Commission:

a. **Appointment:** The Board shall form an Election Commission at least **four (4)** ~~six (6)~~ weeks prior to an election. **Election should be conducted within the last quarter of the term end.** ~~Every year, Election Day shall be on the First Saturday of November.~~ 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 member of the Organization. During the formation process any participating member of the process can be nominated as election commissioner.

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.

g. **Early Voting: Election Commission shall hold early voting before Election Day,** and shall choose a time and place for a minimum of two days and a minimum of 2 hours each day in a location deemed appropriate by the election commission.

Section 2: Voting Membership Blackout Period: From Article II.F Voting Membership Blackout period is between "Two Hours prior to voting on Election Day" and "Start of Voting on Election Day", during which time period there shall not be any admission to new Voting Membership.

Section 3: Election of Directors: Directors shall be elected by a majority of only the voting members in attendance personally on the polling day(s) of the Organization, absentee ballot and early voting The election of Directors shall be conducted by secret ballot. Each voter shall be allowed to cast as many votes up to the maximum 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. In the case of a tie between two (2) candidates, Election Commission will choose a process to break tie.

Section 4: Nomination of Directors:

- i. Any paid member of the Organization in good standing and resident of San Diego County may nominate himself or herself for any Director position, provided he or she is at least eighteen (18) years of age.
- ii. Any paid member of the organization may nominate another member of San Diego County in good standing besides himself or herself of the organization for any Director position as long as the candidate accepts the nomination.
- iii. If a person is a part of a governing body of any other competing organization, he/she may not be nominated for any Director position to avoid any risk of conflict of interest.
- iv. 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 seven (7) calendar days prior to the election. Members cannot submit or withdraw their nominations less than seven (7) calendar days before the election.

Section 5: Additional Election Processes and Rules: Election Commission shall publish additional Election Processes and Rules no sooner than thirty (30) days of the election. These rules, in conjunction with these Bylaws, shall govern all Election related matters.

ARTICLE VIII

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 within a month of formation of the Board.

**Ogrojatra – Bangladeshi Association for
San Diego and Vicinity**



ARTICLE IX

FISCAL YEAR

Section 1: The fiscal year of the Organization shall be a one-year period beginning on the first day of January of a year and ending on the last day of December of the year.

ARTICLE X

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 Organization 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 Organization shall go to the general funds which will be kept in a secure bank account. 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 XI

BOOKS AND RECORDS

Section 1: Books and Records: The record of the Organization 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. Any member of the organization interested in this activity can participate in the audit process. An audit report shall be published and will be made accessible to the members upon completion of the audit.

Section 3: Independent Auditor: Three (3) Independent auditors shall be selected by Election Commission on Election Day from the voting members of the Organization. Outgoing or newly elected Board members are not allowed to select Independent Auditors. Once a year Auditors are responsible to audit the finance, accounting and any other related documents to fulfill its duty. At the end of an audit if a discrepancy of ~~two~~ **one** percent (2%) or more of the total fund is found, Auditors shall propose to voting members for dissolution of current Board.

Section 4: Language: The records of the Organization shall be maintained in English and shall remain in custody of designated officers.

Section 5: Access: All records of the Organization shall be open to all Directors; and by advance approval of at least one Director, to any member subject to appointment of reasonable time and place of examination.

Section 6: Tax Filing: Refer to Article III Section 4 and Article IV Section 5.C.4.

ARTICLE XII

INDEMNIFICATION

The Organization may, by resolution of the Board, provide for indemnification by the Organization 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 Organization, 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 XIII

DISSOLUTION

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

- a) Seventy five percent (75%) of the Regular Members vote to dissolve the Organization 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, 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 Organization 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 Organization, the Board shall, after the payment of all the liabilities of the Organization, dispose of all of the assets of the Organization exclusively for the purposes of the Organization 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 Organization shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Organization. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Organization, the Organization shall not carry on any activity not permitted to be carried on (a) by a Organization 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 Organization, 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 XIV

AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by **simple majority** ~~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 30% of the Regular Members the Secretary of the Organization 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 _____, 2013
