

**BYLAWS
OF
Austin Bangla School
A Nonprofit Corporation**

**ARTICLE I
NAME AND PURPOSE**

Section 1 Name: The name of the corporation shall be Austin Bangla School.

Section 2 Purpose: The Austin Bangla School, hereinafter referred to as the "Corporation," is a private non-political, non-religious, non-profit corporation for serving educational purposes. To this end, the corporation shall provide schooling on Bangla language, and organize social, cultural, charitable, and recreational events to promote the cultural heritage of Bangla and Bangladesh.

**ARTICLE II
MEMBERSHIP**

Section 1 Definition: Membership in the Corporation shall be available to any person(s) or association(s), whether incorporated or unincorporated, interested in furthering the objectives of the Corporation and whose application for admission as a member has received the approval of the Board. Membership of any member may be terminated upon the vote of a majority of the members in good standing, or the Board of Directors.

Section 2 Classes of Members: The Corporation shall have three (3) classes of membership – regular, associate, honorary and statutory.

A. A ‘**Regular**’ member shall be an individual or organization who supports the objectives of the Corporation, served as an “Associate” member for at least one (1) full year, and whose application for admission as a “Regular” member has received the approval of the Board. A Regular member shall have full rights to vote in the affairs of the Corporation and otherwise enjoy the benefits of membership as from time to time defined by resolution of the Board of Directors. Existing members who had been part of the corporation for at least one full summer semester will be considered the initial “Regular” member of the corporation.

B. An '**Associate**' member shall be an individual or organization that generally supports the objectives of the Corporation and whose application for admission as a member has received the approval of the Board. An Associate member may enjoy the benefits of membership as from time to time defined by resolution of the Board of Directors but shall not have a right to vote in the affairs of the Corporation.

C. An '**Honorary**' member shall be any person or organization that, by resolution of the Board of Directors, is deemed to have given distinguished service or support to the Corporation, or expected to provide such service or support in future that will further the said purpose of the Corporation. An Honorary member may enjoy the benefits of membership as from time to time defined by resolution of the Board of Directors but shall not have a right to vote in the affairs of the Corporation.

ARTICLE III BOARD OF DIRECTORS

Section 1 Duties of the Board of Directors: The Board is responsible for overall policy and direction of the organization. The duties of the Board of Directors shall be the following:

- A. to make and enforce the policies which govern the operation of the organization.
- B. to assist in long term planning by establishing strategic goals and monitoring progress toward those goals.
- C. to be a custodian of the legal and financial well being of the organization, including active participation in fund raising.
- D. to promote Austin Bangla School to others and enhance its image in the community.
- E. to assist the board in looking at itself to see if its goals and responsibilities are being accomplished.
- F. to budget personal time to be in regular attendance of the Board meetings and functions.
- G. to use personal influence to persuade others to support the organization.
- H. to review and approve the annual budget.
- I. to elect, appoint, or remove the officers of the organizations.

Section 2 Number: The number of Directors shall be no less than three (3) and no more than fifteen (15) persons. Those set forth in the original Articles of Incorporation shall comprise the original Board of Directors.

Section 3 Term: All Board members shall serve two (2) year terms, but are eligible for re-election.

Section 4 Regular Meetings: Regular meeting of the Board of Directors shall be

held five times each year, quarterly in January, April, July, and October, and in December for the annual meeting, unless the Executive Committee or Board of Directors decides otherwise. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation in the absence of any designation in the resolution.

Section 5 Special Meetings: Special meetings of the Board of Directors may be called by the Secretary at the request of the President or any Director, and shall be held at the principal office of the Corporation or at such other place as the Directors may determine. The business to be transacted at the special meeting of the Board of Directors shall be specified in the notice of such meeting. No other business may be transacted at said meeting.

Section 6 Notice: Notice of the annual, regular or any special meeting of the Board of Directors shall be given at least five (5) days prior thereto by mail to each Director at their mail address as shown by the records of the corporation, by facsimile, email, or 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 7 Election of Directors: Directors shall normally be elected by a majority of only the “**Regular**” members in attendance personally (or by proxy if allowed) at the annual general meeting of the corporation. The election of Directors shall be conducted by secret ballot. The candidate or candidates with the largest number of votes shall fill director vacancies where the number of candidates exceeds the number of vacancies to be filled.

Section 8 Nomination of Directors: Nominations for vacant Director positions shall be submitted in writing to the Chair of the committee responsible for nominations at least fourteen (14) days in advance of the meeting at which the vote is to be held. It shall contain the signature of two members of the corporation in good standing and a signed acceptance of the nomination by the nominee.

Section 9 Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 10 Board Decisions: 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 of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 11 Removal: A director shall automatically cease to hold office if a resolution to that effect is passed by a two-thirds (2/3) majority of the members of the Corporation voting at a meeting duly called for that purpose.

Section 12 Vacancies and Additions: Any vacancy in a Director position, however caused, may be filled by a majority vote of the remaining directors so long as a quorum of directors remains in office. A Director so elected shall remain in office for the duration of the vacant term (or until the next meeting at which directors are to be elected). The directors shall not fill a vacancy in the manner specified in this clause during the ninety (90) day period immediately preceding an annual general meeting. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacant Director positions.

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

Section 14 Absences: The unexcused absence of a Director from two (2) consecutive meetings of the Board may be cause for removal from the Board.

ARTICLE IV OFFICERS

Section 1 Officers: The officers of the corporation shall be a president, a secretary, a treasurer, one or more vice-presidents and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person. An individual must be an active member of the Board of Director to serve as an officer.

Section 2 Election and Term of Office: The officers of the Corporation shall be elected annually for one (1) year terms by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor has been duly elected and qualified.

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

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

Section 5. Powers of Officers.

- A. ***The President:*** The President shall perform general supervision and management of the affairs of the Corporation and of the other officers of the corporation. He shall preside at all meetings of the Board of Directors 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 Corporation any specific powers, other than those that may be conferred only upon the President. He shall execute in the name of the Corporation all deeds, bonds, mortgages, contracts and other documents authorized by the Board of Directors. He shall be an ex-officio member of all standing committees, and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation.
- B. ***Vice President:*** The Vice President shall perform the duties and exercise the powers of the President in case of his temporary absence from the office of the Corporation, and shall perform such other duties as may from time to time be granted or imposed by the Board of Directors.
- C. ***Secretary:*** The Secretary shall attend all sessions of the Board held at the office of the Corporation and act as clerk thereof and record all votes and the minutes of all proceedings in a book to be kept for that purpose. He shall perform like duties for the executive and standing committees when required. He shall give, or cause to be given, notice of meetings of the Board of Directors when notice is required to be given under these Bylaws or by any resolution of the Board. He shall have custody of the seal to all authorized documents requiring the seal. He shall keep the membership rolls of the Corporation, 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 of Directors or the President.
- D. ***Treasurer:*** The Treasurer shall keep full and accurate account of the receipts and disbursements in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such banks and depositories as may be designated by the Board of Directors, but shall not be personally liable for the safekeeping of any funds or securities so deposited pursuant to the order of the Board. The treasurer shall disburse the funds of the Corporation as may be ordered by the Board and shall render to the President 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 Corporation. 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 of Directors or by the President.

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

ARTICLE V COMMITTEES

Section 1 Committees and Directors: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him by law.

Section 2 Other Committees: Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. The President shall appoint the members thereof. Any member thereof may be removed by the President whenever in his judgment the best interest of the Corporation shall be served by such removal.

Section 3 Executive Committee: There shall be an Executive Committee of the Board of Directors. It shall consist of the President, the Vice President, the Treasurer, and the Secretary. This committee may act for the Board of Directors between meetings of the Board within the policies established by the Board and with such additional authority as may be delegated by the Board, except in those matters reserved in these Bylaws for determination by the Board of Directors. This committee shall meet at least quarterly. A majority of the members of the Executive Committee shall be required for the transaction of business at any meeting of the Executive Committee. The act of a majority of members present at any meeting at which a quorum is present shall be the act of the Executive Committee, except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws. The Executive Committee shall keep regular minutes of its proceedings, which shall be placed in the minutes book of the corporation. The report of the actions of the Executive Committee shall be made to the Board of Directors at its next regularly scheduled meeting.

ARTICLE VI CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1 Contracts: The Board of Directors may authorize any officer or officers, agents or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

Section 2 Checks, Drafts or Orders: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments may be signed by either the Treasurer or the President of the Corporation.

Section 3 Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4 Gifts: The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for any purpose of the Corporation.

ARTICLE VII BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its Board of Directors, committees having and exercising any of the authority of the Board of Directors, and any other committee, and shall keep at the principal office a record giving the names and addresses of the Board of Directors members entitled to vote. All books and records of the Corporation may be inspected by any member or agent for any proper purpose at any reasonable time.

ARTICLE VIII INDEMNIFICATION

The corporation may, by resolution of the Board of Directors, provide for indemnification by the corporation 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 corporation, 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 IX DISSOLUTION

A. Upon the dissolution of the Corporation, the Board of Directors shall, after the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation 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 of Directors shall determine.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, or any person except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the Corporation. Notwithstanding any other provisions of the Articles of Incorporation or these Bylaws of the Corporation, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation 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 corporation, 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 X AMENDMENT OF BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by at least two-thirds (2/3) of the voting members at the annual general meeting or a special meeting duly called for the said purpose.

Adopted by the full Board of Directors this ____ day of _____, 2003

AMENDMENT I

ARTICLE II MEMBERSHIP

Section 2 Classes of Members:

- A.** A **‘Regular’** member shall be an individual or organization who supports the objectives of the Corporation. A Regular member shall have full rights to vote in the affairs of the Corporation and otherwise enjoy the benefits of membership as from time to time defined by resolution of the Board of Directors. Existing members who had been part of the corporation for at least one full summer semester will be considered the initial “Regular” member of the corporation. An individual or an organization shall become a “Regular” member by fulfilling the requirements(s) described in either Category A or Category B:
- a. Category A Requirements: Registering one or more dependent(s) for at least one full semester shall make “Regular” membership available to an individual or organization. Category A shall not require a separate application and corresponding membership approval process, but it shall require an acceptance of membership from the named individual or organization.
 - b. Category B Requirements: An individual or an organization shall become a “Regular” member, whose application for admission as a “Regular” member has received the approval of the Board or the Board appointed individual(s) or committee, and who fulfills any or all of the following requirements prior to applying for the “Regular” membership:
 - i. Participating in organizing events sponsored by the Corporation.
 - ii. Assisting the Corporation in performing administrative or academic tasks.
 - iii. Making ‘significant’ financial contribution to the Corporation, the amount of which shall be determined and made public during or immediately after the Annual General Meeting for the following fiscal year.
 - iv. The Board or the Board appointed individual(s) or committee shall analyze all other contributions to determine the appropriate level of membership eligibility.

Section 3 Membership Blackout Period: There shall be a membership blackout period immediately prior to the Annual General Meeting during which there shall not be any admission to new “Regular” membership. This period shall be defined as the lesser of:

- A. Forty five (45) calendar days immediately prior to the Annual General Meeting or
- B. The days between the end of Summer semester and the Annual General Meeting

Section 4 Membership Expiration and Renewal: “Regular” membership shall expire in two (2) years from its effective date, unless a member re-qualifies by continuing to fulfill the requirements stipulated in Category A or Category B in Amendment I, Article II, Section 2.A. In case of expired “Regular” membership, status shall change from “Regular” to “Associate” member. “Associate” membership shall not expire unless terminated by the Board as stipulated in Article II, Section 1 Definition.