

ARTICLES OF INCORPPRATION
And
BY-LAWS

The
TRIANGLE BANGLADESH SOCIETY
Of
NORTH CAROLINA.
(TBSNC)

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Authors:

Mohammed Khairul Islam
Rashidul Islam (Rubel)
ABM Nasir (Tipu)

Article of Incorporation

ARTICLE 1 - NAME

- 1.1. This Society shall be known as the Triangle Bangladesh Society of North Carolina (TBSNC), hereinafter called "The Society".

ARTICLE 2 - ADDRESS

- 2.1 The address of the society will be the address of the current president of the society, unless otherwise notified.

ARTICLE 3 - STATUS

- 3.1 The Society shall be a non-profit, non-political, non-discriminatory organization.

ARTICLE 4 - OBJECTIVE

- 4.1 The objectives of the Society are the preservation, celebration appreciation, and promotion of the understanding of Bangladeshi culture, tradition, and heritage.

ARTICLE 5 - RULES OF ORDER

- 5.1 All matters of procedural authority shall be decided by reference to Robert's Rules of Order.

ARTICLE 6 - EXECUTIVE COUNCIL

- 6.1 The officers shall constitute an Executive Council responsible for conducting the affairs of the Society.

ARTICLE 7 - MEMBERSHIP

- 7.1 Membership in the Society shall be open to individuals, groups and organizations, which are supportive of the objectives of the Society.

ARTICLE 8 - DUES

- 8.1 Annual membership dues shall be payable to the Triangle Bangladesh Society of NC (TBSNC).

ARTICLE 9 - MEETINGS

- 9.1 The Annual General Meeting (AGM) of the Society shall be held during the 4th quarter of each year.
- 9.2 The Executive Council (EC) shall meet as frequently as may be required to conduct the business of the Society.

ARTICLE 10 - COMMITTEES

- 10.1 The Standing Committees of the Society shall be
- the Council of Advisors,
 - the Youth Committee,
 - the Nomination Approval & Transition Oversight Committee (NATOC)

The society may establish other temporary or permanent committees, as and when that become necessary, to accomplish any particular purpose.

ARTICLE 11 - Tenure

- 11.1 For all financial purposes of the Society, the fiscal year shall be from January 1 through December 31.

ARTICLE 12 - QUORUM

- 12.1 At EC meetings, presence of four EC members shall constitute a quorum.

ARTICLE 13 - BY-LAWS

- 13.1 The Society shall be managed by a set of by-laws that are consistent with the objectives of the Society, and are in accordance with the Constitution.

ARTICLE 14 - AMENDMENT OF CONSTITUTION

- 14.1 The Constitution may be amended by a two-thirds majority vote of the regular members of the Society, present at a meeting of the Society called for that purpose.

ARTICLE 15 - DISSOLUTION

- 15.1 In the event of dissolution of the Society, all assets of the Society, financial or otherwise, shall be disposed of as provided in the by-laws and in accordance to state and federal law.

The By-Laws

BY-LAW 1 - NAME

- 1.1 This Society shall be known as the Triangle Bangladesh Society of North Carolina (TBSNC), hereinafter called "the Society".

BY-LAW 2 - ADDRESS

- 2.1 The address of the society will be the home address of the current president of the society, unless otherwise specified.

BY-LAW 3 – STATUS

- 1.1.1. The Society shall be a non-profit and non-political organization.
- 1.1.2. The Society shall be a non-discriminatory organization

BY-LAW 4 - OBJECTIVES

- 4.1 To promote and encourage interest in the history, traditions, arts & crafts, heritage, and culture of Bangladesh.
- 4.2 To bring together the people of Bangladeshi descent and those with interest in celebration, preservation and promotion of Bangladeshi culture and traditions.
- 4.3 To contribute towards and enrich the diverse culture of USA
- 4.4 The society shall not discriminate any one on the basis of sex, race, color, origin, ethnicity, and religious affiliation.
- 4.5 The society will not preach any religion/faith.

BY-LAW 5 - RULES OF ORDER

- 5.1 All matters of procedural authority shall be decided by reference to Robert's Rules of Order.
- 5.2 At each Society and/or Council meeting, the General Secretary shall have, for the use of those present, a copy of the Constitution, the By-Laws, and the Standing Rules of the Society and a copy of Robert's Rules of Order.

BY-LAW 6 - EXECUTIVE COUNCIL, OFFICERS AND DUTIES

- 6.1 The Executive Council shall conduct the affairs of the Society between annual meetings. It shall meet at the call of the President, at such meetings. A majority of its members shall constitute a quorum.
- 6.2 Any officer, whose actions or comments becomes detrimental to the Society or its objectives may be removed from the office by a two-thirds majority vote at a special general meeting of the Society, called for that purpose.

- 6.3 Any member of the Executive Council, who misses three consecutive meetings without valid excuse during his/her term, may be removed from the office. The Office shall be considered vacant and may be filled through either;
- 6.3.1. by a majority vote at a special general meeting of the Society, called for that purpose; or
- 6.3.2. the Council of Advisors shall nominate and appoint to fill the office.
- 6.4 The officers of the Society shall be: President, Vice-President, General Secretary, Treasurer/Membership Secretary, Cultural Secretary, Sports Secretary, Public Relation Secretary and the immediate past President of the Society.
- 6.5 The officers must be members of the Society.
- 6.6 The officers shall hold office for one year or until a successor is duly nominated, elected or appointed.
- 6.7 **President**
- 6.7.1 The President shall be the Chief Executive Officer of the Society.
- 6.7.2 The President shall preside over the annual and special meetings of the Society and/or the Executive Council and shall see that the business of the Society is carried out in an appropriate manner.
- 6.7.3 The President shall sign, with the General Secretary, all official documents of the Society as authorized by the Executive Council or the Society.
- 6.7.4 The President shall present a report of the activities of the Society during the past year at each Annual General Meeting of the Society.
- 6.7.5 The President shall be ex-officio member of all committees of the Society.
- 6.8 **Vice -President**
- 6.8.1 The Vice-President shall assist the President and shall undertake special assignments designated by the President or the Council and report to the Executive Council if requested.
- 6.8.2 The Vice-President shall assume, in the absence of the President, the responsibilities of the office of the President.
- 6.9. **General Secretary**
- 6.9.1 The General Secretary shall record and maintain a file of the minutes of the Society, of the Executive Council and of the meetings and the attendance at all meetings of the Society.
- 6.9.2 The General Secretary shall have a copy of the Constitution, the By-Laws and Standing Rules of the Society and a copy of Robert's Rules of Order at each Society and Council Meeting.

- 6.9.3 The General Secretary shall prepare an agenda for each Society meeting from past minutes and from communications and distribution.
- 6.9.4 The General Secretary shall be the custodian of the current records of the Society (minutes, records of attendance) and shall transfer these annually to the Archives collection of the Society.
- 6.9.5 The General Secretary shall keep an up-to-date file of the name, address and telephone number, and e-mail addresses of each member.
- 6.9.6 In the absence of the President and Vice-President, the General Secretary is empowered to call a meeting to order and, in the absence of the President, call for the nomination of a chairperson for that meeting.
- 6.9.7 The General Secretary shall conduct the correspondence and act on behalf of the Society as a whole (officers and chairmen of committees are expected to conduct whatever correspondence may be required in performing their duties).
- 6.9.8 The General Secretary shall direct all correspondence concerning dues and fees to the Treasurer/ Membership Secretary
- 6.9.9 The General Secretary shall notify the chairman and members of each committee of their appointments and their duties.
- 6.9.10. The General Secretary shall be the custodian of the Seal of the Society, an impression of which is affixed hereto and shall affix the same to all official documents of the Society signed by the General Secretary and the President.
- 6.9.11. The General Secretary shall notify the members of the Annual General Meeting and of Regular and Special Meetings by e-mail, regular mail or by telephone calls.
- 6.10 **Treasurer/Membership Secretary**
- 6.10.1 The Treasurer/Membership Secretary shall keep a record of the membership of the Society.
- 6.10.2 The Treasurer/Membership Secretary shall receive all dues, fees and other funds for the Society.
- 6.10.3 The Treasurer/Membership Secretary shall deposit all monies of the Society to the credit of the Society with a Chartered Bank or federally registered Trust Company approved by the Executive Council.
- 6.10.4 The Treasurer/Membership Secretary shall pay all accounts as authorized by the Executive.
- 6.10.5 The Treasurer/Membership Secretary shall keep an accurate record of the financial transactions of the Society. The record shall be available at any time to the Audit Committee for examination.

- 6.10.6 The Treasurer/Membership Secretary shall present a detailed report including a statement on the financial affairs of the Society, at the Annual General Meeting of the Society, or when otherwise requested to do so by the EC. This shall include a complete financial statement duly certified by an accounting firm or by audit committee.

BY-LAW 7 – MEMBERSHIP

- 7.1. Membership in the Society shall be open to individuals, organizations and companies who support the Objectives of the Society. All members over the age of 18, with the exception of sustaining members, are entitled to vote and hold office.
- 7.1.1. Regular Member - Any person who actively supports the Objectives of the Society may become a Regular Member of the Society upon payment of the prescribed dues.
- 7.1.2. Family Membership – One or more adults living with children under the age of 18 would constitute a family for this purpose.
- 7.1.3. Life Membership - Any person paying the prescribed dues shall become a life member.
- 7.1.4. Honorary Life Member - Any person who, for good reason, has been elected by two-thirds majority of members shall become an Honorary Life Member.
- 7.1.5. Group Membership - Any recognized group, association, society or organization that agrees to recognize and abide by the Constitution and By-Laws of the Society, may become a Group Member of the Society upon payment of the prescribed dues.
- 7.1.6. Sustaining Member - Any group, organization or company may become a Sustaining Member upon payment of the prescribed dues. Sustaining Members would not have a voice in the governing of the Society.
- 7.2. The membership of any individual or organization may be revoked by a two-thirds majority vote at any Annual or Special Meeting of the Society without refund of dues, for actions deemed detrimental to the Objectives of the Society; or any other actions that may be deemed inappropriate by the Executive Council.

BY-LAW 8 - DUES

- 8.1. Annual Membership Dues for the Society, in effect at the date of the Society's year 2004 Annual General Meeting, are as follows:
- Student membership \$5.00
 - Student Family Membership \$10.00
 - Regular Membership \$15.00
 - Family Membership \$25.00
 - Life Membership \$250.00
 - Group Membership \$125.00
 - Sustaining Membership \$500.00

- 8.2. The Membership Year shall be based upon the calendar year, i.e. January 1 through December 31.

BY-LAW 9 - MEETINGS

- 9.1. The Society shall at least meet once every year. In addition to the Annual General Meeting, which shall be held within the last quarter of the year, a general meeting should be organized during the first half the year.
- 9.2. Notice for the Annual General Meeting and the general meeting shall be distributed one month prior to the date of the meeting.
- 9.3. At the end of the year, the Executive Committee should declare the Annual General Meeting:
1. to submit an annual report on activities planned and performed including lessons learnt and suggestion for future program activities.
 2. to submit the year-end financial statements for approval; and
 3. to submit the nominations by the Caucuses for approval towards formation of the new Executive Committee of the TBS, NC.
- 9.4.1. A Special Meeting of the Society may be called by the EC or at the written request of at least twenty-five members of the Society. The specific purpose of the meeting must be stated in the letter.
- 9.4.2. The Special Meeting shall be held within one month of the receipt of the request. Written notice of such meeting, including the purpose shall be communicated to all members at least fourteen (14) days prior to the date of the meeting.
- 9.4.3. No other matter shall be discussed or dealt with at such Special Meeting.
- 9.5. At all regular or special meetings of the society, all questions or motions shall be decided by a simple majority of votes cast.

By-Law 10 – COUNCILS / COMMITTEES

- 10.1. The Standing Committees of the Society would be the following:
- the Council of Advisors,
 - the Youth Committee,
 - the Nomination Approval & Transition Oversight Committee (NATOC)
- 10.2.1. The Council of Advisors shall consist of three or more members of the Society. It shall advise the EC as and when required and/ or requested for. It should oversee that the society is operating in accordance to the constitution. For more details on Council of Advisors see the annex- Council of Advisors -2004.
- 10.2.2. No officer of the Society shall be a member of the Council of Advisors.

- 10.3 The Nomination Approval & Transition Oversight Committee (NATOC) shall consist of two to three members. The Council of Advisors shall appoint the Nomination Approval & Transition Oversight Committee (NATOC) one month prior to the annual General meeting where nomination and formation of new EC shall take place. The NATOC will organize and conduct the nomination and approval process, formation and transition to new EC of TBSNC.
- 10.3.1 The Electoral Committee shall be present at the annual meeting and introduce the nominated officers from each caucus for approval by the members.
- 10.3.2 From time to time, Executive Council will constitute special committee for special purposes. All chairpersons of such committees shall be appointed by the President of the Society and ratified by the Executive Council. Examples of some the special committees that might be formed are as follows:

International Festivals Committee,
Website Editorial Committee
Special Event & Fundraising Committee
USA and Bangladesh Days and Anniversaries Committee

BY-LAW 11 – TENURE / FISCAL YEAR

- 11.1 The fiscal year of the Society as well as the membership year shall be January 1 to December 31.

BY- LAW 12 - QUORUM

- 12.1 At Executive Council meetings, presence of four EC members shall constitute a quorum.

BY- LAW 13 - (STANDING) RULES, REGULATIONS AND GUIDELINES

- 13.1 The EC may, from time to time, prescribe rules and regulations, not inconsistent with the Objectives of the Society, relating to the management and operation of the Society. Such rules shall be submitted for approval by the Society as Standing Rules at the next Annual General Meeting of the Society. Any rules that are not approved by a two-thirds majority of votes cast shall cease to be valid.
- 13.2. Guidelines for continuing committees shall be established in co-operation with the chairperson of such committees and the President.
- 13.3. Nomination and approval, formation and transition to new Executive Council of TBSNC shall be follow the “Standing Rules and Guideline - 1 (Commissioning Executive Committee)”.

BY-LAW 14 - ANNUAL GATHERING

- 14.1 At least one Bangladeshi gathering shall be held each year.

BY-LAW 15 - ORDER OF BUSINESS

- 15.1. At Annual General Meetings of the Society, the Order of Business shall be as follows:
1. Call to Order
 2. Presentation and Approval of Agenda
 3. Reading and Adoption of the Minutes of the Previous Meeting(s)
 4. President's Report
 5. Treasurer's Report
 6. Committee Reports (if any)
 7. Business Arising from the Minutes
 8. Approval of EC Officers nominated by all caucuses
 9. New Business
 10. Adjournment
 11. Banquet
- 15.2. At other meetings of the Society, a similar agenda, as appropriate, shall be followed.

BY-LAW 16 - AMENDMENTS

- 16.1 The By-Laws of the Society may be amended at the Annual General Meeting or special meeting of the Society by a two-thirds majority vote of the members present.
- 16.2 Notice of motion to amend the by-laws must be received by the membership at least four weeks prior to the meeting.
- 16.3 A copy of the amending motion must be submitted to the General Secretary at least six weeks prior to the Annual General Meeting at which such notice has to be presented.

BY-LAW 17 - DISSOLUTION

- 17.1 Prior to dissolution, a committee of six (6) trustees shall be established. The committee shall include at least three ex-EC members of the Society.
- 17.2 Duties of the committee shall include assembly, at some secure site, of all physical assets of the defunct Society. An accurate inventory shall be prepared and the assets placed in secure storage for a period not to exceed ninety (90) days.

- 17.3 All existing records such as minutes of meetings, documents, printed pieces, books and the like as deemed appropriate by the trustees, shall be assembled and itemized after verification of their existence.
- 17.4 Should no effort to revive the Society be initiated within the ninety-day period, the assets shall be converted into cash, which shall be invested in securities for a period of three (3) years from the date of the actual dissolution of the Society.
- 17.5 Should the Society not be re-activated within the five-year period, the funds, together with proceeds, shall be donated to any other similar non-profit, socio-cultural organizations in accordance with the provisions of the relevant state and Federal law.

STANDING RULES, REGULATIONS AND GUIDELINES:

Standing Rules and Guideline - 1
COMMISSIONING EXECUTIVE COMMITTEE

1. ANNUAL GENERAL MEETING (AGM):

At the end of the tenure annual General Meeting, a new Executive Committee of the TBSNC. shall be formed and commissioned.

2. NOMINATION & APPROVAL PROCEDURE FOR NEW EXECUTIVE COMMITTEE.

2.1. Nomination, Approval & Transition Oversight Committee (NATOC):

- 2.1.1. The Council of Advisors in consultation with the EC would appoint a 2 to 3 member "*Nomination, Approval & Transition Oversight Committee (NATOC)*" prior to the AGM. The NATOC shall be responsible to oversee and run the nomination, approval and commissioning process of a new EC of TBSNC. The NATOC would remain valid only for the period of time it needs to complete its job.
- 2.1.2. No member of the Bangladeshi shall be eligible to hold office, who is not in good standing at the time of his/her nomination.
- 2.1.3. The NATOC members shall not be members of the executive Committee.
- 2.1.4. The NATOC members cannot be a candidate for nomination nor can nominate anyone.
- 2.1.5. During the AGM, the NATOC shall submit the nominations by the Caucuses for approval towards formation of the new Executive Committee of the TBSNC.

2.2. Definition of Caucus / constituency :

Caucuses are the sub-division of the triangle area. There are three (3) caucuses/ constituencies, namely,

- i. Raleigh composed of the areas Raleigh and Wake Forest;
- ii. Cary composed of the areas Cary, Apex, Garners, Holy Spring;
- iii. Durham composed of the areas Morrisville, Durham, Chapel-Hill.

2.3. Caucus representation /Nomination :

- The caucus representatives shall be nominated at the end of each tenure. Only residing community members in their respective caucus/constituencies shall participate for their selection and nomination.
- Residing community members from each caucus may held meeting before the AGM and decide on their representation and/ or they may do so during the recess period of the AGM for that purpose.
- Each Caucus would identify, select and nominate only 2 of their members to represent them at the EC.
- The 7th member of the EC would be nominated on rotational basis and from the pre-determined caucus for that particular year.
- Once the final selection is done and the proposed nominee agrees to represent them, the caucus would file the nomination in prescribed form to the NATOC.
- A nomination is valid if all the following conditions are met: The final nomination should be submitted to the NATOC in the prescribed form (attachement-1)
 - * At least two members support the nominee
 - * The nominee is present, except for instances of illness and/or emergencies
 - * The member accepts the nomination

2.4. Approval and commissioning a new Executive Committee:

- 2.4.1. Executive Committee formation shall be approved by majority consensus agreement/voting of the community members present at the annual general meeting. In this process, the members present at the annual general meeting shall approve or reject in their choice for the seven members of the EC Committee nominated by the caucuses. Each member, above the age of eighteen, is entitled to pass judgement.
- 2.4.2. After the completion of the nomination process by the caucuses, the community members present in the AGM will be asked to approve the nominees to constitute the new Executive Committee of the TBSNC. There would no discussion or no new nomination at the floor. The floor can decide only on to approve or not to approve the nominee(s) nominated by the caucuses to form the incoming EC.
- 2.4.3. In the event of rejection of any nominees by the floor, the presiding officer would send the nomination back to the respective caucus for reconsideration and re-nomination.
- 2.4.4. In the event, the caucus stands by their earlier decision; the presiding officer would declare the nomination as approved. There would no need to get a floor approval.

- 2.4.5. Once approved, these nominees legally become member of and constitute the new EC committee. The newly approved EC members would have until Dec-15th to decide on their individual portfolios. The incoming president would then inform (in writing) the NATOC with a copy to the sitting president about their decisions indicating portfolios against each members of the new EC.
- 2.4.6. The NATOC then publish and/ or circulate the formation of the new EC. for general information.
- 2.4.7. The outgoing committee shall hand over all documents, funds and inventories to the newly elected committee at a joint meeting of the two committees by 4th week of December.
- 2.4.8. Effective January 1st, 2004, that all officers of EC will be commissioned for a period of one (1) year. In consequent nomination and selections, the Council of Advisors with consultation of the EC will fill in the offices falling vacant on an ad-hoc basis for the rest of the term.

Standing Rules-3: COUNCIL of ADVISORS

RULE: SELECTION OF ADVISORS

3.1.1 The Council of Advisors, hereinafter called the "Council", shall consist of three Advisors, each nominated by nominated by the EC; and approved by consensus voting for a two-year term at the alternative Annual General Meeting of the Society. Advisors are selected from the good standing members of the community.

3.1.2 The Council shall meet at least three times each year and /or as deemed necessary. At all meetings of the Council, a minimum of two Advisors shall constitute a quorum. Will provide valuable advice and suggestions to the EC on policy issues.

3.1.3 May succeed his/her term of office.

RULE: ROLES AND RESPPONSIBILITIES OF THE COUNCIL OF ADVISORS

The advisors are not required to attend the executive meetings. However, they should be communicated about the meetings, and given opportunity to attend any Executive Meetings.

The advisors do not have voting rights in the executive committee matters and in the day to day operation of the society. The council of Advisors is expected to perform three main functions;

3.2.1. As an advisory consultative group, COA would

- Contribute towards effort of the EC in policy development and formulation to meet the aspirations and expectation of its community and to enable the society to cope with arising needs within and beyond its own environment.
- Make general advises on societal goals and objectives and constitutional obligation in the joint meetings with the EC;

3.2.2 As crisis manager and as custodian of the constitution, would

- Help minimize coercion, tension and help resolve any crisis within the EC. (Note managing crisis within the community and of the society is a responsibility of the EC).
- In the event of multiple interpretations of the constitution and/or of a clause of the constitution, the interpretation provided by the COA would be considered as final.
- Help resolve the crisis related to EC in the event of;
- EC's gross failure to operate as a viable and effective body; and
- failure to run the society in accordance with the constitutional obligations because of serious internal conflicts between and among EC members
- Unprecedented departure of substantial number of the EC members, which lead to a situation of dissolving the

entire committee without organizing any General Meeting

3.2.3 As an independent and non-executive body of the TBSNC would take the responsibility

- To ensure free, fair and timely process of nomination of the new EC and its transition to the office of the society, COA shall bear the special responsibility of appointing the Nomination and Transition Oversight Committee-NATOC within the time frame mentioned in the constitution.

BY-LAW - COUNCIL OF ADVISORS

3.3.1 The council of Advisors shall meet at least three times each year or as deemed necessary and/ or *at the call of the EC President* on issues EC deemed important and shall be empowered to advice on policies, not inconsistent with the constitution, between Annual or special meeting of the Society.

3.3.2 At all meetings of the council, a minimum of two advisors shall constitute a quorum.

3.3.3 The advisors are not required to attend the executive Council meetings. However, they should be communicated about the EC meetings, and given opportunity to attend any Executive Meetings.

3.3.4 The President of the EC or his representative is not required to attend the Council of Advisors meeting. However, the President of the EC should be communicated about the advisory meetings, and given opportunity to attend or send his/ her representative to any such Meetings.

- 3.3.5** The advisors do not have voting rights in the executive committee matters and in the day to day operation of the society.
- 3.3.6** All policy so determined shall be reported to and ratified by the members of the Society at the next Annual General Meeting of the Society.
- 3.3.7** Any Advisor, whose actions or comments are detrimental to the Society or its objectives, may be removed from office by a two-thirds majority vote at a special general meeting of the Society called for that purpose.
- 3.3.8** In the event of a situation where the EC is in the complete array of non-action, and became dysfunctional for more than 60 days because of various reasons including in fights within the EC itself, then the COA can call an extra ordinary general meeting to formally request to dissolve the current EC to pave the way for a fresh nomination of a new EC.
- 3.3.9** If approved by the two third of the members present in that meeting, COA would appoint the Nomination and Transition Oversight Committee-NATOC.

Attachment-1

Triangle Bangladesh Society, North Carolina, Inc. (TBSNC)

Nomination Form-2005

I _____ of _____
_____ NC-_____. On behalf of _____ caucus and in
good faith nominate

to represent our caucus and to act as an active member of the executive committee
of the TBS, NC.

The nomination is seconded by:

_____	_____
_____	_____
_____	_____

I _____ feel honored and privileged to
accept the nomination.

_____ Date: _____