

Bangladesh Association of Nashville



THE CONSTITUTION

ARTICLES OF INCORPORATION

Whereas BANGLADESH ASSOCIATION OF NASHVILLE is a non-profit Corporation, Incorporated in the State of Tennessee.

Article - 1 The name of the Corporation is BANGLADESH ASSOCIATION OF NASHVILLE, INC. (hereinafter referred to as "the Corporation" or "the Association").

Article - 2 The Association is organized to exercise all the powers conferred upon corporations formed in the State of Tennessee exclusively for charitable purposes including, to conduct social, educational, religious, cultural, welfare and relief programs here in the United States and abroad. The responsibilities of the corporation will not be limited to, the power to accept donations of money or property, whether real or personal, or any interest wherever situated, under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Article - 3 The following provisions shall define, limit, and regulate the powers of the Corporation and of its officers and members.

(A) The Corporation is not organized to profit. Its earnings and assets shall not accrue to the benefit of or to be distributable to its members, officers or any other persons, except that reasonable compensation may be paid by the Corporation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

(B) In the event of liquidation, dissolution or winding up of the Corporation (whether voluntary, or involuntary) all of the net assets of the Corporation, after paying or making provision for the payment of all the liabilities of the Corporation, shall be transferred and contributed to one or more non-profit organization.

Article - 4 The registered office address of the Corporation is 712 Watts Circle, Nashville, TN 37209; and the name of the registered agent is Dr. Moin M. Sarkar.

Article - 5 The Association shall not have any capital stock.

Article - 6 The activities and the business of the Corporation 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 the State of Tennessee or of the United States.

Article - 7 Membership of the Association shall be open to all persons without regard to nationality, race, sex, religion or place of residence, provided the individual subscribes to the objectives of the Association and abide by the provisions of the Articles of

Incorporation and the By-Laws, and pay membership dues. Only members shall have the right to vote. Members may be censured, suspended, or removed from membership for reasons and thought procedures specified in the By-Laws. The Corporation reserves the right to deny membership to any person who is considered to have been involved in any activity detrimental to the corporation's interests.

Article - 8 The activities and affairs of the Association shall be managed by an Executive Committee. The number of officers constituting the Executive Committee shall not be less than five and not more than nine, as shall be specified in the By-Laws. Officers shall be elected by the general body of members. The executive committee shall include at least five office bearers namely a President, a Vice President, a Treasurer, a General Secretary, and a Cultural Secretary. The body of the members shall reserve the right to remove any or all the officers by a vote of no-confidence passed by two third majority of members in a special general meeting called for the purpose with the quorum as defined in Article 10. The rules and procedures for the election and for the censor of the officers for filling vacancies on the Executive Committee arising from any reason, shall be as set forth in the By-Laws.

Article - 9 To manage specific activities of the Corporation, there may be established committees as provided in the By-Laws or as resolved by the Executive Committee from time to time. The Executive Committee may delegate to such committees, by resolution, defined powers and responsibilities.

Article - 10 Every year there shall be an Annual General Meeting of members. The agenda of the meeting shall include presentation of an Annual Report. Special general meetings can be called by the Executive Committee either as its discretion or as specified by in the By-Laws. Any voting on a resolution can be carried out at a general meeting, and shall be decided by a simple majority of the members voting at the general meeting. The presence of at least one third of the members of the association in a general meeting shall constitute a quorum.

Article - 11 The Executive Committee shall be responsible for the preservation and safe keeping of basic documents pertaining to the Association, and for maintaining books of minutes and other operational records.

Article - 12 The Association shall seek to be financially self supporting and solvent in its operation. To the end the Executive Committee may levy charges on participants for financing its activities, and to establish reserve or other funds to protect its assets or finance specific programs. The private property of the members of the Executive Committee shall not be subject to payment or corporation debts to any extent whatsoever.

Article - 13 The undersigned incorporators will not be held accountable for any debts, liabilities, or transaction of business of the corporation and shall not be subject to payment of corporate debts to any extent whatsoever.

Article - 14 The Corporation 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.

Article - 15 The duration of the Corporation shall be perpetual.

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

Dr. A.K.M.Fakhruddin
45 Park Crescent Cr.
Nashville, TN 37215

Dr. M. Bodruzzaman
708 Bradford Hills Cove
Nashville, TN 37211

Dr. M. A. Maleque
503 Foundation Court
Nashville, TN 37209

Dr. Rokeya Sultana
6012 Stillmeadow Drive
Nashville, TN 37211

Dr. Moin M. Sarkar
712 Watts Circle
Nashville, TN 37209

Dr. Halima Qureshi
6353 Torrington Road
Nashville, TN 37205

Dr. M. S. Jahan
244 Hidden Lake Road
Hendersonville, TN 37075

BY LAWS

These By-Laws of the BANGLADESH ASSOCIATION OF NASHVILLE, INC. (herein after referred to as "the Association" or "the Organization) adopted on March 6, 1994 shall be read in conjunction with, and as subsidiary to, the Articles of the Incorporation of the Association. The activities and business of the corporation shall be managed or conducted in accordance with the provisions of these By-Laws, as provided in the Article 6 of the Articles of Incorporation. Some of the provisions of the By-Laws define or specify in detail, certain related provisions of the Articles of Incorporation. In the event of any conflict between the provisions of the Articles of Incorporation and the By-Laws, those of the Articles of Incorporation shall prevail.

1. Location

The principal base of operations of the Association shall be Nashville metroplex in the state of Tennessee and the surrounding cities.

2. Purpose

The principal purpose of the Association shall be to:

- a) Promote social and cultural traditions of Bangladesh.
- b) Exchange goodwill and cooperation among members of the community.
- c) Promote Bangladesh in the United States of America.

3. Fiscal Year

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

4. Activities

Programs organized by the Association may include observance of Bangladeshi national, religious, educational, and socio-cultural events. The Association may organize or participate in social gatherings; sports events and picnics, seminars, Bengali language and religious classes; conventions and workshops; publication of literary magazines and newsletters. The Association may support charitable contributions here in the United States and abroad consistent with its goals and objectives.

5. Membership

Membership of the Association shall be open to all persons without regard to nationality, race, sex, religion or place or residence. The following are the provisions that apply to membership:

- a) A person must be eighteen years of age or older to become

- eligible to be a member.
- b) Each year the Executive Committee shall determine membership fees for regular members of the following year.
 - c) The membership fee will be due on January 1 every year or, for a new member on acceptance of membership. Membership fees shall be non-refundable. A person shall cease to be a member if he/she is more than six months in arrears in payment of membership fee. Such a person may be reinstated as a member without loss of continuity if he/she clears the dues within the business year. However failure to do so shall require the person to re-apply for membership.
 - d) A member may resign by written notice to the Executive Committee.

6. Executive Committee

The Executive Committee shall be composed of the following:

- a) President
- b) Vice President
- c) General Secretary
- d) Treasurer
- e) Cultural Secretary
- f) Two Members (previous year's President, and G.S.)

All the members of the Executive Committee shall be elected by the general body of the members for a one year term. An elected official can be elected. Only a member of the association can contest election for any given position in the Executive Committee, and it would be required for the candidate to be a member of the Association for the past year (one fiscal year) before he/she can contest an election (this rule will apply after one fiscal year has passed since the day of the adoption of the By-Laws). The Executive Committee shall be the chief policy making body of the Association, and the following shall apply to the Executive Committee.

- a) The committee shall approve the annual budget of the Association.
- b) The committee shall approve the annual plans and programs.
- c) The committee shall convene the meetings of the members of the Association.
- d) The committee shall control the expenditures of the Association.
- e) The committee shall appoint sub committees for special events.
- f) The committee shall meet once within 90 days from the date of its last meeting.
- g) Simple majority of the Executive Committee shall form a quorum.
- h) Twenty four hours notice shall be necessary to convene an emergency meeting of the Executive Committee.

The President shall be the chief executive officer of the corporation. The President shall chair the meetings, and shall primarily be responsible for networking with the outside bodies and organizations.

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

The General Secretary shall be responsible for all administrative matters including keeping minutes of the meetings, and coordination in the execution of decisions made by the Executive Committee. The General Secretary shall also prepare and present the Annual Report at the Annual General Meeting.

The Cultural Secretary shall primarily be responsible for coordinating the cultural and social affairs of the Association. The Cultural Secretary shall, with the help of the President, be responsible for planning and promoting the cultural exchange at large.

The Treasurer shall be responsible for the financial matters of the Association. He/she shall be responsible for collecting fees and other revenues, and the associated record keeping.

Any elected official(s) ousted from the office by vote of no confidence (Article 8) in a special general meeting, shall be replaced for the remainder of the term, co-opted by the existing members of the Executive Committee. In case, the entire executive committee is dissolved, an Interim committee shall be formed to manage the Association, in the same special general meeting by acclamation.

7. Election Commission

An Election Commission shall be formed each year during the Annual General meeting. The commission shall include a total of two members. The members of the commission cannot contest election for any position of the Executive Committee. The general body of the members present at the General Meeting shall elect the Election Commission by a simple majority. This election will be by acclamation. The Election Commission shall be responsible for conducting the elections.

8. Elections

Elections for the elective positions will be held annually at the Annual General Meeting. A member must declare himself/herself as a candidate proposed and seconded before anyone can vote for any candidate. Each candidate must declare his/her candidacy in a prescribed form within the specified time period, and must include the required fee. All elections will be decided by a simple majority of members present at the meeting. The Election Commission shall decide the procedures to be followed during the

elections and shall conduct all elections. A person who has been a member of the association for at least six months prior to the election date will be eligible to vote with the exception of the first election.

9. Banking

A bank account shall be established in the name of the association to manage the cash resources. Each transaction shall require signature of the President or the Treasurer.

10. General Meetings

All general meetings will be held with a notice of at least twenty one days.

11. Amendment of Articles of Incorporation and By-Laws

Voting on any amendment(s) proposed by the members shall be completed within ninety days of receipt by the Executive Committee of a valid petition for this purpose.

The End