

# Constitution & By-Laws

*(Draft version reviewed and approved by the working group: 9/4/2015)*

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## Section 1: Name.

The name of the Association shall be **American Association of Bangladeshi Scholars and Professionals** (officially abbreviated as AABSP), hereinafter referred to as "The Association".

- a. An organization of Muslim Bangladeshi Scholars and Professionals living in North America.

## Section 2: Objectives.

- To organize collective efforts for improving ourselves ethically, professionally, intellectually and socio-culturally, and to help those living in Bangladesh with similar efforts.

## Section 3: Vision Statement.

- A community of scholars and professionals with a better understanding of life and its purpose can contribute towards exploring the potentiality of others for our collective betterment.

## Section 4: Offices of the Organization.

- a. The Headquarter of the Association can locate in any US city, subject to the convenience of its office bearers, until a permanent office is established at a mutually agreed upon city of the USA.
- b. Chapter offices can be opened in any North American city with the approval of the central organization.

## Section 5: Membership.

- a. **Members:** Membership in the Association shall be open to any Muslim Bangladeshi scholar/professional living in North America who agrees with the aims and objectives of the Association and is willing to pay the annual dues. Only members in good standing shall have the right to vote for or to hold an office of the Association.
- b. **Affiliate Members:** Individuals from other regions and religions may become affiliate members of the Association if they agree with its aims and objectives, and are willing to cooperate in mutually beneficial activities. Affiliate Members shall pay no annual dues and shall not be eligible to vote or to hold an office of the Association, except that of the Team Leaders of Affiliate Members.

- c. Youth Members:** Young adults, under the age of twenty, shall be eligible to become Youth Members if they are of Bangladeshi descent; agree with the Association's aims, objectives and principles; maintain a full time student status and are willing to work with the Youth Counselor appointed by the Association. Youth Members shall pay only 10% of the regular annual dues but shall not be eligible to vote or to hold an office of the Association, except that of the Team Leaders of Youth Members.

## **Section 6: Central Body of the Association.**

The central body of the organization shall be comprised of a **Consultative Council** (hereafter referred to as CC), an **Executive Council** (hereafter referred to as EC), and a **Council of the Wise** (hereafter referred to as CW).

**a. THE CONSULTATIVE COUNCIL (CC):**

1. The CC shall be comprised of elected members by their constituency and shall be headed by the President.
2. A minimum of twenty (general) members shall constitute a constituency and shall elect one CC member. Each constituency shall be identified by a unique name/number.
3. Members of the CC shall be elected directly by the members of a constituency for a four-year term.
4. Any three members from a constituency can propose the name of a member of that constituency to be a candidate for the CC. After due scrutiny for eligibility and approval by the Election Committee, the proposed member shall become a candidate, to be voted for by the members of that constituency. In case of multiple candidates, the recipient of the highest number of votes shall be considered as elected.
5. EC members (including the President, the Vice-President, the Executive Director and the Finance Director) who are not elected members of the CC, shall become ex-officio members.
6. The President, in consultation with the CC, may appoint a number of good standing (general) members to the CC for a four-year term and can reappoint such members for one additional term. However, the total number of such appointed members shall not exceed 20% of the total elected members.
7. No elected member shall be eligible to serve on the CC for more than two consecutive terms. There shall be at least a one-term (4 years) gap before such a member can be considered for re-election.
8. The President shall automatically be the head of the CC.

## **Duties and Responsibilities of the CC:**

1. To advise the Executive Council on issues pertinent to the organization and its members.
2. To interpret, when and where needed, and to propose ratifications of the Constitution and By-laws of the Association.
3. To maintain check and balance in the activities of the organization and to oversee its finance.
4. To provide advice on and participate in developmental activities of the organization.
5. To perform any other task assigned by the President that requires collective consultative effort.
6. The CC shall meet (virtually or physically) at least twice a year.
7. The CC may consult any member of the EC, or the organization, if it seems necessary to resolve an issue or to devise a plan. The EC shall be informed about such consultation. If the President and/or a member of the EC are involved with the issue under consideration then such individual(s) shall be excluded from the process.

## **Removal of the CC Member:**

1. An elected CC member shall be removed from the office if he/she fails to serve the best interest of the Association, become subject to moral and ethical violations, causes harm to the reputation of the Association, or fails to perform his/her duties due to negligence, long-term physical incapability or mental disability.
2. The President, in consultation with the constituency of such member, shall initiate the removal process and place it to the CC for approval. Such a member shall only be removed by the vote of two-third majority of CC members.
3. For similar reasons mentioned in sub-clause 1 above, an ex-officio or appointed member of the CC shall be removed by the President with the approval of two-third members of the CC.
4. If an individual is removed from the CC with due process, the same individual shall not be eligible to hold any other office of the Association in the future.

### **Temporary Clause:**

- During the first term of the CC, half of its members shall be elected for a two-year term and the other half for a full four-year term. Then, there shall be election every two years for 50% members of the EC.

### **b. THE EXECUTIVE COUNCIL (EC):**

- i. The Executive Council (EC) shall be comprised of:
  - The President;
  - The Vice-President;
  - The Executive Director;
  - The Finance Director; and
  - Five (5) members.
- ii. The EC shall be reconstituted every four years after the election and oath of the new President.
- iii. The Vice-President, the Executive Director, the Finance Director, the Members of the EC shall be removed from the office if he/she fails to serve the best interest of the Association, become subject to moral and ethical violations, causes harm to the reputation of the Association, or fails to perform his/her duties due to negligence, long-time sickness or mental disorder.
  - a) The President, after consultation and approval of the CC, shall notify the individual regarding his/her removal.
  - b) If an individual (stated in sub-clause b-iii) is removed from his/her position with due process, the same individual shall not be eligible to hold any other office of the Association in the future.

### **A. The President:**

1. The President shall be elected for a four-year term by the members of the Association.
2. No individual shall be eligible to hold the office of the President for more than two terms in his/her lifetime.
3. Any three members of the CC can propose the name of a member of the Association in good standing to be a candidate for the President. After

due scrutiny for eligibility and approval by the Election Committee, the proposed member shall be considered a candidate and shall be voted for by the members of the Association. In case of multiple candidates, the recipient of the highest number of votes shall be considered as elected.

4. The newly elected President shall take an oath of the office, in front of the CC, the Election Committee, and other such individuals as invited for the purpose, before holding the office.

## **Duties and Responsibilities of the President**

The President –

1. Shall serve as the chief executive of the Association; preside over all the meetings of the CC, the EC and the AGM as well as the Special meetings; appoint all standing and special committees, unless otherwise directed in the By-laws.
2. Shall formulate policies and projects for fulfilling the obligations and purposes of the Association.
3. In consultation with the CC, shall appoint a Vice-President, an Executive Director, a Finance Director, and five members of the EC.
4. In consultation with the CC, shall appoint such other officers as the EC considers it necessary for proper operation of the Association.
5. Shall sign, on behalf of the Association, any contract or other documents (approved by the CC, EC or the general body as appropriate), except in cases where the signing and execution thereof shall be expressly delegated to some other officer or agent of the Association.
6. Shall perform all duties pertinent to the office of the President and such other duties that from time to time shall be assigned by the general body or the CC.
7. Shall have the right to fire an officer – after due consultation with and approval of the CC – who does not serve the best interest of the Association.
8. Shall receive no remuneration for his/her position, other than the reimbursement for office related expenses.

## **Removal from the Office**

1. The President shall be removed from the office if he/she fails to serve the best interest of the Association, become subject to moral and ethical violations, causes harm to the reputation of the Association, or fails to perform his/her duties due to negligence, long-term physical incapability or mental disability.
2. To initiate the removal process, at least one-third members of the CC shall sign a petition and submitted to the Executive Director for presentation to the general membership for their vote.
3. The President shall only be removed from the office by the vote of two-third majority of the members.
4. If an individual is removed from the office of the President with due process, the same individual shall not be eligible to hold any office of the Association in the future.

## **B. The Vice-President**

1. The President, in consultation with the CC, shall appoint a Vice-President, preferably from among the CC members, for a four-year term. No member shall be eligible to serve as Vice-President for more than two consecutive terms. There shall be at least a one-term (4 years) gap before such a member can be considered for re-appointment.
2. The Vice-President –
  - a. Shall work under the direction of the President and shall report to him/her.
  - b. In the absence of the President, shall preside over the meetings of the CC, the EC, the AGM and special meetings.
  - c. Shall serve as the Acting President, for a maximum of six months period, if the office of the President becomes temporarily vacant.
  - d. Shall discharge any other duties and responsibilities assigned from time to time by the President.

## **C. The Executive Director.**

1. The President, in consultation with the CC, shall appoint an Executive Director, preferably from among the CC members, for a four-year term. No member shall be eligible to serve as Executive Director for more

than two consecutive terms. There shall be at least a one-term (4 years) gap before such a member can be considered for re-appointment.

2. The Executive Director –

- a. Shall work under the direction of the President and shall report to him/her.
- b. Shall be responsible for day to day business of the Association.
- c. Shall serve as the secretary of the CC.
- d. Shall serve as the Acting Finance Director, for a maximum period of three months, if the office of the Finance Director becomes temporarily vacant.
- e. Shall discharge any other duties and responsibilities assigned from time to time by the President.

**D. The Finance Director.**

1. The President, in consultation with the CC, shall appoint a Finance Director, preferably from among the CC members, for a four-year term. No member shall be eligible to serve as Finance Director for more than two consecutive terms. There shall be at least a one-term (4 years) gap before such a member can be considered for re-appointment.

2. The Finance Director –

- a. Shall work under the direction of the President and shall report to him/her.
- b. Shall be responsible for the financial affairs of the Association.
- c. Shall serve as the Acting Executive Director, for a maximum period of three months, if the office of the Executive Director becomes temporarily vacant.
- d. Shall discharge any other duties and responsibilities assigned from time to time by the President.

**E. The Members.**

1. The President, in consultation with the CC, shall appoint five Members of EC from among the good standing members of the Association for a four-year term. No individual shall be eligible to serve as the Member for more than two consecutive terms. There shall be at least a one-

term (4 years) gap before such a member can be considered for re-appointment.

2. The Members –

- a. Shall work under the direction of the President and shall report to him/her.
- b. Shall support the Vice-President, the Executive Director, the Finance Director in their activities as needed.
- c. Shall discharge any other duties and responsibilities assigned from time to time by the President.

**c. THE COUNCIL OF THE WISE (CW)**

1. There shall be a Council of the Wise constituted of the ex-Presidents, ex-executive and Finance directors, members distinguished for their services, wisdom and dedication for the organization.
2. The President in consultation with and approval of the CC, can appoint any distinguished member to the CW.
3. The CW shall be an advisory body of the Association. Though not binding, its advice shall be treated with utmost emphasis by the CC, EC, and other organs of the Association.
4. The CW shall be headed by a Chair, elected by its members, for a four-year term. An individual may serve only for two terms as the Chair of the CW.
5. A member of the CW cannot serve simultaneously in any other capacity in the Association.
6. Membership in the CW shall be without any term limit.
7. The CW members shall be exempted from paying annual dues.

**Removal of the CW Member:**

- a. A CW member shall be removed from the office if he/she fails to serve the best interest of the Association, become subject to moral and ethical violations, causes harm to the reputation of the Association, or fails to perform his/her duties due to negligence, long-term physical incapability or mental disability.



- b. The President shall initiate the removal process and place it to the CC for approval. Such a member shall only be removed by the vote of two-third majority of CC members.
- c. If an individual is removed from the CW with due process, the same individual shall not be eligible to hold any other office of the Association in the future.

## **Section 7: Committees.**

- a. There shall be an (i) **Election Committee**, a (ii) **Professional Development Committee**, a (iii) **Scholarly Activities Committee**, and a number of other committees that the CC, the EC, and the CW consider it necessary for materializing the aims and objectives of the Association and for smoothly running its business.
- b. The President, in consultation with the CC and the CW shall nominate the members of each committee for a four-year term.
- c. Each committee shall be headed by a Chair, appointed by the President from its members.
- d. The Chair and the members of each committee shall be responsible to the President and shall report their activities to the Executive Director for onward transmission to the President.
- e. The President, in consultation with CC and EC, may dissolve any committee, except the named committees in sub-section 7-a, if the need for such a committee does not prevail, or the function of such a committee can be devised/reorganized differently. To dissolve a named committees in sub-section 7-a, a vote of two-third majority of the CC members will be required.

## **Section 8: Elections.**

- a. There shall be an election of the 50% of CC members every two years.
- b. The election for the position of the President shall take place every four years.
- c. The election Committee shall finalize the procedures, list of candidates and of eligible voters by the middle of November of the election year.
- d. The election shall take place by the end of the first week of December and the official results shall be announced by no later than the end of the second week of December.

- e. The winning candidates shall take the oath of office by no later than the second week of January of the following year.
- f. Each elected member's office term shall start from the day he/she takes the oath of office.
- g. If the above mentioned schedule cannot be maintained for circumstances beyond control, the Election Committee, in consultation with the President, shall reschedule for earliest possible dates.
- h. The Election Committee, in consultation with the President, shall schedule the election for interim vacancies.
- i. In case of non-resolving disagreement between a candidate and the Election Committee, or between the members of the Election Committee, the resolution of the CC shall be considered as final.

## **Section 9: Vacancies.**

- a. In the event of incapacity, resignation, removal from office or death of the President, the CC shall designate the Vice-President to assume the duties of the President for the period until the next bi-annual election.
- b. In the event the Vice-President assumes the duties of the President, or in the event of incapacity, resignation, removal from office or death of the Vice-President or a member of the EC, the President, in consultation with the CC, shall designate a member of the EC or the CC to assume the duties of Vice-President for the balance of the term.
- c. In the event a member of the EC or CC assumes the duties of a Vice-President, or in the event of incapacity, resignation, removal from office or death of a member of EC or CC, the President, in consultation with the CC, shall designate a member to assume the duties of the said member for the balance of the term.

## **Section 10: Financial Affairs.**

- a. The main source of revenue for the Association shall be the annual dues of its members.
- b. Additional revenues may be generated through fund raising, collection of donations, undertaking of projects, and from the proceeds of sale of services and products of the Association.

- c. Proper records for all financial transactions shall be maintained by the Finance Director. The Audit team shall have access to such records during the audit period.
- d. The Finance Director shall manage all financial dealings of the Association. However, the President shall be the ultimate responsible person for proper use of the Association's funds.
- e. Financial audit by a professional firm shall be conducted once every four years. The report of the audit shall be made available to members for view.

### **Section 11: Formation of Chapters.**

- a. Large cities with a concentration of at least fifty members in good standing can form local chapters with the approval of the President.
- b. The local chapters shall have a president and a secretary and any number of officers that its members deem necessary.
- c. The annual dues of the local chapters shall be collected by the office of the Finance Director (at the Center). However, to meet its financial needs, the local chapter shall receive 20% of the total dues collected from the members of that chapter.
- d. Each local chapter shall submit to the Executive Director an annual report of its activities.
- e. The President, in consultation with the CC, can dissolve a local chapter if it appears and documented that the said chapter works against the best interest of the Association or conducts such activities that are in conflict with the aims and objectives of the Association.

### **Section 12: Annual General Meeting (AGM).**

- a. There shall be an Annual General Meeting (AGM) of the Association. The President shall invite all members to attend the AGM.
- b. The President shall form a special committee for organization and management of the AGM.
- c. The venue, time and theme of the AGM shall be decided by the President in consultation with the CC and the EC.
- d. Agendas and issues discussed at the AGM shall be recorded and made available to members for their additional inputs.

- e. Resolutions adopted by the majority of members at the AGM shall be implemented in due time by the CC and the EC.

### **Amendments to the Constitution & By-laws.**

- a. General members or the members of the CC may petition for an amendment to the Constitution. Such petition shall contain at least 75 signatures of members in good standing.
- b. The CC by a majority of two-thirds (2/3), may accept an amendment to the Constitution.
- c. The Constitution shall only be amended following a vote of approval by the two-third majority of the general members.

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### **Execution of the Constitution.**

The constitution has been adopted on this ..... day of ..... in the year ..... by the following signatories who have acted as the founding members of the Association.