

VOLUNTEERS ASSOCIATION FOR BANGLADESH (VAB)

122 Taxter Road, Irvington, New York 10533

BYLAWS

ARTICLE I

Name

The name of this Corporation shall be the VOLUNTEERS ASSOCIATION FOR BANGLADESH (VAB) or such other name as may be provided in its CERTIFICATE OF INCORPORATION as amended from time to time.

ARTICLE II

Purpose

Broadly, the purpose of this Corporation is to support charitable and development activities, especially designed for the poor and the needy, in order to promote and sustain a strong civil society and democracy in Bangladesh. Under the above broad purpose, the specific purposes of this Corporation shall be:

- A. To support primary and secondary education of the poor and the needy students in Bangladesh.
- B. To support local community efforts in improving educational and training facilities (e.g. instruction, library, laboratory) in the poor and depressed areas of Bangladesh.
- C. To support vocational and skill training and associated activities for helping the poor and the needy unemployables in Bangladesh to secure and maintain stable employment.
- D. To support other activities, if funds permit, including rehabilitation of the destitute, and provision of basic health, nutrition and housing services for the poor and needy in Bangladesh.
- E. To undertake and support seminars and dissemination of information activities in the United States to facilitate understanding of the social and economic development problems in Bangladesh and the urgent need to alleviate pervasive poverty in order to build durable foundations for a strong civil society and democracy in Bangladesh.
- F. To liaise and cooperate with other non-profit organizations in the United States that carry out charitable work in Bangladesh in order to achieve effective results from our activities.
- G. To solicit funds and other resources such as books and equipment and to distribute such funds and resources through appropriate charitable and development agencies in carrying out the above purposes as decided by the Board of Directors of this Corporation.

ARTICLE III
Fiscal Year

The corporate fiscal year shall be from January 1 through December 31.

ARTICLE IVa
Location

The principal office of the Corporation shall be located in the Village of Irvington, New York, County of Westchester, in the State of New York. The field office of this Corporation or the Bangladesh Office shall be located in the City of Dhaka, in the country of Bangladesh.

ARTICLE IVb (adopted at the tenth Annual Meeting)
Local Chapter

1. Local Chapters of the Volunteers Association for Bangladesh (VAB) may be formed anywhere to carry out activities for the fulfillment of its purposes, as laid out in ARTICLE II above. In this context, the Volunteers Association for Bangladesh shall be referred to as the Parent Organization and the Local Chapter shall be referred to as the Volunteers Association for Bangladesh – “X” Chapter, “X” being the place where the Local Chapter is formed.

2. (a) A Local Chapter may contribute to the Parent Organization for carrying out the set of Programs as being carried out by the Parent Organization.

(b) A Local Chapter may also carry out:

(i) The same or similar set of Programs as being carried out by the Parent Organization;

(ii) One or more specific Programs within that set of Programs;

(iii) One or more specific new Programs which are not included in the set of Programs being carried out by the Parent Organization at the time of the formation of the Local Chapter, but are in conformity with 1 above.

In the case of 2(b)(iii), the specific new Program(s) shall be included in the new set of Programs of the Parent Organization as an integral part of that new set.

3. In either of the cases referred to in 2(b) above, the planning, organization, management and execution of the Program(s) shall be undertaken through consultation and cooperation between the Parent Organization and the Local Chapter. The Program(s) of the Local Chapter shall be executed only through the Bangladesh Office of the Parent Organization, and to this end, the Local Chapter shall negotiate with the latter about its contribution for the overhead costs of Program execution.

4. In matters of fundraising, publicity, outreach and in related matters, there shall be consultation and cooperation between the Parent Organization and the Local Chapter.

5. A Local Chapter may be governed by its own Bylaws, if it so wishes, but such Bylaws must not be in conflict with or must not contradict the Bylaws of the Parent Organization. In case of a conflict or contradiction, a resolution shall be sought through consultation and cooperation between the Parent Organization and the Local Chapter. In case a resolution cannot be reached, a decision shall be taken by the Parent Organization to which the Local Chapter shall adhere.

6. The President of a Local Chapter shall automatically become a member of the Board of Directors of the Parent Organization. He/she may be required to make a report on the Local Chapter in the Annual Meeting of the Parent Organization, and any other periodic reports, as necessary.

7. (a) In case a Local Chapter wishes to contribute to the Parent Organization as in 2(a) above, the Local Chapter shall open a sub-account of the bank account of the Parent Organization and all financial transactions shall be carried out through that sub-account.█

(b) In case a Local Chapter wishes to carry out Programs as in 2(b) above, the Local Chapter shall be independent of the Parent Organization in all financial and accounting matters. The Parent Organization may request an audit of the financial matters of the Local Chapter, and the Local Chapter shall provide the same within two months of the request. The Local Chapter shall share the yearly Financial Report with the Parent Organization.

8. Any partnership arrangement between a Local Chapter and any Bangladeshi organization must be approved by the Parent Organization.

9. The discontinuation of the relationship between a Local Chapter and the Parent Organization may be effected only by a decision of the Board of Directors of the Parent Organization and only after a due division of the assets and liabilities between the Parent Organization and the Local Chapter has taken effect.

ARTICLE V Members

The Corporation will have no direct members. Indirectly, the Directors, the Patrons and the Advisors will be considered members of the Corporation for the purpose of the Annual Meeting.

ARTICLE VI Annual Meeting

1. The Annual Meeting of the Corporation shall be held preferably during the third quarter of the calendar year, at such place and on such day and hour as the Board of Directors may determine. Notice of the Annual Meeting shall be given as prescribed by the Board of Directors before 30 days prior to the date of such meeting. Notice shall be in the form prescribed by and in compliance with the Not-for-Profit Corporation Law of the State of New York. The [Chair of the Board] (amendment made in the ninth Annual Meeting replaces President) shall preside at the Annual Meeting, and the order of business shall be:

- (a) Reading of the last Minutes;
- (b) Report of Officers and the Board of Directors;
- (c) General business;
- (d) Election of Directors and Chair of the Board.

2. A quorum of the Annual Meeting of the Corporation shall consist of not less than one third of total members of the Board of Directors, Patrons and Advisors present, either physically or through written communication. Members not physically present may participate in the business of the Annual Meeting through written communications. Any action by the majority of those present and those not present but who communicated their decision in writing shall be the action of the Corporation except as may be otherwise required by law.

ARTICLE VII Board of Directors

[This article may be read in conjunction with **ARTICLE XVI** concerning the role, performance and contribution of a Director.]

1. The business and the property of the Corporation shall be vested in a Board of Directors, which shall have power to manage and administer the business and affairs of the Corporation. Directors shall be

elected at the Annual Meeting on the recommendation of the Nominating Committee and shall serve a term of [four] (amendment in the ninth Annual Meeting from two to four) years with no bar for reelection for further term(s). There shall be a maximum of twenty-one Directors, and the retiring President of the Corporation will be an ex-officio Director. There will be a Chair of the Board, elected by the Directors for a period of four years with no bar for reelection for further term(s) (added in the ninth Annual Meeting).

2. Vacancies occurring on the Board shall be filled in the same way as a Director is elected, for the remainder of the term.

3. Meetings of the Board of Directors shall be held no fewer than [two] times each year (amended at the second Annual Meeting from four to two), on call of the [Chair of the Board] (amended in the ninth Annual Meeting from the President to the Chair of the Board), with seven days' notice of such a meeting to each Director.

4. A quorum for any meeting of the Board of Directors shall consist of not less than one third of the members of the Board; and any action by the majority of those present [either in person or through correspondence including e-mail] (amended at the second Annual Meeting), shall be the action of the Board of Directors.

5. No members of the Board of Directors shall receive any compensation from the Volunteers Association for Bangladesh.

6. The duties of the Board of Directors shall be:

(a) To manage the affairs of the Corporation;

(b) To arrange for the raising and allocation of funds;

(c) To adopt the policies and procedures as may be consistent with the CERTIFICATE OF INCORPORATION and the BYLAWS;

(d) To elect the Office Bearers from the Directors for the successful operation of the Corporation;

(e) To appoint such committees and or groups as it may deem necessary; and

(f) To annually give a report of its activities to the members of the Corporation.

ARTICLE VIII

Board of Patrons

1. There shall be a Board of Patrons to review periodically the financial operations of the Corporation and make recommendations to the Board of Directors for improved and responsible financial management of the Corporation. The Board of Patrons will develop guidelines for the operation and use of the Trust Fund and select an auditor for the annual audit of the Corporation's financial operations. The Board shall select a team of one or more persons each year that will travel to Bangladesh at their own expense to inspect activities funded by VAB in Bangladesh and make its report to the Board of Directors and the Board of Patrons.

2. The Board of Patrons shall comprise maximum 21 members to be elected for a period of four years by individual Patrons from themselves. Any individual or an organization can become a Patron by contributing one thousand dollars or more to the Trust Fund of the Corporation. A Patron can make subsequent contributions to the Trust fund in any amount.

3. Members of the Board of Patrons shall elect a Chair who will arrange at least one annual meeting and other periodic meetings as appropriate to carry out functions entrusted to the Board of Patrons. The Nominating Committee shall arrange the election of the members of the Board and its Chair.

4. The duties of the Board of Patrons shall be:

(a) To review the financial operations of the Corporation and make recommendations;

(b) To develop guidelines for the operation and use of the Trust Fund;

(c) To select an auditor for annual auditing of the Corporation's financial operations; and

(d) To select annually a team of one or more persons who will travel to Bangladesh at their own expense to inspect the activities funded by the Corporation in Bangladesh.

ARTICLE IX
Board of Advisors

1. There shall be a Board of Advisors to review the program of work of the Corporation and make recommendations to the Board of Directors. The Board of Advisors will also review the suitability of relevant charitable and developmental agencies in Bangladesh to receive support from the Corporation. It will also suggest cooperation with relevant charitable agencies that carry out activities in Bangladesh in order to achieve the Corporation's purposes more effectively.

2. There will be a maximum of twenty-one Advisors to be appointed by the Board of Directors for a period of four years based on the recommendation of the Nominating Committee. Advisors should be selected from persons working in community, charitable and developmental work and with particular familiarity with developmental issues and charitable work in Bangladesh. Advisors shall elect a Chair from themselves to arrange meetings and carry out its activities.

3. The duties of the Board of Advisors shall be:

(a) To review annually the program of work of the Corporation and make recommendations to the Board of Directors;

(b) To review periodically on request from the Board of Directors specific proposals for funding from the Corporation and make its recommendations;

(c) To bring to the attention of the Board of Directors specific and relevant charitable agencies in Bangladesh that should be considered for support by the Corporation; and

(d) To recommend to the Board of Directors specific charitable and funding agencies with whom the Corporation should explore cooperation to enhance the effectiveness of its operations.

ARTICLE X

Membership in three Boards

No person can be a member of more than one Board of the Corporation at any given time. These are Board of Directors, Board of Patrons and Board of Advisors.

ARTICLE XI

Officers

1. The officers of the Corporation shall include a President, a Vice President [added in the 15th Annual Meeting], a Secretary, a Treasurer, Chair, Program and Research, Chair, Fundraising and Endowment, Chair, Communication and Media and Chair, Corporate Outreach and Special Events to be elected by the Board of Directors from its members based on the recommendation of the Nominating Committee. The officers shall serve a period of four years and shall be eligible for reelection for subsequent term(s). Any vacancy will be filled up in the same way as the post was elected for the remainder of the term.

2. The President, elected by the Board of Directors, shall be the chief volunteer officer of the Corporation. [He/she shall act as the Chair of the Board and preside at all the meetings of the Board of the Directors] (deleted in the ninth Annual Meeting). He/she shall be responsible to the Board for the proper management of the affairs of the Corporation within the policies adopted by the Board of Directors and shall perform such duties as may be requested by the Board. The President shall be an ex officio member of all committees of the Corporation. He/she shall give a bond with approved surety for the faithful performance of his/her duties; cost of such bond is to be borne by the Corporation.

3. The Vice President works in the temporary absence of the President to preside over meetings and take other necessary actions in managing VAB corporate office. In case the current President retires or becomes incapacitated, the Management Committee will automatically nominate the Vice President to assume the position of the President, for approval by the Board [This may be read in conjunction with Succession Plan in VAB Management noted under **ARTICLE XVII.**]

4. The Secretary organizes and remains in charge of all VAB meetings: Annual Meetings, Board Meetings, and Executive/Management Committee Meetings; prepares agenda, fixes time and place, invites participants, keeps records and proceedings of Meetings; keeps records of all members of Board and Committees and works in cooperation with the President in initiating the process of filling up vacancies and making new appointments; follows up on the implementation of decisions made in the above Meetings; and performs all other duties delegated by the Board or the President. The Secretary shall assist the President in running the corporate office including the conduct of the correspondence of the Corporation; shall have custody of the records and corporate seal; shall have contacts with the VAB field office in Bangladesh; and shall perform such other duties as may be delegated to him/her by the President or the Board of Directors (amended in the ninth Annual Meeting).

5. The Treasurer shall have custody of the funds of the Corporation and shall disburse the same in accordance with such directions as he/she may receive from the Board of Directors of the Corporation. Whenever requested by the Board of Directors, he/she shall report the financial transactions of the Corporation in such form as may be required. He/she shall invest the funds or deposit the funds of the Corporation in such depositories as may be designated by the Board of Directors and in case of the Trust Fund as recommended by the Board of Patrons. He/she shall be bonded in such amount as may be determined by the Board of Directors, the cost of such bond to be borne by the Corporation. He/she shall perform all other duties normally pertaining to the office of Treasurer.

6. The Chair, Program and Research Group in cooperation with the Group members reviews components of VAB's educational program, gathers detailed data and information on students' performance under those components in VAB partnered schools and assess their effectiveness in empowering the rural youth with quality education and skill training. He/She provides guidance and support to the Bangladesh Office and periodically visits program operations in Bangladesh. The Chair recommends modification in existing program components, adoption of new activities and submits periodic report to the Management Committee and the Board. He/She liaises with the President and Chairs of other Groups.

7. The Chair, Fundraising and Endowment Group, in cooperation with members of the Group undertakes publicity for VAB by contacting individuals, communities, associations and corporations; reviews VAB financial situation and makes arrangements for fundraising for both current program and future Endowment purposes, including any fundraising events; and represents VAB at professional gatherings and other similar meetings.

8. The Chair, Communication and Media Relations, in cooperation with the Group members takes responsibility for developing publicity materials in English and Bangla including brochures, annual reports, newsletters, press reports, and other ad hoc reports; uses these materials for organizing VAB's periodic Letter Campaigns for donation, maintains and updates the VAB website; keeps contacts with the media; keeps contacts with the Bangladesh office and maintains an active library of current pictures and reports on VAB programs and organizational activities for use in the media and reports.

9. The Chair, Corporate Outreach and Special Events in cooperation with Group members reviews VAB's contacts with corporations and special groups for purpose of funding support, organizes targeted contacts with these individuals and groups and holds specific events for raising funds for VAB's long term sustainability.

ARTICLE XII

Committees/Groups

There shall be following Committees or Groups:

1. A Management Committee comprising the President, Vice-President, Secretary, Treasurer, and Chairs of four functional Groups, as noted above, will have full responsibility for carrying out day to day operational work to implement the decisions and recommendations made by the Board. The Committee shall carry out any other responsibilities delegated to it by the Board of Directors; may act for the Board in the period between the Board meetings when action required cannot await a regularly scheduled Board meeting; and shall submit at the next Board meeting for ratification any action taken. The Management Committee is collectively accountable to the Board of Directors through the President. The Chair of each functional Group will report to and be accountable to the President.
2. The Management Committee shall act as the Nominating Committee to make nominations to the Board for the officers of the Corporation, members of the Board of Directors, and Chair of the Board, following appropriate procedures.
3. Any other regular or ad hoc group/committee may be appointed by the President with the approval of the Board of Directors.

ARTICLE XIII

Finances

1. The Corporation shall have two funds: current and trust. The Trust Fund will include all donations made by Patrons, which will be invested, in secured deposits and from which only the income can be used for current expenditure. This binding will last for the first term of four years at the end of which the Board of Directors will decide the future use of the Trust Fund on the basis of recommendations made by the Board of Patrons. The Current Account will include membership fees, if any, all donations other than the donations to the Trust Fund and income from the Trust Fund, and will be used for current expenses and program and project support.
2. There will be no paid positions in the Corporation. All members of the three Boards and the Committees and all the officers shall work strictly on a voluntary basis and no payment for their services will be made. This restriction along with the need for any paid officers and staff will be reviewed at the end of the first term.
3. While the services are strictly voluntary there will be provisions for office and meeting expenses, fundraising costs and reimbursement of reasonable expenses that members have to defray from their own pocket to carry out the activities of the Corporation. The Board of Directors shall decide upon a list of allowable expenditure for the operation of the Corporation based on recommendation made by the Treasurer and the Chair of the Board of Patrons.

ARTICLE XIV

Work Program

1. The Corporation shall have a Field Representative (FR) in Bangladesh who will be appointed by the Board of Directors for a period of four years. The FR will carry out the activities of the Corporation under the direction of the President and the Board of Directors.
2. The FR will: (a) identify charitable agencies in Bangladesh that carry out activities along the lines stated in the purposes of the Corporation; (b) analyze and evaluate their specific activities using such criteria as their closeness to the purposes of the Corporation, the ratio of overhead cost to the program cost to determine the extent of voluntarism and the methods and the effectiveness of their operation including the supervision of their grants; and (c) make recommendations to the President for activities to be included in the work program and the agencies that should receive grants from the Corporation in a given year.

3. Once the annual work program is finalized and funds are released in installments, the FR shall monitor the use and utilization of grants and make recommendations regarding the release of future installments. At the end of each financial year of operation, the FR will prepare a report for submission to the Board of Directors on the use of grants and the performance of the agencies, which received support from the Corporation.

Article XV

Country Office - Bangladesh

1. VAB will establish a country office in Bangladesh with the approval of the NGO Bureau (Government of Bangladesh) to implement its programs and activities. It will observe the rules and regulations set by the Government of Bangladesh in carrying out its work.

2. The VAB Board through the President will appoint the Country Director, and the President will appoint the members of the VAB Advisory Board in Bangladesh in consultation with the Country Director. The Country Director will be an Ex Officio member of the VAB Management Group.

3. The Country Director will work in conformity with the broad guidance and recommendations made by the VAB Board and the Management Group, and communicated through the President.

4. The Country Director will report to and be accountable to the President.

Article XVI

VAB Board and Role, Performance and Contribution of Directors

[Adopted at the XVII Annual Meeting]

1. The basic purpose to realize through the changes adopted at the XVII Annual Meeting is to secure as Directors interested and committed philanthropists who will spare time to review VAB's programs, make Board decisions, secure support and funding, make generous contribution towards VAB's funding solvency and possibly visit VAB activities on site in Bangladesh. Additionally, the aim is to use Directors' contribution to cover all or most of VAB's overhead expenditure so that VAB can appeal more energetically to individual donors that 100% of their donation will go for Programs. Specific recommendations as approved unanimously are noted below:

2. Role:

(a) VAB being a corporate entity, its Board of Directors has the final authority and full responsibility for the well-being of VAB and for all decisions pertaining to VAB organization. A Director, being a part of the Board, shares this authority and responsibility.

(b) A Director is expected to enthusiastically represent VAB in his contacts and dealings, as requested of him by VAB and as far as they relate to activities of VAB, with the purpose of securing support and funding from individuals, corporations and foundations.

(c) A Director has full authority to present approved decisions of the Board and ongoing VAB program activities in appropriate forums and discussions and bears responsibility to gather reactions to his presentations and share them with the Board and the Management.

(d) A Director has the authority to visit the VAB Office and program activities in the USA and in Bangladesh.

(e) A Director's term of office is for four years and can be renewed for indefinite terms. Proposals for renewal will be accompanied by compliance assessment of the performance of individual Directors based on some clear guidelines approved by the Board. Any interim appointment of a Director will be valid only up to the end of four-year cycle.

3. Performance:

(a) A Director is expected to attend all the meetings of the Board, either being physically present or by providing comments on the agenda items and/or via teleconference/Skype, if it can be arranged.

(b) Failure to attend two successive Annual Meetings of the Board may allow the Board to terminate Directorship.

(c) As in the past, Board meetings will be attended by Directors, Patrons, Advisors and officials, and discussions will be conducted in such a way as to reach consensus on the issues under consideration. However, if a vote becomes necessary only the Directors may participate in the voting process.

(d) All decisions of the Board must be approved by a simple majority of the Board's Directors. Since a meeting of the Board will be attended by Directors and others, there may be a likelihood that a meeting which may not have majority of Directors physically present may approve a measure requiring implementation by the Management. In such cases, the decision must be ratified by a majority of Directors within one month under the guidance of the Chair of the Board or in his/her absence, by the President.

4. Contribution:

(a) Annual contribution for each Director may be set at a minimum of \$2,000, untied to any services or contribution for any VAB program activity. Contribution must be paid within the year, preferably in the early months.

(b) If the contribution for a year is not received before the first Board Meeting in the following year, the Director may be allowed to attend the meeting, but forfeits the right to vote on any decision.

(c) If the contribution for a year is not received by the end of the following year, the Director may lose the membership in the Board, which may elect an interim Director for the remainder of the term.

Article XVII
Succession Plan in VAB Management

1. Both conceptually and in real operations, VAB's Founder and President spent almost full time over the last 15 years and offered guiding philosophies and program proposals and developed contacts, networks, and guidelines for managing operations in the USA and in Bangladesh. This knowledge, experience and information about contacts need to be transferred in such a way as to maximize their future benefits to the organization and with minimal disruption and harm to VAB. This can be done in three phases, each phase covering a period mutually agreed by the President and the Vice President from the time he/she takes up the position.

2. For the first phase, the Vice President will acquire experience in running the US operations while gaining some exposure to the Bangladesh operations from a close working relationship with the President. In the second phase, the Vice President will become the Chief Executive Officer (CEO) dealing with both the US and the Bangladesh operations with the President remaining as the nominal head for advice and help as needed. In the final phase, the CEO becomes the President and the incumbent retires fully but remains available for any assignment from the Management.

ARTICLE XVIII
Amendments

The BYLAWS of the Corporation may be amended in totality or in part by two-thirds vote of the members of the Board of Directors present at a meeting of the Board, or at the Annual Meeting, where such action has been set forth as a proposal in the notice of such meeting.

ARTICLE XIX
Dissolution

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC#501 (c) (3).

ARTICLE XX
Preparatory Activities

The Corporation will start operation from 1 January 1999. Between now and the end of December 1998, the organizers will select the members of the Board of Directors and the three officers (President, Secretary, Treasurer) and the Chair of the Membership Assembly to carry out work of the Corporation. The selection of the organizers will be placed before the first Annual Meeting of the Corporation for ratification for a period of four years.