

SpaandanB By-Laws

PREAMBLE

These By-Laws are in accordance with the "Articles of Incorporation of SpaandanB," hereinafter referred to as "the Association." In any conflict between the Articles of Incorporation and these By-Laws the Articles of Incorporation shall take priority.

The term "He" is used throughout the document to imply he/she.

ARTICLE I. PURPOSE

The purpose of these By-Laws is to establish a governing structure for the Association in accordance with its Articles of Incorporation.

ARTICLE II. YEAR

The working year of the Association, for all purposes, shall be October 1 to September 30. Newly elected Officers of the Association shall commence work from October 1.

ARTICLE III. GOVERNING STRUCTURE

Its Officers in accordance with the provisions of these By-Laws shall direct the operation of the Association.

ARTICLE IV. HEADQUARTERS

The Headquarters of the Association shall be located in the San Francisco Bay Area. Until such time when a permanent office is available for the Association, the residence of the Treasurer shall function as it's official Headquarters. For the purpose of receiving mail, the Association may maintain a Post Office Box, to be operated by the Treasurer.

ARTICLE V. BANGLADESH OFFICE

The Association shall maintain an office in Bangladesh to facilitate all SpaandanB activities in Bangladesh.

1. Purpose of the Office.

The office will coordinate, monitor and report on progress of all projects in Bangladesh.

They shall provide information to the head office relevant to new projects.

They will interface with Bangladesh Government and other local agencies.

This office will handle all the local accounting activities.

ARTICLE VI. OFFICERS

The Officers of the Association shall be the President, General Secretary, Treasurer, and Committee Chairpersons.

The Executive Board shall elect all Officers of the Association.

All Officers of the Association shall be members of the Executive Board.

The executive board will select a Director to manage the Bangladesh office. He will not be a member of the Executive Board and he will not have any right to vote.

ARTICLE VII. ELECTIONS

Elections for Officers of the Association shall be held during the month of September of each year.

1. VOTING RIGHTS

All members of the executive board shall have equal rights of vote.

2. ELECTION PROCEDURE

Elections shall be conducted by secret ballot.

An Election Commissioner, to be selected by the Executive Board, shall conduct the election. The Election Commissioner cannot be a member of the Executive Board.

The election of Officers of the Association shall be by simple majority of the Executive Board Members. Proxy, written, or electronic votes shall be entertained.

If voting is written, or electronic, it may not be possible to guarantee the anonymity of the voter.

In the event of a tied vote, a run-off election between the top two candidates shall be held. If the tie is between two candidates, for all positions other than the Presidency, the President shall exercise the casting vote. If the tie is for the Presidency, a run-off election where only the Officers vote shall be held. If the tie is for the Presidency continues the General Secretary shall exercise the casting vote.

Full notices of all candidates for election shall be presented to all members of the Executive Board and the Election Commissioner, by the General Secretary. All candidates for election shall signify in writing to the Secretary of the Association of their willingness to stand. Elections shall be conducted by secret ballot in accordance with procedures established by the Executive Board.

2. TERM/RE-ELECTABILITY

The Term for the Officers shall be two years. To ensure continuity in the operation of the Association, election for the positions of the President, General Secretary, and the Treasurer shall be held in one year, while the remaining positions shall be voted in the following year. For the election to be held during September, 2003, only the positions of the Committees Chairpersons shall be up for re-election.

If the position of an Officer of the Association becomes vacant before the expiration of his/her term (for whatever reason), the position shall be filled in by an Executive Committee Member to be selected by the Executive Committee. Such Person shall function in that capacity until elections are held for that position.

If a new Committee is formed in any month other than when elections for the Committees Chairpersons are to be held, it shall be Chaired by an Executive Committee Member to be selected by the Executive Committee. Such Person shall function as the Chairperson of the Committee until elections are held for that position.

ARTICLE VIII. COMMITTEES

1. NO. OF COMMITTEES

There shall be no limit on the number of Committees.

2. FUNCTION

The primary function of a Committee is to oversee the functioning of a project.

ARTICLE IX. EXECUTIVE BOARD

The Executive Board of the Association, which shall determine all the business of the Association, shall consist of the Founding Members of SpaandanB, as well as Members added later on. The Founding Members list is in Appendix XX, and the Executive Board Members List as of the date of ratification is in Appendix YY.

The Executive Board may, at its discretion, add new members, from time to time, deemed to be of assistance to the Association.

The Executive Board shall meet at the Annual General Meeting and at other times at its need or discretion.

ARTICLE X. RESIGNATION AND REMOVAL

An Executive Board Member who fails to attend, without substantial cause, three consecutive meetings of the Executive Board shall be deemed to have resigned his Membership.

An Executive Board Member may be removed from the Board by open ballot by,

- (a) a two-thirds majority of the whole Executive Board, who must vote in-person.

(b) a two-thirds majority of those members present at a Executive Board Meeting of which due notice has been given, save that no Board Member shall be removed from office in his unavoidable absence and without clear statement of the reasons for the requested removal, to which the Board Member must have a right of reply in person.

All elected officers may be removed from office by a two-thirds majority of the full Executive Board, who must vote in-person.

Motion to remove an Officer, or an Executive Board Member shall be submitted to the General Secretary by at least 3 members of the Executive Board.

The executive board will also have the power to terminate without cause the Director of the Bangladesh office.

ARTICLE XI. ADVISORY BOARDS / SUBCOMMITTEES

The Executive Board may, at its discretion, appoint such Advisory Boards and Subcommittees as it may, from time to time, deem to be of assistance to the Association. An Officer shall chair all Advisory Boards and Subcommittees. No Advisory Board or Subcommittee shall continue in existence for more than one (1) year without formal renewal by the Executive Board.

There shall be an advisory board in Bangladesh, reporting to the President of SpaandanB. The purpose of the board shall be:

Advise SpaandanB with present and future direction of the organization.

The advisory board shall meet quarterly, and the Bangladesh Country Director will coordinate the meeting.

Country Director at his or her discretion, may request individual members of the advisory board to be involved with specific project or project related activities.

ARTICLE XII. CORRESPONDING MEMBERS

The President, on behalf of the Executive Board, may invite any person of distinction to Corresponding Membership of the Association without term, and without payment of membership dues. Corresponding Members shall not exercise voting rights.

ARTICLE XIII. QUORUM

The Quorum for a meeting or consultation of the Executive Board shall be 50%.

ARTICLE XIV. MINUTES, REPORTS, AND AGENDA

The Minutes of all meetings or consultations of the Executive Board shall be recorded by the Secretary in the Minute Book of the Association.

Minutes of all meetings or consultations of Advisory Boards or Subcommittees shall be kept by a designated member of the Advisory Board or Subcommittee and shall be sent to the Secretary of the Association to be included on the Agenda for meetings of the Executive Board.

Matters for inclusion on the Agenda of a meeting of the Executive Board must be received by the Secretary of the Association not less than 1 calendar week before the date of the meeting. The Secretary of the Association may accept matters for late inclusion on the Agenda at the discretion of the President or, in his absence, by his designated deputy.

ARTICLE XV. ANNUAL GENERAL MEETING

An Annual General Meeting of the Association shall be held

The Annual General Meeting shall receive the Reports of the President, Secretary, Treasurer, and Committee Chairpersons, together with such other reports and business as the Executive Board may decide, and the provisional accounts for the previous year.

The business of the Annual General Meeting shall be determined by the Executive Board save that items submitted to the Secretary of the Association not less than four calendar weeks before the date of the Annual General Meeting and endorsed by not less than 50% of the members of the Association.

ARTICLE XVI. SPECIAL GENERAL MEETING

A Special General Meeting of the Association may be called, at not less than four calendar week's notice to all members, by the decision of the Executive Board or at the request of 50% of the members of the Association made in writing to the Secretary of the Association, and specifying the precise nature of the business to be discussed.

ARTICLE XVII. INDIVIDUAL MEMBERSHIP

Membership of the Association is open to any person of whatever race, color, gender, or religion who, in the opinion of the Executive Board (whose decision shall be final) is qualified for membership. The Secretary of the Association will, on request, furnish details of the qualifications which, prima facie, seem to qualify a candidate for consideration for membership. A candidate for membership, whose request has been denied, may ask for that application to be reconsidered at the next meeting of the Executive Board, and may at the Board's discretion be permitted to attend that part of the Board's meeting.

The Executive Board, acting through the Secretary and President, may admit a candidate to temporary membership pending the decision of the Executive Board at its next meeting.

All members pay such membership dues as may, from time to time, be decided by the Executive Board. Failure to pay such dues within three months of the due date (September 1), and after one reminder, will result in the automatic cancellation of membership, which may only be re-instated at a meeting of the Executive Board and after the payment of any outstanding dues or charges.

ARTICLE XVIII. INSTITUTIONAL MEMBERSHIP

Institutions may seek membership in the Association in accordance with the criteria, procedures, and penalties established for individual members and on payment of the dues decided by the Executive Board.

ARTICLE XIX. TEMPORARY MEMBERSHIP

The Executive Board, acting through the Secretary and President, may at its discretion grant temporary membership of the Association for a period not exceeding four months and on payment of an appropriate fee.

ARTICLE XX. RECIPROCAL MEMBERSHIP

Members of other associations may be admitted to associate membership of the Association on a reciprocal basis of the Executive Board.

ARTICLE XXI. VOTING RIGHTS

All individual members, and institutions acting through a nominated individual, have equal voting rights, which may not be exercised in absentia. No individual may exercise voting rights both on his own behalf and on that of an institution. Temporary and reciprocal members do not exercise voting rights.

Members whose dues have not been paid at the time of election or meeting may not exercise their votes.

ARTICLE XXII. DUTIES

The duties and responsibilities of the Officers of the Association are set out in the attached Schedules, which may be amended by the Executive Board at its discretion.

ARTICLE XXIII. ACTIVITIES

The activities of the Association shall be all or any of those concerned with academic study, discussion and development both internationally and nationally as decided and interpreted by the Executive Board, and as indicated in the Schedule attached to these By-Laws.

ARTICLE XXIV. AMENDMENTS

These By-Laws may be amended by a two-thirds majority of the full Executive Board or by a two-thirds majority of entitled members of the Association voting in person at an Annual General Meeting or a Special General Meeting, always providing that such amendments are not in conflict with the Articles of Incorporation.

ARTICLE XXV. RATIFICATION

These By-Laws take immediate effect when formally ratified by the Executive Board Members.

Schedule A: Duties

President

The President shall chair all meetings of the Executive Board and shall preside at the Annual International Conferences of the Association, and at other Colloquia, Conferences, Workshops, Lectures, unless this responsibility is delegated, during his period of office (which shall commence with his election and induction at the end of the appropriate Annual Conference). The President shall represent the Association before other bodies, and major speakers at the Association's conferences and activities shall be invited by him, in his name or on his behalf. The President shall present a Report to the Annual General Meeting of the Association.

Secretary

The Secretary shall maintain the records and minutes of the Association in all its activities and constituent committees, and ensure that they are produced for discussion and approval at the appropriate committees and meetings.

The Secretary shall

- (a) circulate all minutes of the Executive Board with the minutes of Executive Board meetings not more than one week after any meeting and not less than four weeks before the meeting at which they are to be produced for confirmation.

- (b) prepare the Agenda, in consultation with the President and Officers, for all Executive Board meetings and circulate this Agenda and associated papers to Executive Board members not less than four weeks before such a meeting.

- (c) circulate all minutes of the Association with the Agenda and papers for the Annual General Meeting of the Association (and any Special General Meeting) not less than four weeks before such meetings.

- (d) oversee, direct and adjudicate all votes taken by the Executive Board and members of the Association.

(e) be a member of the Conference Subcommittee, and may be a member of any other Advisory Board or Subcommittee at the discretion of the Executive Board.

(f) distribute the Newsletter of the Association to the Membership.

(g) present an annual Report to the Annual General Meeting.

Treasurer

The Treasurer shall maintain the accounts of the Association authorized by the Executive Board and the books of the Association.

The Treasurer shall also

(a) report to the Executive Board at its meetings and shall present a Financial Report and Accounts for the previous financial year to the Annual General Meeting, at which they must be approved.

(b) recommend appropriate levels of fees and dues for approval by the Executive Board.

(c) control and approve all expenditure and financial undertakings on behalf of the Association. No expenditure or liability incurred without the Treasurer's formal approval shall be a charge upon the Association.

(d) be a member of the Conference Subcommittee and any other Advisory Board or Subcommittee which has, or may have, a financial aspect and shall exercise a decisive voice in the establishment of any fees, dues or charges, which must be formally approved by him.

Executive Editor

The Executive Editor shall be responsible for the organization and administration of the publishing activities of the Association (only excepting the finances which shall remain the responsibility of the Treasurer), and shall report on those activities to the Annual General Meeting of the Association.

Newsletter Editor

The Newsletter Editor(s) shall produce the Newsletter of the Association for approval by the Executive Board and for distribution to the membership by the Secretary.

Directors


The Directors of the Association shall attend and participate fully in the meetings of the Executive Board and shall take on such specific responsibilities as the Executive Board may from time to time decide and report.

Bangladesh Country Director

The executive board will select a Director to manage the Bangladesh office. The Director will not be a member of the executive board and will not have the right to vote. The Bangladesh Country Director will report to the President of SpaandanB. The responsibilities of the Country Director are:

- (a) He is the head administrator of the office in Bangladesh
- (b) He responsible for all the office activities
- (c) He is the local representative of SpaandanB
- (d) He will be a member of any sub committee formed in Bangladesh to run a project
- (e) He will prepare annual budgets for the office and assists in various projects budget, if needed
- (f) He will call the quarterly advisory board meeting.
- (g) He is responsible for hiring and managing office personnel
- (h) He is also responsible for all monetary transaction in Bangladesh, including local banking activities
- (i) He Arrange auditing and submitting timely audit report

These by-laws have been accepted by SpaandanB Executive Committee on Feb 21, 2005.



Mohammed Iqbal Yousuf,
President, SpaandanB



Sharif Mustafizur Rahman
Treasurer, SpaandanB