

BYLAWS of BUET Batch 90

EIN: 84-3260985

ARTICLE I – NAME, PURPOSE

Section 1: The name of the organization shall be BUET Batch 90.

Section 2: The Organization is organized exclusively for charitable, scientific, human services and educational purposes

ARTICLE II – MEMBERSHIP

Section 1: Types, Requirements and Privileges:

A. General Members: Membership consists of the general members of the BUET 90 Batch (BUET Alumni of the students of intake session 1990-1991) who are residing in US only. A Regular member shall have full right to vote in the affairs of BUET Batch 90 and will enjoy the benefits of membership as specified by the Bylaws and/or resolution of the Board of Directors

B. Associate Member: An Associate member shall be a person or organization who supports the goals of BUET Batch 90 and who has submitted an application to be an Associate member and who has received approval from the majority of the Board of Directors. An Associate member shall not have right to vote in the affairs of the BUET Batch 90.

C. Honorary Member: An Honorary member shall be a person or organization who, by decision of the majority of the Board of Directors, is deemed to have provided distinguished service or significant support to BUET Batch 90, or is expected to provide such service or support in future that will further the goals of the BUET Batch 90. An Honorary member shall not have right to vote in the affairs of the BUET Batch 90.

Section 2: Membership Fee:

The Board of Directors shall determine a yearly Membership Fee, should there be one, for Regular Members only.

ARTICLE III - ANNUAL MEETING

Section 1: Annual Meeting. The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the President.

Section 3: Notice. Notice of each meeting shall be given to each board member, by email, not less than 3 days before the meeting.

ARTICLE IV – PRESIDENT AND THE BOARD OF DIRECTORS

Section 1: Board Role, Size, Compensation. The Board is responsible for overall policy (Code of Conduct for members, Donor Privacy policy for the organization etc.) and direction of the Organization, and delegates' responsibility for day-to-day operations to the Officers. The Board shall have maximum up to ten (10) but not fewer than three (3) members. (President, Secretary and Treasurer). Board will not be involved with the Reunion or comparable other similar events unless formally requested by the local organizing members with specific mutually agreed role(s).

Section 2: Meetings. The Board shall meet bi-annually, at an agreed upon time and place.

Section 3: Board Elections. President Election and formation of Board of Directors

(a) President will be elected in each reunion or similar comparable event or venue (usually every 3 years) by the direct vote of the general members of the BUET Batch 90 (as mentioned in Article II). The election of President shall be conducted by secret ballot.

(b) Nomination of President: Nominations for President Position shall be submitted in writing or electronic mail to the Chair of the committee responsible for nominations (or as designated by the Board of Directors) at least fourteen (14) days in advance of the Reunion or other Election or similar event as approved by the Board of Directors. Only members can nominate. Candidates can self-nominate. Board of Directors may accept late nomination requests with majority vote.

(c) President, once elected, will make appointments and have the complete right to form and fill the open board positions (while creating the board for the first time for the term (s) he is elected).

(d) President may create new board positions with approval from majority of the board members

(e) President may decide to remove, replace or add new Board members and needed roles/positions (as required). But approval from majority of Board members will be needed.

Section 4: Terms. President and all Board members shall serve terms until the next reunion or similar comparable event or venue (usually 3 years) but are eligible for re-election.

Section 5: Quorum and Votes. A quorum must be attended by at least 51% percent of the Board members before business can be transacted or motions made or passed. Each

Board role/position will have only one vote and therefore if one member holds multiple roles/positions, then he/she will have multiple (equal quantities) of eligible votes.

Section 6: Notice. An official Board meeting requires that each Board member receives notice at a minimum three days in advance.

Section 7. Officers and Duties. There shall be at least three (3) officers of the Board consisting of a President, Treasurer, and Secretary. Their duties are as follows:

It will be the responsibility of the Newly Elected Board (no later than 3 months of the election and assuming responsibility) to update/submit the proper documentation (i.e. Certificate of amendments and any other if needed) to the proper authorities at the State and Federal Government (Example: Secretary of State, IRS etc.) unless any other arrangements made or agreed with the out-going Board. This may or may not include the transfer of Financial and Bank accounts if needed.

The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members to preside at each meeting. He or she shall execute in the name of the BUET Batch 90 all deeds, bonds, mortgages, contracts and other documents authorized by the majority of the Board of Directors

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained.

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to the Board members and the public (as required). Treasurer shall keep records of all the donations and expenses with proper documentations and receipts.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member shall be dropped for excess absences from the Board if he or she has three consecutive unexcused absences from Board meetings. If the President resigns before the term expires, it will be the responsibility of the rest of the board members to elect an acting President from within the current Board members with a majority vote. The acting President's term will expire

by the next election in the next reunion (or suitable venue or event), unless the Board of Directors vote to remove the President with a two-third majority.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member at least one week in advance unless majority approves for an urgent meeting.

ARTICLE V – PROJECTS AND COMMITTEES

Section 1: Conduct charitable welfare projects as needed and deemed appropriate by the Board of Directors and serve as a platform for exchange of information and views on matters of interest to its members. Projects can be taken or closed or completed by the majority votes by the Board.

Section 2: The Board may create committees as needed with majority approval. These committees may include members from outside of the Board but they must follow the Organization By-laws, code of conduct and other policies of the organization (ex. Donor privacy) or guidelines as deemed essential by the majority of the Board of Directors. Members for these committees can be added or removed by simple majority vote by the Board.

Section 3: The three officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

ARTICLE VI – FISCAL YEAR

The Fiscal year for this Organization shall end on 31st December

ARTICLE VII – INDEMNIFICATION

The organization shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, or part of a committee that is approved by the Board against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the organization.

ARTICLE VIII – DISSOLUTION

The Organization may be dissolved only with authorization of its Board of Directors by no less than two-third (2/3) vote. In the event of dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer or conveyance to any other organization or individual shall be distributed, transferred or conveyed in trust or otherwise, to a charitable and educational organizations, organized under section 501(c)(3), similar or like nature to this organization, as determined by the Board of Directors.

ARTICLE IX – AMENDMENTS

These Bylaws may be amended when necessary – (1) with President’s approval and (2) by two-thirds majority of the Board of Directors (including the President). Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements

ARTICLE X – ADOPTION

These bylaws were approved and adopted at a meeting of the Board of Directors on 4th April 2020

AMEMDMENT RECORD

Amendment 1 (Article IV, Section 3):

The following amendment was adopted by approval of the majority of the current Board of Directors in the Board meeting held on 20th July 2025.

- (a) In the event of a tie in the election for President, the title “President” shall be dissolved and replaced with the titles “Chair” and “Co-Chair.”
- (b) The Chair shall serve as the “Responsible Party” and act as the primary legal contact for the Organization.
- (c) Both the Chair and Co-Chair shall hold equal voting and veto rights equivalent to those of the President as described in the original Bylaws.