

CONSTITUTION
OF
BUET 87 FOUNDATION

CHAPTER 1 – MISSION AND AIM

ARTICLE 1 – NAME

The name of the Corporation is "BUET 87 FOUNDATION" and also referred to as "the Foundation" within this document.

ARTICLE 2 – PURPOSE

The Corporation is organized to unite the alumni of the entering class of 1987-1988 session of the Bangladesh University of Engineering and Technology (BUET), located in Dhaka, Bangladesh towards supporting, conducting and financing non-partisan, non-religious, charitable, scientific, cultural, and educational activities.

ARTICLE 3 – CHARACTER OF AFFAIRS

The character of affairs of the corporation will be:

- i. To improve the cohesiveness among the alumni of the entering class of 1987-1988 session of the BUET, by organizing social events and through charity work together.
- ii. To support and promote education in Bangladesh through raising and distributing funds, provide financial assistance and guidance to the needy students and the teachers in different educational institution in Bangladesh through stipends, scholarships and school supplies.
- iii. To make basic health services available to the poor population of the rural areas of Bangladesh by providing medicines, equipment and supplies.
- iv. To grow the awareness among the uneducated and under-educated people of Bangladesh for the need of education, getting required health services timely, maintaining the environment by organizing meetings, seminars, advertisements etc.
- v. To generate economic opportunities for economically disadvantaged people in Bangladesh by financing poultry, fisheries, small industries or business projects.
- vi. To build commitment, involvement and financial support for, and enhance the image of BUET.
- vii. To support and finance in different research projects for the development of Bangladesh in science, engineering, architecture, technology, agriculture, environmental and other sectors for the better living of the people of Bangladesh.
- viii. To organize humanitarian activities in times of natural calamities in Bangladesh, USA and other parts of the world.
- ix. To maintain contact, support, organize, control, and collaborate, co-ordinate with other non-profit organizations on common goals.
- x. To provide moral, financial, logistical and material support to distressed people of the community and the population of Bangladesh during emergency situations.
- xi. To conduct and explore scopes of charitable endeavors through cultural, scientific, literary and educational activities.
- xii. To promote international understanding and good will, particularly between the people of USA and Bangladesh.

ARTICLE 4 – BENEFICIARY

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Nor withstanding any other provision of these Articles, the corporation shall not

carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or : (b) by a corporation, contributions of which are deductible under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws).

ARTICLE 5 – DISSOLUTION

Upon the dissolution of the corporation, the Executive Board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Laws) as the Executive Board shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

CHAPTER 2 – MEMBERSHIP

ARTICLE 1 – ELIGIBILITY

In order to attain membership the incumbent will have to be a student who got admitted into BUET in 1987-88 session and subsequently started class from 10 August 1988 or otherwise considered eligible by the Executive Board.

ARTICLE 2 – MEMBERSHIP CATEGORY

The membership of BUET 87 Foundation is divided into following six categories.

ARTICLE 2.1 – GENERAL MEMBERS

General members are those who were the student of entering class of 1987-1988 session of the Bangladesh University of Engineering and Technology (BUET). Unregistered or defaulter General Member(s) cannot become the member of the Executive Board of the Foundation.

ARTICLE 2.2 – REGISTERED MEMBERS

General Member who pays the annual subscription fee would become a Registered Member. Annual subscription fee for each year will be fixed by the Executive Board (EB). At the end of each year the Executive Board will analyze the current annual subscription fee and the budget of the Foundation and check whether they need to increase/decrease the fees. Membership subscriptions shall be paid on a yearly basis and Executive Board being the collecting agency shall inform individual members through letters or email at least once a year in respect of arrears subscriptions if any.

ARTICLE 2.3 – LIFE MEMBERS

Executive Board may decide on having life members of the Foundation by getting a lump sum payment equivalent to at least fifteen times the annual subscription of a member. The Executive Board will decide on the procedure of becoming the life member of the Foundation by considering the life membership fee, decide on how to generate income from the collected life membership fees. The Executive Board will send the detail guidelines and policies of becoming the life member of the foundation to all general members including the privileges for the life members.

ARTICLE 2.4 – ASSOCIATE MEMBERS

Any persons who has served or serving on the teaching or administrative staff of the BUET could become an Associate Member upon recommendation and approval of the Executive Board. Associate Members need not to pay subscription fee and they do not have any voting rights and also will not be able to hold any positions in the Executive Board.

ARTICLE 2.5 – HONORARY MEMBERS

Persons of acknowledged eminence, those whom the Foundation desire to honor for their services rendered thereto or whose Association therewith is deemed to be benefit to the Foundation may be granted the status of honorary membership with prior concurrence of the person concerned. Executive Board will approve on any proposal of giving the honorary membership to any individual. Honorary Members need not to pay subscription fee and they do not have any voting rights and also will not be able to hold any positions in the Executive Board.

ARTICLE 2.6 – PRIVILEGED MEMBERS

Spouses and children of the General Members, Registered Members, Associate Members or Honorary Members will be the Privileged Members and shall be entitled to attend the meetings and use the facilities of the Foundation. Privileged Members need not to pay subscription fee and they do not have any voting rights and also will not be able to hold any positions in the Executive Board.

ARTICLE 3 – DEFAULTER MEMBER

Any Registered Member who has not paid the prescribed subscription for one calendar year will be treated as a Defaulter Member and will not enjoy the privileges of registered membership and will not be able to hold any position in the Executive Board until payment of arrear annual subscription fees. However, he or she will retain his or her status as a General Member of the Foundation.

ARTICLE 4 – RESIGNATION OF MEMBERS

Any member may resign his membership by a written communication to the Executive Board. The resignation shall take effect from the date of receiving the application upon approval by the Executive Board.

ARTICLE 5 – EXPULSION OF MEMBER

ARTICLE 5.1: If any member is convicted by a competent court of crime which in the opinion of the Executive Board renders him or her unfit to be a member, the Executive Board can expel the member from BUET 87 Foundation.

ARTICLE 5.2: The Foundation shall have right to expel member for violating the rules and regulation of the constitution. The Executive Board can call a meeting on this issue and expel the member from BUET 87 Foundation.

ARTICLE 5.3: The President of Executive Board may hear an appeal against the decision of expulsion and any decision there upon by the President of Executive Board shall be final, The President of Executive Board however has the power to review its decision.

ARTICLE 6 – RIGHTS AND PRIVILEGES

The Registered Members of the Foundation shall, subject to this constitution, enjoy all the rights and privileges as may be conferred by the Foundation from time to time.

ARTICLE 7 – RESPONSIBILITY OF MEMBER

It shall be obligatory on all members to contribute their best towards promoting the aims and objectives of the Foundation and in assisting the Executive Board in promoting these aims and objectives and the various activities undertaken by the Foundation.

CHAPTER 3 – EXECUTIVE BOARD AND ORGANIZATION

ARTICLE 1 – EXECUTIVE BOARD OF THE FOUNDATION

Executive Board (EB) of the BUET87 Foundation will be the supreme authority of the foundation. Any decision taken by the Executive Board will prevail than the decision taken by others. The Executive Board will have the sole power to approve or initiate any charity project. If necessary, the Executive Board will have the power to hire paid management/technical staffs in order to manage/execute projects taken by the Foundation. The process of hiring and management of staff is described in Chapter 5.

ARTICLE 2 – APPOINTMENT OF POSITIONS IN EXECUTIVE BOARD

ARTICLE 2.1: There will be a minimum nineteen and maximum twenty nine positions in the Executive Board. The positions of the Executive Board shall be a President, an Executive Vice President, Director (Finance), Director (Planning), Director (Publication), Director (Projects), Director (Communication) and at least twelve Members.

ARTICLE 2.2: The positions of the Executive Board of the BUET 87 Foundation shall be filled in by an election process involving general members described in Chapter 4.

ARTICLE 2.3: New position of the Executive Board may be created or any position of the Executive Board may be abolished by changing the constitution by following guidelines of amendment of constitution described in Chapter 8.

ARTICLE 2.4: Terms of office for the Executive Board positions are for a two years. An Executive Board member shall hold office until a successor is duly elected. Nobody can hold the positions of the President and the Executive Vice President of the Foundation more than two consecutive terms.

ARTICLE 3 – RESIGNATION

If a member wants to resign from the Executive Board, he or she needs to submit his or her desire to the President of the Executive Board, in written form, through email or any other media. The President's resignation should be directed to the Executive Vice President of the Executive Board. Only the Executive Board will have the right to accept any resignation. If the Executive Board decides not to accept the resignation, they will request the member, who wishes to resign to continue and withdraw the resignation letter. If the member does not withdraw with 15 days from the meeting of the Executive Board, then the resignation will be in effect automatically from the date of the Executive Board meeting.

ARTICLE 4 – REMOVAL

A position holder of the Executive Board may be removed due to his or her action subversive to the Foundation's interest or for being convicted of a felony or if he or she becomes unable to continue his or her duties due to physical or mental disabilities. Any removal must be approved by majority votes of rest of the Executive Board members.

ARTICLE 5 – REPLACEMENT

If a position in Executive Board becomes vacant for any reason, that position shall be filled by election process described in Chapter 4. The Executive Board member elected in such election shall continue for the remaining term of vacant position. In case, remaining term is less than six months the President of the Executive Board may assign vacant duties to a willing Executive Board member.

ARTICLE 6 – DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE BOARD

Duties and responsibilities of different positions of Executive Board are explained in detail in this section. All the positions will be filled up with the registered members of the Foundation. All the positions of the Executive Board will have voting rights on any decision making procedure in Executive Board meetings.

ARTICLE 6.1 – PRESIDENT

- a. Work as the Chief Executive Officer (CEO) of the Foundation; responsible and accountable for overall performance of the Foundation;
- b. Lead, advise, and assist other Directors or Members of the Executive Board and ensure that Board remains active and productive;
- c. Liaison with other organizations, entities as necessary and appropriate;
- d. Work as lead for donation and fund raising efforts;
- e. Make strategies and take measures to increase Foundation's overall level of resources and capacity;
- f. Assist and advise Director (Planning) for preparation of short, medium and long term plans
- g. Chair meetings and teleconferences;
- h. Operate the bank accounts of the Foundation as co-signatory;
- i. Represent Foundation to the community and stakeholders;
- j. Create different sub-committees involving all the members of the Executive Board and outside the members of the Executive Board (if necessary) to work with different Directors of the Executive Board;
- k. Create sub-committees for special purposes such as get-togethers, reunions, special projects;

ARTICLE 6.2 – EXECUTIVE VICE PRESIDENT

- a. Assist President for delivering his or her responsibilities and represent the President in his or her absence;
- b. Responsible for quality assurance and quality check of the projects and guide or assist the Director (Projects) for successful project execution;
- c. Coordinate and address legal aspects and work as the prime contact of the Foundation in regards to legal issues;
- d. Responsible for renewal of the Foundation's registration status in state where it is registered and also for maintaining the status with the Internal Revenue Services;
- e. Coordinate with Director (Finance) and assist for the submission of tax returns, if any, on time;
- f. Work as the prime contact for any compliance issues including environmental, social, regulatory etc.;
- g. Organize Executive Board meetings, prepare minutes of the meetings, and work as Board's "Spokes Person";
- h. Post the official announcements, meeting minutes, official reports, public documents related to the registration of the Foundation to the webpage and/or email group of the members with the help from Director Communications,
- i. Work as the internal "Arbitrator" of the Foundation for dispute resolution;
- j. Respond to all matters related to the Foundation's mandate as may be referred to it by the Executive Board;
- k. Assist and liaise with Election Commission for election, appointments or replacements;
- l. Co-ordinate among different sub-committees and provided necessary assistance;

ARTICLE 6.3 – DIRECTOR (FINANCE)

- a. Work as chief financial officer of the Foundation and responsible for financial, accounting and audit aspects of the Foundation;
- b. Assess Foundation's financial requirements on a continuous basis and recommend to the Executive Board;
- c. Prepare Foundation's annual budget and place to the Executive Board for approval;
- d. Prepare, update and maintain accounts of the foundation and work as custodian of the accounts for the purpose of audit;
- e. Responsible for opening and operation of bank account(s) and work as co-signatory of Foundation's bank account(s);
- f. Prepare financial section of the “Annual Report” and other financial reports, if any, on behalf of the Executive Board;
- g. Submit annual tax returns and resolve tax related issues, if any;
- h. Work as Foundation's representative in the absence of President and Executive Vice President;
- i. Prepare and send the money receipts to all the donors of the Foundation;
- j. Post annual reports, financial reports, audit reports, tax filing document to the Foundation’s webpage with the help from Director (Communications);
- k. Work and co-ordinate the tasks with the member of the sub-committee for finance;

ARTICLE 6.4 – DIRECTOR (PLANNING)

- a. Develop and update short, medium and long-term plans consistent with the Foundation's objectives, goals and priorities;
- b. Take lead for preparing donation, fund generation, and resource mobilization planning;
- c. Assist Director (Finance) for preparing budget;
- d. Develop policy, procedures, rules by-laws for the foundation and present to the Executive Board for approval;
- e. Prepare and submit proposals for Foundation's revenue generation activities;
- f. Engage with other organizations and entities to promote and develop alliances;
- g. Initiate any reviews, consultation, studies, initiatives etc. necessary to carry out the mandate of the Executive Board;
- h. Assist Executive Vice President to respond to all matters related to the Foundations’ mandate as may be referred to it by the Board;
- i. Work as prime contact of the Foundation for any procurement of services, equipment, goods, etc.
- j. Work and co-ordinate the tasks with the member of the sub-committee for planning;

ARTICLE 6.5 – DIRECTOR (PROJECTS)

- a. Identify potential projects and present to the Executive Board for discussion and approval;
- b. Prepare project specific project execution plans for approved project;
- c. Responsible for execution of the project and ensure that projects are executed within budget and schedule;
- d. Prepare quarterly project progress reports and present them to the Executive Board;
- e. Assist Executive Vice President for quality assurance and quality check of all projects;

- f. Identify execution challenges of the project and provide recommendation to the Executive Board on critical tasks and action items for decision;
- g. Prepare project closure report and present to the Executive Board for review and publish those on the website with the help of Director (Communications);
- k. Keep and maintain all project related documents for future reference and records (other than financial information);
- l. Work and co-ordinate the tasks with the member of the sub-committee for projects;

ARTICLE 6.6 – DIRECTOR (PUBLICATIONS)

- a. Work as editor in chief and prepare Foundation's newsletter and other publications
- b. Plan and execute all aspects of the social, cultural and extracurricular events;
- c. Take lead for the preparation of Foundation's annual report;
- d. Assist President and Executive Vice President for drafting speeches;
- e. Coordinate with Foundation districts for organizing central, territorial and local “Get Together”;
- f. Work as Foundation's prime contact for attracting sponsors for publications and website;
- g. Plan and design paper based and web-based promotional materials.
- h. Post the Foundation’s regular newsletter and other publications to the webpage with the help from Director (Communications).
- i. Work and co-ordinate the tasks with the member of the sub-committee for publications;

ARTICLE 6.7 – DIRECTOR (COMMUNICATIONS)

- a. Responsible for managing Foundation's official website;
- b. Ensure that information on the website is current and is relevant to the needs of the Foundation;
- c. Maintain and update member database;
- d. Work as prime contact for annual membership registration and administer the registration process;
- e. Assist President, Director (Finance) for donation drives by facilitating on-line payments;
- f. Maintain and administer Foundation’s group-email lists;
- g. Conduct on-line or email surveys, opinion polls as advised by the Executive Board;
- h. Post the official announcements, meeting minutes, official reports, and public documents related to the registration, tax filing documents, financial reports, audit reports of the Foundation to the webpage when they are ready for published and also maintain those pages.
- i. Decide the content of the webpage and distinguish them between member view and public view with the discussion with the President and Executive Vice President.
- j. Post and maintain the documents, financial, tax, audit reports, project proposals, project progress reports and other necessary documents at the website with historical chronology in the archive and repository area;
- k. Work as the Chief Adviser to any employee or software developer hired for the improvement on the website and maintaining the database;
- l. Work and co-ordinate the tasks with the member of the sub-committee for communications;

ARTICLE 6.8 – MEMBERS

There will be at least twelve other positions who will be referred as the Members of the Executive Board. This number will be decided by the Election Commission based on the demography of the Foundation's general members living in different geographic locations. The election procedure is described in Chapter 4. The Members of the Executive Board who represent all the Foundation members from the area he or she has been elected or selected from. He or she will communicate all the important notifications to the general members of the Foundation in his or her electoral district. The responsibilities of the Members of the Executive Board will be as follows:

- a. Assist, support and advise concerned Directors, Executive Vice President, and President;
- b. Carryout any responsibilities delegated by the Directors, Executive Vice President, and President;
- c. Work as district representative and take lead for organizing local get together, events, programs and charity work in the banner of the Foundation;
- d. Facilitate and assist Foundation's fund raising efforts;
- e. Facilitate the annual membership subscription drive as the local representative;
- f. Assist concerned Director for collecting annual registration fees;
- g. Assist Director (Publication) by providing local and district specific news, notices etc.;
- h. Assist Director (Communications) by providing updated contact information on any BUET 87 member to update in the email group and the database;
- i. Attend local community events on behalf of the Foundation;
- j. Serve in different sub-committees and assist the respective Directors of the Executive Board in sub-committees;

ARTICLE 7 – MEETING OF EXECUTIVE BOARD

Quorum, decision making process and meeting of Executive Board are explained in this section.

ARTICLE 7.1 – MEDIUM OF EXECUTIVE BOARD MEETINGS

All the meetings will be conducted through telephone conference, online chat, or through Foundation's official website or any other medium, that will be suggested by the Executive Board.

ARTICLE 7.2 – QUORUM FOR THE MEETING

To take any decision in the Executive Board, at least two fifth of the members of the Executive Board has to be present in the meeting. If the quorum is not fulfilled, still the Executive Board can have the meeting and discuss the matters, but they cannot take any formal decision unless the members absent in the meeting formally agrees with the proposal in writing or by email.

ARTICLE 7.3 – EXECUTIVE BOARD MEETINGS

In every three months there will be a general meeting of Executive Board. When the new Board will be elected, the last Board will call the meeting within 15 days of the election, and handover the responsibility to the new Board. They will provide all the relevant information, keys, checkbook, different passwords for website and any other information, to run the Executive Board in this meeting.

ARTICLE 7.4 – CALLING A MEETING

Regular meeting will be called as mentioned in Article 7.3. However, depending on the requirement, a meeting can be called at any time. Formally meeting will be called by the Executive Vice President of

the Executive Board, but he or she will need to discuss with President about time, venue and reasoning for calling a meeting. If any members feel that there is a need for a meeting to take some decisions, he or she will discuss it with the President and the Executive Vice President. The President and the Executive Vice President will then call a meeting if they deem necessary. If there is any dispute on calling a meeting, a meeting will be called by President. If majority of the members expressed their opinion on calling a meeting but still the meeting is not called, then the Executive Vice President will call the meeting.

ARTICLE 7.5 – DECISION MAKING IN EXECUTIVE BOARD MEETINGS

Any decision taken by the Executive Board will be written down as draft meeting minute and be posted in the official website within seven days of the meeting. The Board members will have to express their agreement with the meeting minutes, through the official website or inside a group mail, opened specifically for this sole purpose. Once all the members will agree with the draft meeting minutes, it will be officially published as meeting minutes.

CHAPTER 4 – ELECTION PROCESS

ARTICLE 1 – ELECTION COMMISSIONERS

ARTICLE 1.1: The current Executive Board will select the Election Commissioners in an Executive Board meeting.

ARTICLE 1.2: The Election Commission will be a three member committee, one from USA, one from Canada or other part of the world and one from Bangladesh, the three countries where majority of members of the Foundation reside. If no eligible and willing person from one or more of these countries is found to serve as Election Commissioner, then members from any country can fill out the position.

ARTICLE 1.3: Election Commissioners will be selected by propositions and endorsements of the members of the current Executive Board along with the consent from the individuals, whose names are proposed.

ARTICLE 1.4: Election Commission will conduct the election process to form the Executive Board for the next term.

ARTICLE 1.5: The Election Commissioners will not be able to contend for any position in the Executive Board.

ARTICLE 1.6: All the selected Election Commissioners need to be current registered member of BUET 87 Foundation, registered in Arizona, USA or BUET 87 Foundation registered in Bangladesh.

ARTICLE 1.7: The current Executive Board will assist the Election Commission for any need in the election process by providing the list of current registered members of the organization, contact details of the members, demography of the Foundation members globally, suggesting on anything if asked by the Election Commission.

ARTICLE 1.8: Election Commission will work as an independent commission without any influence from the Executive Board.

ARTICLE 2 – RESPONSIBILITIES OF EXECUTIVE BOARD IN ELECTION PROCESS

ARTICLE 2.1: Executive Board will give the latest world-wide demography of the Foundation members residing globally except the members residing in Bangladesh to the Election Commission.

ARTICLE 2.2: The current Executive Board will send out the election process to the general members and also request the members to become registered members by paying the subscription fee.

ARTICLE 3 – REGISTRATION OF MEMBERS

Election Commission will send out the list of all members to Foundation's official group email (which is buet87@yahoo.com) at the time of first publication of this document) and will request the members to register before the election process.

ARTICLE 4 – SIZE OF NEXT EXECUTIVE BOARD

Based on the demography of the Foundation members (both registered and non-registered) the Election Commission will decide on the number of representatives from different locations to form the next Executive

Board. They will also decide on the total number of people serving in the next Executive Board. This total number could be anything from 19 to 29, preferably an odd number.

ARTICLE 5 – REPRESENTATION BASED ON LOCATION

ARTICLE 5.1: Based on the demography, the Election Commission will decide on number of representatives from different locations for the Executive Board. They may seek suggestions from the current Executive Board before making any decision. The guideline for having one representative could be having around 5 to 10 Foundation members residing in certain area (state/province/country), two representatives could be having 20 to 40 Foundation members in a certain area. If any location or area is getting more than one representative, they preferably will come from two or more different cities from that area (state/province/country).

ARTICLE 5.2: Election Commission will try to assign representatives in most of the areas where the Foundation's members live.

ARTICLE 5.3: If any area with small number of members is not getting any representative could be merged with a neighboring area.

ARTICLE 5.4: Election Commission may decide on having one or more representatives from all the female members.

ARTICLE 5.5: Based on location-wise and female representatives, the Election Commission will come up with any number of representatives between 12 and 20. The rest of the representatives will come from proposals from these 12 to 20 representatives to complete the Executive Board.

ARTICLE 6 – ELECTION/SELECTION PROCESS

ARTICLE 6.1: When the number of representative per location is decided by the Election Commission, they will send out an email to the Foundation's official group email with the distribution and explain the process to the general members. Then they will start sending emails to the smaller groups to different members living in different localities with the list of members in that area and asking for the names for the representatives from their localities. They will request for names and give a deadline to get that. Election Commission may encourage the members of the Foundation in a certain area to communicate with each other in order to find out unanimous candidate(s), if possible.

ARTICLE 6.2: If more names come out than the specified number from any area, the Election Commission can conduct an election involving the members of that area. The ballot for this election could be taken electronically (email, text messaging, fax or using website) to any of the Election Commissioners.

ARTICLE 6.3: If no names are received unanimously from any particular locality despite many attempts by the Election Commission, the Election Commissioner will select name(s) from that specific area by themselves with the consent of that person in that area.

ARTICLE 6.4: Election Commissioners who reside in USA or Canada or other places except Bangladesh can participate in the process on selecting/electing the local representatives of their own localities.

ARTICLE 6.5: Any selected/elected representative needs to be a current registered member of BUET 87 Foundation, registered in Arizona, USA. If a non-registered member is selected or elected, the

Election Commission will request him or her to become the registered member before his or her name is announced as the representative of the next Executive Board. If he or she does not become a registered member by paying the subscription fee, his or her name can not be announced as an official representative. In such case, Election Commission will require to seek for a replacement name for that position.

ARTICLE 6.6: When all the names of the representatives from different areas are finalized, the Election Commission will ask the newly selected/elected representatives to propose additional names to fill out the remaining positions of the new Executive Board. The representatives need to send their proposals in writing by email to any of the Election Commissioners. If more names come out than the specified vacant positions, the Election Commission could arrange a vote involving all the newly selected/elected local representatives. The representatives can send emails to all or any of the Election Commissioners to cast their ballot for the vacant positions.

ARTICLE 6.7: If there is a tie between two or more names in the ballot casting, Election Commissions could arrange a second round ballot among the representatives to get the final names for the remaining vacant positions or cast their own vote to break the tie.

ARTICLE 7 – FILLING IN THE EXECUTIVE POSITIONS

ARTICLE 7.1: After getting all the names of the new representatives for new Executive Board, the Election Commission will conduct another selection/election process to fill out the seven executive positions in the Executive Board. They are: President, Executive Vice President, and five Directors as described in Chapter 3. Only newly elected/selected representatives of the Executive Board will be eligible to hold the executive positions. And the remaining representatives will be called the Member of the Executive Board.

ARTICLE 7.2: Election Commission may arrange a telephone conference call involving all the members of the newly elected/selected representatives for Executive Board and conduct that conference call or meeting to hear the nominations and endorsements for the executive positions. Or the Election Commission may seek for nominations for those seven positions by emails. Then the Election Commission will fill out the seven executive positions in one of the following manners: (a) in one or two conference call(s) by taking e-mail or postal mail nomination from newly selected/elected Executive Board representatives, or (b) by direct voting of the newly selected/elected Executive Board representatives.

ARTICLE 7.3: In case of tie (if ballots are taken to fill out the executive positions), the Election Commissioners can cast their own ballot to make a decision.

ARTICLE 7.4: After finalizing seven representatives selected/elected for the executive positions of the Executive Board, the Election Commission will announce those names in the Foundation's official group email and on official website (which is www.buet87.org at the time of first publication of this document). In addition to that Election Commission will update the general members of the Foundation in different stages of the election process periodically.

ARTICLE 8 – DURATION OF ELECTION PROCESS

The entire election process must be completed within three months unless there is no unforeseen unavoidable situation occurs. Before starting the election process, the Election Commission will set specific dates with

discussion with the current Executive Board for each of the steps in their work process and let the committee and the members know.

ARTICLE 9 – TERM OF ELECTION COMMISSION

ARTICLE 9.1: Election Commission will be in position for the whole term, which is two years for the next Executive Board before the next election term. In this period if any of the position becomes vacant for any reason, the Election Commission will conduct similar process to fill out that vacant position.

ARTICLE 9.2: Near the end of the two year term, before the next election, preferably at the end of month of September, the Executive Board at that time will select the new Election Commissioners or could renew the Election Commissioners for the next two year term.

ARTICLE 9.3: Election Commissioners will complete the total election process in three months and announce the new Executive Board before Dec 31 so that the new Board can start its office from Jan 1.

ARTICLE 9.4: If the Election Commission can not complete the whole election process within the stipulated time, the existing Executive Board will be in office until the election is completed. In this case the tenure of the next Executive Board will be less than two years.

ARTICLE 10 – EXCEPTION FOR THE FIRST ELECTION

ARTICLE 10.1: The Election Commission will finish the entire election process in shortest possible time for the first election. Consequently, the tenure of the first Executive Board will be few months less than two years.

ARTICLE 10.2: Since there is no existing Executive Board at the time of the first election/selection, the Ad-Hoc Committee before the first election of BUET 87 Foundation, registered in Arizona, USA will act as the current Executive Board. The Ad-hoc Committee will be responsible for all the work mentioned in this document which is assigned for the current Executive Board.

CHAPTER 5 – MANAGEMENT OF THE FOUNDATION

ARTICLE 1 – MANAGING THE FOUNDATION

The top authority of the Foundation will be the Executive Board of the Foundation. Decision related to the Foundation taken by the Executive Board prevail decisions taken by anyone else.

ARTICLE 2 – HIRING OF MANAGEMENT PERSONNEL

The Executive Board may hire paid staff, as they deem proper and necessary for the operation of the Foundation or projects initiated by it. Executive Board will take decision in formal meeting on the hiring procedure of the management staff. Any officers hired through this Article will have to follow the directions given in the written minutes of the Executive Board meeting, and in their contract document. Each project initiated by the Foundation will have a Project Manager who will be responsible for the project. The Project Manager post can be held by a member of Executive Board or a hired management staff.

ARTICLE 3 – PROJECT ACTIVITY

Day to day activity of the projects initiated by the Foundation will be run according to this Article.

ARTICLE 3.1 – EXECUTIVE BOARD MEMBER AS PROJECT MANAGER

If number of management staff needed to run a specific project is not excessive (decided by Executive Board), for any direction required to function day to day activity will be sought to the Executive Board. The Board will call a meeting and assign a member from Executive Board, who will perform this function. This member will explain his or her actions related to corresponding project in each Executive Board meeting.

ARTICLE 3.2 – HIRED MANAGEMENT STAFF AS PROJECT MANAGER

If number management staff is excessive (decided by Executive Board), then the day to day activities will be directed by the Project Manager, a hired management staff chosen by the Executive Board. If Executive Board desires this person (Project Manager) will report to Executive Board in the meetings called by the Board. In any emergency or important incidents, the Project Manager will discuss with President of the Executive Board.

ARTICLE 3.3 – PROJECT STAFF

The staffs recruited for specific project will function as specified by Executive Board as mentioned in Article 2 of this chapter. The function and activities of project and project staffs will follow the sections in Chapter 7.

CHAPTER 6 – ACCOUNTS AND AUDITS

ARTICLE 1 – BANK ACCOUNTS

The Executive Board shall be responsible for the accounts of the fund and shall open and operate the bank account in a scheduled Bank. The bank account(s) shall be operated by the President and Director (Finance) of the Executive Board as described in Chapter 3 Article 6. In addition to them, any other member of the Executive Board may be added as the signatory of the Bank Account(s) for convenience, which must be decided in an Executive Board meeting. Any income or expenditure will be the responsibility of the Executive Board who will be accountable to ensure funds are utilized effectively and that the Foundation stays within budget.

ARTICLE 2 – PAYMENTS FOR SERVICE OR EXPENSES

No member of the Executive Board shall be paid remuneration, dividends, or bonuses, in cash or in kind, for his or her services to Foundation in his or her capacity as a member of the Executive Board, with the exception of repayment for out-of pocket expense. This shall not prevent the payment to such members for goods and or services rendered in other capacities, provided that such individuals have not been favored in the selection of the provider of such goods and or services, or in the rate of payment of interest on money lent, provided that such individuals have not been favored in the selection of the lender or in the interest rate for his or her membership in the Executive Board. All payments (remunerations/expenses) to providers of goods and or services and all interest to lenders of money shall be paid at a *reasonable rate*, specifically, means not above the rate typically paid for goods, services, or money of comparable quantity and quality in the country or part of operation and during the period in which the goods and/or services are provided or money lent.

ARTICLE 3 – ANNUAL FINANCIAL REPORT

Yearly Financial Report should be circulated among the general members of the Foundation through official group email at least once a year before December 31.

ARTICLE 4 – EVENT SPECIFIC FINANCIAL REPORT

Detail Accounts of reunion or get together or any other events should be circulated among the members within one month after completion of the event.

ARTICLE 5 – ACCOUNTABILITY

Director (Finance) and President of the Executive Board should answer any accounts related query of the members through email within one week.

ARTICLE 6 – AUDIT

All accounts will be maintained and operated by the Executive Board must be audited internally by the Board formed at each level annually and shall also be audited by a professional auditor if necessary. The audit reports will be published at the Foundation's website by the Director (Communications) with the help from Director (Finance).

CHAPTER 7 – CHARITABLE PROJECTS

ARTICLE 1 – SELECTION GUIDELINE

From time to time the Foundation will initiate charitable projects. The Executive Board, in selection and in implementing projects of BUET 87 Foundation, shall give priority consideration to support and promote education, provide health services to the poorest rural people, generate income opportunities in rural areas, support research projects and provide emergency assistance during natural disasters. Priority shall also be given to provide financial support to the students, alumni, teachers and staff of BUET and/or their families for medical treatment in case of critical illness and provide financial support to their children's education in case of pre-mature or sudden death or severe disability.

ARTICLE 2 – LEGAL BINDINGS

All efforts on part of BUET 87 Foundation shall adhere to the laws and regulations of the project country in which those efforts are carried out, except when such laws or regulations are in violation of international laws or regulations, in which the international laws and regulations shall be observed.

ARTICLE 3 – NON-DISCRIMINATION

All financial support and services provided by BUET 87 Foundation will be equally available without regards to gender, ethnic origin, political affiliation, religious beliefs, or memberships in or affiliation to any organizations.

ARTICLE 4 – ENVIRONMENT FRIENDLINESS

The Executive Board, in selection and in implementing all projects of BUET 87 Foundation shall, to the best of its ability, attempt to minimize any adverse effects such projects may have on the environment, and, where applicable, undertake compensatory measures for such effects.

ARTICLE 5 – FUNDING EXCLUSIONS

No funding of BUET 87 Foundation shall be made to any projects which may promote terrorism, religious fundamentalism, political activism and human rights violation.

ARTICLE 6 – PROJECT SELECTION PROCESS

ARTICLE 6.1: Every project of BUET 87 Foundation will be selected and executed with the unanimous decision of the Executive Board. The Director (Projects) of the Executive Board shall be primarily responsible for identification of potential projects. Director (Projects) may seek project ideas from the members of the Foundation. Director (Projects) will then present potential project proposals with brief technical and financial reports to the Executive Board who will evaluate prospective project proposals and finally approve them for execution. If the member who proposes any project is in the Executive Board, he/she will be excluded in the decision making process for selecting or rejecting that project to avoid the conflict of interest.

ARTICLE 6.2: A Project Management Sub-committee (PMS) shall be formed by the Executive Board consisting of three members who will be responsible for execution of projects in the country where the project will be executed. Director (Projects) of the Executive Board shall coordinate with PMS on behalf of Executive Board, and submit a monthly progress report to the Executive Board.

ARTICLE 6.3 – ROLES AND RESPONSIBILITIES FOR A PROJECT

ARTICLE 6.3.1 – RESPONSIBILITIES OF EXECUTIVE BOARD

- a. Overall management of projects;
- b. Approve projects and decide on financing;
- c. Review and adapt project selection criteria and adopt project specific by-laws;
- d. Assess and discuss project implementation progress;
- e. Ensure the efficient and effective use of project funds.

ARTICLE 6.3.2 – RESPONSIBILITIES OF DIRECTOR (PROJECTS) OF THE FOUNDATION

- a. Project identification: call for and collect proposals for small projects from the Foundation members, review compliance with the proposal requirements and establish selection recommendations;
- b. Establish project operation and management system for project implementation;
- c. Establish contracting arrangements if necessary; apply controlling systems and intervene if required. Inform the Executive Board on irregularities immediately;
- d. Report to the Executive Board. Reporting includes at least a monthly progress report and financial reports;
- e. Monitor implementation progress on a general level;

ARTICLE 6.3.3: RESPONSIBILITIES OF DIRECTOR (FINANCE) OF THE FOUNDATION

- a. Establish financial control mechanisms
- b. Report to the Executive Board on project finance
- c. Fund disbursement in consultation with Executive Board

ARTICLE 6.3.4: RESPONSIBILITIES OF PROJECT MANAGEMENT SUB-COMMITTEE (PMS)

- a. Overall field implementation and on-site management of Projects;
- b. Ensure the supervision of projects by establishing adequate monitoring, steering and management systems;
- c. Provide feedback on progress and effectiveness to the Executive Board through Director (Projects);
- d. Ensure compliance of local regulations

CHAPTER 8 – AMENDMENTS

ARTICLE 1 – NECESSITY

BUET87 Foundation can initiate amending any bylaws or adding new bylaws to the constitution based on the need of the time or in adapting to the needs of the land by which the bylaws are governed. The amendments however, will need to be duly ratified by two thirds majority of the Registered Members, present or responses as a quorum of one-third members. The constitutional amendments are to be executed by the following process:

ARTICLE 2 – AMENDMENT PROCEDURES

Any amendment must be presented in writing by any member of Executive Board or any Registered Member through a member of Executive Board and approved by a three-fourth vote of the Executive Board at two consecutive meetings of the Executive Board. Members of the Executive Board who can not attend such meetings can express their opinion in writing through emails to the Executive Board. If the proposal wins the approval of the Executive Board the President or the Executive Vice President of the Foundation may choose to take either of the following options:

- a. Place it before the next scheduled general assemblage for attaining two-thirds majority of the registered members or
- b. Can call a special general meeting for its fate if it is feasible, or
- c. Forward the proposal for approval of the Registered Members through postal mail or email, or online poll through the Foundation's official website or group email. In this case after thirty days Executive Board will publish the result whether it has gained two-thirds majority of the responses from the registered members or not. If it fails to secure valid responses of the two-thirds majority then the amendment motion will fail.
- d. Any Constitution Amendment action shall be proclaimed by the President or Executive Vice President of the Foundation and shall enter into force on the date specified therein, but not earlier than fourteen days from the date of proclamation.
- e. An amendment to the Constitution regarding the same issue shall not be initiated within one year after the rejection of a corresponding proposal by the members of the foundation.
- f. No amendment shall change the non-profit or charitable objects or purposes of the Foundation or the disposition of its property on dissolution or shall otherwise be inconsistent with the status of an organization to which contributions are deductible for Federal income tax purposes or amend this Section.

GLOSSARY

BUET – BANGLADESH UNIVERSITY OF ENGINEERING AND TECHNOLOGY

EB – EXECUTIVE BOARD

EC – ELECTION COMMISSION

PMS – PROJECT MANAGEMENT SUB-COMMITTEE