



American Institute of Bangladesh Studies

<http://www.aibs.net/>

BYLAWS

Revised March 2017

ARTICLE 1: NAME AND PURPOSE

1.1 The organization is the American Institute of Bangladesh Studies (hereinafter, AIBS), a corporation formed under the laws of the Commonwealth of Pennsylvania.

1.2 The purpose of AIBS is to conduct educational exchange programs between the United States of America and the People's Republic of Bangladesh under such terms as may be approved by the Board of Trustees.

ARTICLE 2: MEMBERS

2.1: Types of Membership

A. Institutional

Institutional Members are generally recognized academic and educational institutions in the United States. Such institutions are required to pay annual dues to AIBS as determined by the Board of Trustees. Such dues are initially fixed at \$250 per year or portion thereof. Representatives of these institutions serve on the Board of Trustees and have full voting rights. Application for Institutional Membership should be made to the President, AIBS, and must be approved by the Board of Trustees, AIBS.

B. Individual Members

Individual Members are persons who are engaged professionally in Bangladesh studies at a generally recognized academic or educational institution in the United States. Individual Members will be required to pay annual dues to AIBS as determined by the Board of Trustees. Application for Individual Membership should be made to the President, AIBS, who shall approve or disapprove the application with the approval of the Executive Committee. Individual Members shall be represented on the Board of Trustees at the ratio of one trustee for each twenty Individual Members. Each trustee shall be elected by email ballot by all Individual Members. There is a \$25/year membership fee for individual members.

C. Trustees Emeritus

Trustees Emeritus may be nominated by the Executive Committee and approved by the Board of Trustees, provided that all persons holding the title Trustees-at-Large at the time of the adoption of this article shall be deemed thereafter to be Trustees Emeritus. Trustees Emeritus may serve until disqualification, resignation, removal, or death. Trustees Emeritus shall not have a vote nor shall they pay any dues.

2.2 The membership year, following the first year, shall be from October 1 to September 30.

2.3 Any member may resign at any time by giving written notice to the secretary of AIBS. Such resignation shall take effect at the time of the receipt of such notice or at any later time specified therein. When a resignation of a member is effective, the member shall be relieved from liability for dues for any year after the year in which the resignation is effective.

2.4 Members whose dues are not paid by December 1 of any year shall lose the right to designate a member to the Board of Trustees until payment is received. For institutions whose membership has not been active for more than five years, a new application must be made to the Board before an institution can again be represented as a Trustee.

2.5 No member and no designated trustee of a member shall attempt to represent AIBS, whether in making any statements for publication or otherwise, unless the Board of Trustees shall, by resolution, have specifically approved the action of such member or designated member of the Board of Trustees. By accepting membership in AIBS or on its Board of Trustees, institutions and individuals recognize that AIBS does not take positions on matters concerning the relations between the United States and Bangladesh or on the internal affairs of either country.

2.6 The AIBS administration will remind each institution of its delinquent status, noting that the Trustees good standing have voted that the dues are to be remitted immediately upon notification.

2.7 An institution, which has not paid its membership dues will be required to pay for the previous unpaid year in order to become a member again.

2.8 If, during the period of delinquency, anyone from that institution applies for a grant, the grantee, if selected, will have to pay the \$250 processing fee.

ARTICLE 3: THE BOARD OF TRUSTEES

3.1: Composition

The Board of Trustees shall consist of:

- A. Trustees representing Institutional Members, and
- B. Trustees representing Individual Members.

3.2: Selection

A. Institutional Trustees

AIBS member institutions appoint institutional Trustees and each institution is entitled to one Trustee. The person so designated by a member institution shall be a member of the faculty or an administrative officer in good standing of that institution. Institutional Trustees may serve until disqualification, resignation, removal, or death.

B. Individual Member Trustees

Individual Member trustees shall be chosen as described in 2.1.B. The term of office of Individual Member trustees shall be three years.

3.3: Termination of Office

A. Resignation

1. A Trustee may resign at any time by giving notice to the Secretary or the President of AIBS,
2. If the resigning Trustee is an Institutional Member, the institution shall be requested to designate a replacement Trustee.
3. If the resigning Trustee represents Individual Members, an election from the Individual Member constituency shall be held to replace that Trustee for the remainder of the resigning Trustee's term.

B. Removal

Any Trustee can be removed for cause by a vote of two-thirds of the Board.

C. Lapse of Institutional Membership

If an institution withdraws its membership in AIBS, then its Institutional Trustee ceases to be a Member of the Board. If membership dues are not paid by the end of AIBS's fiscal year, September 30,

withdrawal from the Board shall be assumed. However, if dues are not paid by the institution by the time of the annual meeting of the Board of Trustees, the Trustee representing that institution shall not have a vote at that meeting or in any mail ballot taken before the payment of dues.

D. Duties and Responsibilities

1. The Board shall have full power to determine all policies and elect all officers. It also may alter or rescind decisions of the Executive Committee.

2. Whenever the Board deems it appropriate, it may delegate some of its power to specified officers or committees.

ARTICLE 4: OFFICERS

4.1 Officers and Qualification

The officers of AIBS shall consist of a president, a vice-president, a secretary, and a treasurer, and such other officers as the Board of Trustees may, from time to time, elect. All officers must be Trustees. Once elected, the President, Vice-President, Treasurer, and Secretary become ex-officio members of the Board of Trustees for the duration of their term.

4.2 Election and Terms of Office

The officers of AIBS shall be chosen and vacancies among the officers filled by the Members pursuant to such procedures as may be adopted by resolution of the Board of Trustees. Subject to earlier termination of office, the President shall hold office for a term of four years and until the successor shall have been duly chosen and qualified. All officers may be re-elected for a second term, and shall not serve more than two terms in any single office. The Vice-President shall hold office for four years and until the successor shall have been duly chosen and qualified. All other officers are elected by the Board of Trustees to three-year terms to be filled at staggered intervals so that the Treasurer and Secretary will take office in different years. Subject to earlier termination of office, all other officers shall hold office until their respective successors have been duly chosen and qualified.

4.3 The President

The president shall have general supervision over the business and operations of AIBS, subject to the control of the Board of Trustees. The President will concentrate on policy formulation; lead fund raising efforts; maintain active liaison with CAORC and other funding agencies; guide the Dhaka office; travel (to Bangladesh, Washington, etc.) for fund raising and networking purposes and to attend such domestic and international meetings as may enhance the visibility and functioning of AIBS; and keep the Board of Trustees informed about funding and all other matters affecting AIBS activities. He/she shall chair the meetings of the Board of Trustees.

4.4 The President Elect

Not later than six months prior to the end of the third year of the President's first term in office the Executive Committee may request the Nominating Committee to present a slate of not less than two names for the office of President Elect to be presented to the voting Trustees at the time of the annual election preceding the next annual meeting of the Trustees. Should no such request be made the President's name may be placed on the ballot as a sole nominee at the time of the next Presidential election and thus as a candidate for a second four year term.

If a President has been elected for a second four year term then not later than six months before the end of the seventh year in office the Nominating Committee must prepare a slate of not less than two names for the office of President Elect to be presented to the voting Trustees for an e-mail vote no later than 30 days prior to the next annual meeting of the Trustees. The President Elect shall assume the office at the start of the President's last year in office and for that year shall serve without vote as a member of all committees of AIBS and shall work with the President for the orderly transfer of the Presidency. Upon the completion of the President's term of office the President Elect shall assume the office of President for a term of four years.

4.5. The Acting President

In the event of the death, resignation, removal or disability of the President, the Vice President shall serve as Acting President until the President resumes duties or a successor is duly chosen and qualified. If the Vice President is unable to serve, he or she may request the Executive Committee to name one of its members to serve as Acting President to perform all the duties of the President. The Acting President shall have all the powers of, and be subject to all the restrictions upon, the President. If the President is unable to resume his or her duties, a Special Election for the Office of President shall be held immediately prior to the next Annual Meeting.

4.6 The Vice-President

The Vice-President will assist the President with routine administrative and management duties as assigned by the President. Her/his responsibilities may include (but not necessarily be limited to) initiating and coordinating non-fellowship AIBS programs, projects, and activities; initiating and overseeing efforts to promote AIBS and increase its membership; and responding to inquiries about AIBS, its programs and activities. Also, the V-P will represent AIBS at meetings when the President is not available. In the event of the death, resignation, or disability of the President, the Vice President shall serve as Acting President (in accordance with Section 4.5) and shall be eligible to be elected President.

4.7 The Secretary

The Secretary will keep AIBS records (maintaining membership list, recording all votes of the Trustees, preparing minutes of meetings, issuing notices, and filing all reports as required by law). The Secretary will also oversee AIBS fellowship program. As such, s/he will scrutinize the grant applications and operate closely with the selection committee; work with the grantees and look after their progress reports; develop a plan to evaluate the grant activities; and prepare the annual report of the program activities for the President's presentation to the Board of Trustees. In addition, the Secretary will perform such other duties as may be assigned by the Board of Trustees or the President. The Secretary shall record all votes of the Members, the Executive Committee and the Board of Trustees and the minutes of the meetings of the Members, Executive Committee and the Board of Trustees in a book or books to be kept for that purpose; shall see that notices are given and records and reports properly kept and filed by AIBS as required by law; shall be the custodian of the seal of AIBS and see that it is affixed to all documents to be executed on behalf of AIBS under its seal; and shall perform such other duties as may from time to time be assigned to him by the Board of Trustees or the President.

4.8 The Treasurer

The Treasurer will oversee all AIBS accounts, monitor all financial transactions, and, along with the President, have AIBS check-writing authority. The Treasurer will have charge of all receipts and disbursements of AIBS and shall have or provide custody of its funds and securities. He/she shall have authority to receive and give receipts for all money due and payable to AIBS, to endorse checks, drafts and warrants on its behalf, and to give full discharge of the same. He/she shall deposit all funds of AIBS and in general shall perform all duties incident to the office of treasurer and such other duties as may be assigned him/her by the Board of Trustees or the President. The Treasurer may be assisted by a comptroller who shall be appointed by the President upon the recommendation of the Treasurer. The comptroller will perform such accounting functions and other duties as may be assigned by the Treasurer. In the absence of the Treasurer the Comptroller may perform the duties of the Treasurer provided, however, that the Comptroller may not act as a member or as chairman of any special committee of which the Treasurer is a member or chairman by designation or ex officio, except when so designated by the Board of Trustees.

4.9 There shall be an executive committee consisting of the President, Vice-president, Secretary, Treasurer, and an At-Large member. The Immediate Past President will serve ex-officio on the executive committee.

4.10 Additional Officers, Agents and Staff Members

The Board of Trustees may appoint such additional officers, agents and staff members in the United States and Bangladesh, as it shall consider necessary or desirable to carry out the purposes of AIBS. Such

additional officers, agents, and staff members shall have such authority and perform such duties as may be determined, from time to time, by the Board of Trustees.

4.11 Bonding of Officers and Agents Bonding.

All officers of the Council and staff shall be furnished fidelity coverage in such sum as the Board of Directors may prescribe.

4.12 Delegation of Powers

The Board of Trustees may delegate to any officer or to any committee the power to appoint, and to prescribe the duties of additional officers and agents.

4.13 Resignation

Any officers may resign at any time by giving written notice to the Board of Trustees or to the Secretary of AIBS. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

4.14 Removal of Officers

Any officer of AIBS may be removed by the Board of Trustees whenever, in its judgment, the best interests of AIBS will be served thereby.

ARTICLE 5: MEETINGS

5.1 The Board of Trustees shall meet at least once a year.

5.2 Special meetings of the Board of Trustees may be held whenever called by the president or a majority of the Board of Trustees. The place of such meeting will be decided by the president or by a majority of the Board as the case may be.

5.3 Notice of annual and special meetings will be delivered by email to each trustee at least thirty days in advance. In the case of special meetings notice of the general nature of the business to be transacted will also be given.

5.4 A quorum at an annual meeting will include one-third plus one of the voting members. At a special meeting or through an email vote, a quorum will be a majority of the trustees, or one-half plus one voting member.

5.5 On urgent or specific issues, the president may request a mail or email ballot by members of the Board of Trustees.

Article 6: AUDITS AND FINANCIAL REPORTS

6.1 Officers and trustees shall receive no remuneration as such but may be reimbursed for out-of-pocket expenses as circumstances allow.

6.2 The treasurer and such other officers and representatives as may be determined by the Board of Trustees may be bonded in such amounts as the Board of Trustees may decide.

6.3 No officer, agent, or employee of AIBS shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property, except within the scope and to the extent of the authority delegated by resolution adopted by a three-fourths majority of the Board of Trustees. Authority may be given to the Board of Trustees for any of the above purposes and may be general or limited to specific instances.

6.4 All funds of AIBS shall be deposited to the credit of AIBS in such banks or other depositories as the Board of Trustees may approve or designate and such funds may be withdrawn only upon checks or other instruments signed by the treasurer or by such persons as may be designated as signatories by the Board.

6.5 The accounts of AIBS shall be audited at least once every three years by an independent accountant selected by the Board of Trustees, provided that the Board may, by a vote of the majority of the members, waive this requirement, and provided further that the Board may, by a majority vote of its members, call for an audit at any other time it deems fit.

6.6 At each annual meeting of the Board of Trustees, the treasurer shall provide an interim report on the finances of the AIBS. This report shall include information on income and gifts received and grants and expenditures made by AIBS. The treasurer shall provide a final report as soon as practicable after the end of the fiscal year.

6.7 The fiscal year of AIBS shall be from October 1-September 31.

ARTICLE 7: AMENDMENTS

Any and all of the provisions of the bylaws of AIBS may be amended. Proposals to amend the bylaws may be made by any member and seconded by another member of the Board of Trustees. Proposals identifying the proposer and the seconder shall be forwarded to the Secretary who will then submit them to a vote of all the members of the Board. If the voting is held at a meeting of the Board, the amendment must be approved by two-thirds of those present and voting. However, the two-thirds vote of approval must constitute a majority of the entire membership of the Board whether attending or not attending the meeting. If the voting is held by mail or e-mail, the approval of those voting within a period of thirty days following the date of the mailing or the transmission of an e-mail message will cause an amendment to be approved, also provided that this is a majority of the entire membership of the Board.

ARTICLE 8: NOMINATIONS OF ELECTED OFFICERS AND ELECTIONS

Nomination of Officers

8.1 At each annual meeting, the trustees shall elect a nominating committee of three trustees, only one of whom may be a member of the executive committee, who will serve for one year; members may succeed themselves. The nominating committee will present to the officers by email, no later than two months prior to the next annual meeting, the names of the candidates for each office to be filled by election at that meeting.

8.2 Individual trustees may offer nominations for any office to the nominating committee following the committee's call for nominations.

8.3 No member of the Nominating Committee can be a candidate for any office to be elected during the period of the Nominating Committee's term.

Elections

8.4 The election of the Officers shall take place by email in the month prior to the Annual Meeting and the results announced at the meeting. Ballots, nominations and descriptive material should be mailed, to all paid-up members no less than 30 days prior to the annual meeting of the Board of Trustees.

8.5 Members must return their ballots to the Secretary, or the chair or a person on the nominating committee if the Secretary is on the ballot, via email no less than seven days prior to the annual meeting.

ARTICLE 9

9.1. The Council shall be authorized to indemnify each member of the Board of Directors as described in Article V hereof, each of its officers, as described in Article VI hereof, and its staff for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these By-Laws, in a manner and to the extent permitted by applicable law.

9.2. The Council shall be authorized to indemnify each of its Directors, officers, and Council staff as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceeding

or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a Director, officer or staff and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Council and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if the Council shall be advised by its Board of Directors acting (1) by a quorum consisting of Directors who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of legal counsel that, the Director or officer has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.

9.3 Every reference herein to a member of the Board of Directors, officer or staff of the Council shall include every Director, officer and staff thereof and former Director, officer and staff thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any Director, officer or staff of the Council might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

ARTICLE 10: DISSOLUTION

10.1 The Board of Trustees by resolution may dissolve AIBS. In such case all assets and funds of AIBS shall be divided equally among the then member institutions of AIBS, subject further to the payment of all and any debts of AIBS prior to the division of the assets and the satisfaction of any obligation to any donor of funds to AIBS.

ARTICLE 11: ADOPTION

11.1 These bylaws were adopted by the transitional Board of Trustees on the 12th day of September 1988, were amended by the Trustees on 23 March 2007, and revised on 3 April 2011, 5 February 2016, and 2 March 2017 by a majority vote of the Board of Trustees.

Certificate of Incorporation of AIBS is attached.