Constitution of Bangladesh Development Initiative as Amended in 2023

(Includes approved amendments to the 1988 Constitution in September 2019 and May 2020)

ARTICLE I: NAME AND LOCATION

Section 1: Name

Name of the Not-for-profit Organization: Bangladesh Development Initiative (BDI) (hereinafter referred to as "BDI")

Section 2: Location

The location of the registered office shall be at the following addresses:

Head Office:
Bangladesh Development Initiative
4280 Breckenridge Court
Presto, PA 15142
USA

Washington Office:
Bangladesh Development Initiative
15160 SE 54th Place
Bellevue, WA 98006
USA

Should the location need to be changed, the new location shall be at such a place as permitted by law and the Certificate of Incorporation and as determined by the Executive Committee. BDI shall have an online presence to disseminate its message regarding the problems and prospects of development of Bangladesh. The URL of the BDI website shall be: www.bdiusa.org.

ARTICLE II: MISSION

BDI was organized as a nonprofit corporation under the General Not for Profit Corporation Act of the State of Pennsylvania, incorporated in 1988, to operate exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Service Code of 1986, as amended, and as more fully set forth in BDI's Articles of Incorporation. The mission of BDI includes the following:

- To support the efforts of people of Bangladesh in improving the quality of their lives. These include ensuring the availability of essential economic necessities such as nutrition, health care, housing, education as well as protecting human rights and civil liberties recognized

in the constitution of the country, and upheld by various international (e.g., United Nations) declarations and conventions to which the country is a signatory.

- To facilitate the exchange of knowledge, expertise and experience among persons interested or engaged with Bangladesh.
- To encourage the collection, compilation, and dissemination of information on matters relating to Bangladesh.

In particular, the aims and objectives of the Bangladesh Development Initiative (BDI) are:

Section 1: Aims and Objectives

1. To support policy research that can be meaningful in the formulation and implementation of national policies to ensure the above.
2. To support industrialization and the acceleration of rural development in Bangladesh, as these are the primary means to alleviating poverty and generating employment.
3. To promote literacy and education in Bangladesh and develop human capital at all levels and skills.
4. To recognize that the heritage and cultures in the country and region provide the foundation for how development is envisioned in Bangladesh.
5. To foster solidarity with the people of North America and the world at large so that the democratic aspiration of the people of Bangladesh receive appropriate support and encouragement from others.
6. To initiate cultural exchange to facilitate international understanding between the people of Bangladesh and the world community.
7. To organize conferences, participate in other conference and seminars, arrange essay competitions and publish books, pamphlets, journals, and relevant research findings to enhance the above objectives.
8. To ensure that the rights and well-being of underprivileged groups, particularly women, are assured by all developmental efforts supported by BDI.
9. To speak up in an advocacy role as part of the global diaspora of Bangladeshis, and as part of the larger civil society of Bangladesh.
10. To raise funds and strengthen the financial base of BDI in order to support its programs, including raising funds for humanitarian causes for the people of Bangladesh.

Section 2: Finance

1. No part of the earnings or assets of the Organization shall be used for the benefit of, or be distributable to its members, officers, or other private persons, except that BDI shall be authorized and empowered to pay reasonable compensation for services rendered, and to make such payments and distributions in the furtherance of the purposes set forth in Article II thereof.
2. The Organization shall only carry on activities permitted by (a) a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future U.S. or Internal Revenue Law, or (b) a corporation, contributions to which are deducible under Section 170 (c) (3) of Internal Revenue Code of 1954, or the corresponding provision of any future U.S. Internal Revenue Law.
3. The Organization may make contributions to Organizations that qualify as exempt Organization under Section 501 (c) (3) of the Internal Revenue Law or the corresponding

provision of any future laws.

ARTICLE III: MEMBERSHIP, DUES, VOTING

Section 1: Categories of Membership

The membership of BDI shall consist of General Members, Executive Members, and Honorary Members.

Section 2: General Membership

A Member of BDI shall be any person who is interested in the socioeconomic development of Bangladesh, dedicated to ensuring the wellbeing of the people of Bangladesh, and able to contribute to the mission of BDI.

1. New members will be nominated by one of the current BDI members. The new member nomination form is given in BDI Constitution Addendum A: Bangladesh Development Initiative New Member Nomination Form.
2. New member nomination will be discussed in one of the regularly scheduled meetings of BDI. New members will be selected based on the simple majority vote of the existing membership.

Section 3: Executive Committee Membership

The Executive Committee consists of office holders of the President, Vice President, General Secretary, Treasurer, and 5 to 7 Executive Committee Members. New members will be eligible for joining the Executive Committee after a minimum of one year of association with BDI during which the current BDI Executive Committee is able to observe/evaluate the member's extent of involvement with and contribution to BDI activities.

Section 4: Honorary Membership

BDI may grant Honorary Membership to any individual who has made significant and outstanding contributions in preserving the aims and objectives of this Organization. Honorary Members will not have the right to vote. Any BDI Member can nominate an Honorary Member. The nomination must be approved by the Executive Committee by a simple majority before it is presented to all BDI members. The nominated Honorary Member shall be confirmed by a simple majority of all BDI members. Honorary Membership will be automatically conferred to the recipients of the BDI Lifetime Achievement Award.

Section 5: Membership Dues

BDI will not have any membership dues. All members of BDI must subscribe to the Constitution & By-Laws of the Organization to retain membership in the Organization. BDI members can make direct financial contributions to BDI towards its various programs and activities such as scholarship programs, conferences, and for humanitarian causes.

Section 6: Voting Rights

All members of the organization (except the Honorary Members) are able to vote electronically by email. When deemed appropriate, such voting shall be kept private/anonymous. The same voting arrangement applies to the Executive Committee.

Section 7: Termination and Expiration of Membership

Membership shall terminate automatically when a member has not participated or responded to any BDI activity for an entire year, unless the member makes a request to keep the membership active. This clause does not apply to Honorary Members.

ARTICLE IV: ADMINISTRATION AND OFFICES

Section 1: Administration

The general management of the BDI shall be vested upon the Executive Committee.

Section 2: Officers

The Officers are composed of the Executive Committee members who hold offices for the President, Vice President, General Secretary, Treasurer, and 5 to 7 Executive Committee Members. All members of the Executive Committee shall retain the power to vote. The Executive Committee shall be elected for a term of three (3) years.

Section 3: Vacancies

Any vacancies in the office of the General Secretary or Treasurer shall be filled by appointment by the Executive Committee. If the President resigns or cannot fulfill his/her responsibilities temporarily or permanently, for whatever reason, the functions of the President shall be performed by the Vice President until a new President is elected.

ARTICLE V: Publications

BDI will manage and administer the *Journal of Bangladesh Studies* and undertake book projects, monographs, and other publications guided by the mission of BDI.

Section 1: Journal of Bangladesh Studies (JBS)

Journal of Bangladesh Studies shall be administered according to the BDI Constitution and By-Laws.

The Executive Committee will appoint an Editor-in-Chief (Editor) as the overall leader for JBS; the initial appointment will be normally for five (5) years. The Editor shall be elected through a formal vote of the Executive Committee. The members of the JBS Editorial Board shall be appointed by the Editor. Such appointments are not subject to the approval of the Executive Committee. The Editor may also appoint Associate Editors, special issue editors, and/or deputy editors, at his/her discretion. The Editor and Editorial Board members will decide general editorial

policy, but the Editor alone will be responsible for selecting the manuscripts and other materials that are to be published. The Editor may be replaced at any time by a two-thirds majority vote of the entire Executive Committee, with all members polled by email.

Section 2: Book Projects

The BDI's book publication projects shall be administered according to the process documented in the BDI Constitution Addendum C: Bangladesh Development Initiative (BDI) Administration of BDI Book Publication Projects.

ARTICLE VI: MEETINGS

Section 1: General Meetings

The general membership meeting shall be at least once a year, or as often as need be to conduct business. Special meetings may be called by the President or by the majority of the Executive Committee. The meetings can be conducted virtually over telephone or using other audio and/or video platforms.

Section 2: Meeting Quorum

Quorum of the meetings shall be considered five (5) members or greater.

ARTICLE VII: AMENDMENTS

Amendments to the constitution can be made by the general membership only. Any proposed amendments shall be submitted to the Constitution and By-Laws Committee. Amendments to this constitution may be made by the two-thirds of the active membership.

ARTICLE VIII: COMMITTEES

All standing committees such as Membership Committee, Constitution and By-Laws Committee, Fund-raising Committee or any other Committee deemed necessary shall be appointed by the Executive Committee.

ARTICLE IX: DUTIES OF EXECUTIVE COMMITTEE

Section 1: President

The President shall be the Chief Executive Officer (CEO) of the Organization and shall perform all duties incident to the office of the President and such other duties as may be designated by the Executive Committee. He/she shall preside at all meetings of the Organization and of the Executive Committee. He/she shall make such appointments as are required or authorized by the Constitution and by the Executive Committee. He/she may sign, with the General Secretary, or any other proper officer of the Organization, authorized by the Executive Committee, all deeds, mortgages, bonds, contracts or other instruments which the Executive Committee has authorized

to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee to some other agent of the Organization. He/she shall designate all official delegate and representatives to other groups: he/she shall appoint such special Ad-Hoc Committees as may be necessary to further the objectives of the Organization; and he/she may discontinue any such Committee in consultation with the Executive Committee, when its purpose has been served.

Section 2: Vice President

The Vice President shall perform the duties of the President in his/her absence. The Vice President will act in an advisory assistance capacity to the President and collaborate with the General Secretary and Treasurer with respect to the performance of general tasks.

Section 3: General Secretary

The General Secretary is tasked with correspondence and records for the organization.
The General Secretary shall keep the minutes of the meetings of the Organization and the Executive Committee. He/she will maintain appropriate records about the length of service of the Committee members and will alert the Committee about the expiration of anybody's term which may be due.

Section 4: Treasurer

The Treasurer shall receive and be the custodian of the funds of the Organization. He/she shall present to the Executive Committee a proposed budget for the ensuing fiscal year and this budget in final form shall be approved by the Executive Committee prior to the beginning of the fiscal year. He/she shall make a complete financial report at the annual business meeting of the Organization.

ARTICLE X: ELECTIONS

BDI election shall be conducted per the following process and guidelines:

1. The Executive Committee shall appoint an election moderator who is preferably a BDI member, but an outside moderator can also be appointed.
2. The election moderator shall solicit nominations from the BDI members for various positions within the BDI Executive Committee.
3. One full month shall be allowed to the members to come up with the nominations.
4. Nominations may be directly and confidentially communicated to the moderator who will not make public the source of any nomination, if this is desired by the nominator.
5. Self-nomination for any position within the Executive Committee is allowed.
6. There will be election if there are more than one nomination for any of the positions in the Executive Committee.
7. If the moderator does not receive any nomination within one month, the moderator may propose nominations and shall allow two more weeks for discussion and final decision on the nominations. This period shall be designated as the nomination moderation phase.
8. BDI members who are officers of the BDI Trust in Bangladesh will be eligible to serve on the BDI Executive Committee.
9. The members shall be allowed two weeks to cast their votes for the nominees.

10. The election outcome and the final structure of the Executive Committee shall be communicated to the members by the election moderator.
11. The newly elected Executive Committee members and their positions will be displayed on the BDI website: bdiusa.org and the email group list ec@bdiusa.org will be updated to include the names of newly elected Executive Committee members.

ARTICLE XI: BDI TRUST IN BANGLADESH

BDI Trust, registered in Bangladesh, is a sister organization of BDI. BDI Trust will be run in Bangladesh per:

1. BDI Trust Registration Deed and
2. BDI Trust Guidelines

ARTICLE XII: DISSOLUTION

Upon the dissolution of the Organization, the elected officials shall, after paying or making provisions for the payment of all the liabilities of the Organization, dispose of all the assets of the Organization exclusively for the purpose of the Organization, in such manner, or to such Organizations organized exclusively for charitable, cultural, or scientific purposes as shall at the time qualify as an exempt Organization or Organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future U.S. Internal Revenue Law, as the elected officials decide. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such Organization or Organizations as said court shall determine to be organized and operated exclusively for such purposes.

ADDENDUMS

Addendum A

Bangladesh Development Initiative (BDI)
New Member Nomination Form

BDI is a USA-based non-profit organization comprised of independent scholars associated with institutions of higher education and involved in scholarly exchanges between the United States and Bangladesh through establishing educational programs, publishing an academic journal, sustaining a book publication program, and organizing conferences. BDI includes professionals who are involved in supporting social development initiatives in Bangladesh. BDI publishes the *Journal of Bangladesh Studies* (JBS) which is available at libraries in major universities. The last five conference organized by BDI were held at Harvard University, University of California – Berkeley, and Yale University. BDI publishes edited volumes with conference papers, and such editing tasks are undertaken by its members. Members are expected to be active participants and help BDI's advancement. Membership is not open – it is by invitation and selection only. The BDI Executive Committee is pleased that you have been nominated for BDI membership. Please

provide a brief summary of your background and accomplishments and return this form to the member who has nominated you.

BDI members receive the following benefits and privileges:

1. A free annual subscription to the BDI flagship journal – *Journal of Bangladesh Studies* (JBS);
2. Discounted rates on all books published by BDI (subject to availability);
3. A copy (electronic version) of occasional newsletters BDI may put out;
4. An opportunity to participate in Bangladesh policy discussions with BDI Executive Committee members;
5. An opportunity to run for BDI Executive Committee membership positions. Note that membership in the Executive Committee will be allowed after a minimum of three years of association with BDI during which the current BDI Executive Committee is able to observe/evaluate the member's extent of involvement with and contribution to BDI activities. This could be vetted through a member's participation in other (standing) committees;
6. An opportunity to become a member of one or more of the standing committees as appointed by the Executive Committee, such as, Membership Committee, Publications and Advertisements Committee, Advisory Committee, Constitution and By-Laws Committee, or Fund-raising Committee;
7. An opportunity to represent BDI in local functions and programs;
8. An opportunity to perform charitable work in Bangladesh using BDI's tax-exempt platform;
9. An opportunity to open a local BDI chapter in any region of USA and conduct its affairs in accordance with the Constitution and By-Laws of BDI; and
10. An opportunity to engage in individual initiatives that are consistent with the vision and mission of BDI.

Credentials of the Nominee (please send it back to your nominator upon completion)

- Name
- Educational attainments (degrees, when, where, etc.)
- Professional background (highlights only, with emphasis on current employment and responsibilities)
- Membership in other organizations (professional and cultural, national and local)
- Interest in BDI (in one paragraph, state why you would be interested in joining the organization)
- What expertise, experience, and ideas would you bring to BDI?

Thank you for your interest in BDI.

Addendum B

Bangladesh Development Initiative (BDI)
Lifetime Achievement Award

Bangladesh Development Initiative (BDI) will confer an award to honor outstanding individuals or organizations who, through their scholarly and/or policy and civic engagements, have contributed significantly to understanding the challenges, and the ideals that have led to the development of Bangladesh and have improved the quality of life for its citizens.

1. Emphasis will be placed on selecting honorees with a body of substantial and distinguished contribution to research and scholarship, and/or evidence that they have inspired and supported others in acquiring excellence in relevant fields.
2. Consideration may also be shown to honoring individuals (or organizations) whose policy advocacy and civic engagement have helped citizens of Bangladesh in meaningful ways.
3. The award will not be influenced by any considerations related to political affiliation, citizenship or discipline of study.
4. The nominations will be made by BDI members, or other individuals and institutions specifically requested by the BDI Executive Committee.
5. The BDI Executive Committee will vote on the nominations, and the decision of EC will be final.
6. The award can be given to one or more individuals (shared) and/or to an organization. In the event that the recipient declines the award, the EC will select an alternative honoree for the year.
7. The names of the honorees will be announced, a news bulletin will be circulated to relevant media outlets, and the full citation of the award will be carried in the *Journal of Bangladeshi Studies*.
8. The awardee(s) will be invited to attend the subsequent BDI international conference to accept the award in person and to address the conference (lecture) in some capacity as may be appropriate and feasible. Subject to budget constraints, partial support may be provided to support this travel. The lecture with suitable edits will be published in the JBS.
9. BDI Honorary Membership will be automatically conferred to the awardee.
10. The EC may add other considerations/requirements to the guidelines as necessary over time.

Addendum C

Bangladesh Development Initiative (BDI)
Administration of BDI Book Publication Projects

BDI shall publish edited books with:

1. Papers presented in BDI conferences,
2. Articles already published in JBS, and
3. Independent papers solicited from individual researchers.

1. The book publication project must be undertaken in the spirit of upholding the aims and objectives of BDI
2. The book editorship shall be solicited in regularly scheduled BDI monthly meetings, specially called meetings or through electronic communication. In most cases, BDI members will volunteer for the editorship of a book in which they have expertise; BDI may also appoint outside editors if and when necessary and feasible.
3. Once the editorial team and other volunteers are identified, they shall be confirmed by a simple majority of BDI general members.
4. The royalty arrangement with the publisher shall be approved by a simple majority of the Executive Committee.
5. Once the book is published, a summary of the book along with the image of the cover page shall be posted on the BDI website.