

DHAKA UNIVERSITY ALUMNI FORUM, INC. (DUAFI)

Articles of Incorporation (AOI) of DUAFI

Provision: AOI gives the right to the registrants of the organization to pick up another name from the list of approved names prior to the registration in the event the selected name is not available for registration. The approved names are in order of preference.

SOCIETY OF DHAKA UNIVERSITY GRADUATES (SDUG)

SOCIETY OF DHAKA UNIVERSITY ALUMNI (SDUA)

ARTICLE I: NAME AND LOCATION

Section 1:

The association shall be named as “**DHAKA UNIVERSITY ALUMNI FORUM, INC**” also inscribed as DUAFI in abbreviated form.

Section 2:

DUAFI shall be located in Greater Washington D.C. Metro area (Maryland, Virginia and Washington D.C.) of the United States of America.

ARTICLE II: OBJECTIVES

DUAFI is a voluntary, nonprofit and nonpolitical forum organized exclusively for cultural, educational, and charitable purposes.

Section 1:

The overall objectives of DUAFI are:

- A. To work for the improvement of fellowship among the graduates of Dhaka University campus graduates living in Greater Washington DC metro area.
- B. To organize cultural programs, reunion programs for the graduates and immediate family members of Dhaka University campus graduates.
- C. To conduct seminars, workshops and educational programs independently and/or in conjunction with national and international organizations.
- D. To extend assistance to Dhaka University students in their academic endeavors either through financial help or material support.

Section 2:

- A. No part of the net earnings or assets of DUAFI shall be used to the benefit of or be distributable to its members, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payment and distribution for the purpose set forth in Article II hereof.
- B. DUAFI shall not carry on any activities not permitted (a) by the 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) by a corporation, contribution to which are deductible under section 170 (c) (3) of Internal Revenue Code of 1954, or the corresponding provision of any future U.S. Revenue Laws.

ARTICLE III: MEMBERSHIP ELIGIBILITY

Section 1: MEMBER:

- A. An eligible member of DUAFI is he/she, who is a graduate (who holds Bachelor/Post-graduate degree) of the Dhaka University campuses, was affiliated with one of the residential halls of the Dhaka University and currently living in Greater Washington DC Metro area. M.Phil and/or Ph.D. graduates

from Dhaka University are also eligible for membership even if they do not have any hall affiliation.

- B. A graduate shall provide his/her Dhaka University related information, such as department name, year of graduation, degree(s) obtained and affiliated hall for membership except for M.Phil and Ph.D. graduates as mentioned in article 3 section 1(a). A member should also provide his/her current residential address (and phone number if available). Since e-mail will be the major way of communication, all members are advised to provide their e-mail addresses. DUAFI Board of Directors shall have the right to ask for additional documents or inquire about the information by other means to ensure the authenticity of the provided information.
- C. Members must abide by the Articles of Incorporation (AOI) and By-Laws of DUAFI to obtain and retain membership.
- D. A graduate shall pay an annual membership fee as determined by the Board of Directors to maintain membership in good standing. Dues shall be payable yearly at a time and manner as decided by the Board of Directors from time to time.

ARTICLE IV: ADMINISTRATION AND OFFICES

Section 1:

The general management of DUAFI shall be managed by the Board of Directors.

Section 2:

The Board of Directors shall consist of 5 members, comprising President, Vice-President, General Secretary, Joint Secretary and Treasurer.

Section 3:

The term for the Board of Directors shall be for two (2) years, starting from January 1 to December 31 of the following year (Exception: First board).

Section 4:

Any temporary vacancy in the office of the President and General Secretary shall be filled in by the Vice-President and Joint Secretary respectively. Any temporary vacancies of Vice-President, Joint Secretary or Treasurer shall be filled in by any good standing members with the consent of the Board of Directors. The Board of Directors shall maintain a current list of good standing members.

ARTICLE V: DUTIES AND RESPONSIBILITY

The duties and responsibilities of the members of the Board of Directors shall be as follows:

A. The President

- (i) The President shall be the Chief Executive Officer of the DUAFI, shall be responsible for carrying out the objectives of the DUAFI and shall perform all duties pertinent to the office of the President and such other duties as may be designated by the Board of Directors.
- (ii) The President shall preside over all meetings of the DUAFI and of the Board of Directors.
- (iii) The President may sign all applicable documents which the Board of Directors has authorized to be executed.
- (iv) The President shall seek approval of the board of director before making any decision pertinent to DUAFI activities.
- (v) The President may represent DUAFI to other organizations provided he/she informs Board of Directors beforehand.
- (vi) The President, with due authorization of the Board of Directors, shall designate all office delegate(s) and representative(s) to other organizations.

B. The Vice-President

- (i) The Vice President shall assist the President in discharge of his/her functions.
- (ii) The Vice President shall perform such other duties and functions as assigned by the Board of

Directors.(iii) In the absence of the President, Vice President shall perform all the duties and responsibilities of the President as mentioned in article V clause A.

C. The General Secretary

(i) The General Secretary shall perform all duties with regard to the office of the Secretary. He/she, with the advice of the President shall convene meetings, make correspondence and furnish annual reports.

(ii) The General Secretary shall keep the minutes of the meetings of the organization and perform all duties assigned to him/her by the President or Board of Directors.

(iii) The General Secretary shall maintain the DUAFI database.

(iv) The General Secretary shall maintain cyber network communication via e-mail, group mails, newsgroup, or web site to conduct meetings, group discussions, etc., in consultation with President.

D. The Joint Secretary

(i) The Joint Secretary shall assist the General Secretary in discharge of his/her functions.

(ii) The Joint Secretary shall perform such other duties and functions as assigned by the Board of Directors.

(iii) In the absence of the General Secretary, Joint Secretary shall perform all the duties and responsibilities of the General Secretary as mentioned in article V clause C.

E. The Treasurer

(i) The Treasurer shall be responsible for collection of all types of funds of the DUAFI including the membership fee, and shall be the custodian of the funds of the DUAFI.

(ii) The Treasurer shall make a financial report at the end of every major event (reunion program, picnic) of the DUAFI and e-mail it to the general members.

(iii) The Treasurer shall prepare a complete report of all financial activities at the end of his/her two (2) years term and make it available to all general members.

(iv) The Treasurer and the President shall jointly operate the DUAFI's bank account in any US based bank, located in the USA. Either of these two office bearers shall have the authority to sign bank checks and perform other financial activities of the DUAFI in consultation with each other.

ARTICLE VI: MEETINGS OF THE GENERAL BODY

Section 1:

There shall be at least one general meeting per term of the board. Time and date of such meetings shall be determined by the Board of Directors and e-mailed to all members at least two (2) weeks prior to the meeting with set agenda.

Section 2:

A quorum shall be satisfied when twenty five percent (25%) of the good standing members are physically present at a general body meeting.

Section 3:

A special meeting shall be called by the Board of Directors. One-third ($1/3^{\text{rd}}$) of the good standing members may call a special meeting if the Board of Directors fails to call such meetings after two consecutive written request by the same number of good standing members. A quorum for this type of special meeting is $1/3^{\text{rd}}$ of the good standing members.

Section 4:

A simple majority of the good standing members in all general/special meetings shall satisfy to make a decision.

ARTICLE VII: MEETING OF THE BOARD OF DIRECTORS***Section 1:***

The Board of Directors shall communicate as often as needed to conduct business but shall meet at least twice every year. The Secretary shall inform Board of Directors about the meeting and agenda of the meeting at least 7 days in advance. The President shall honor the request of majority of the Board of Directors to convene a special meeting.

Section 2:

Quorum shall be considered by the presence of three (3) out of five (5) Board of Directors (60%). Any decision has to be approved by at least three (3) Board of Directors irrespective of quorum requirement.

Section 3:

The Board of Directors is not authorized to terminate any elected officials and to execute other activities not permitted by these Articles of Incorporation.

ARTICLE VIII: SUBCOMMITTEES

The Board of Directors shall form subcommittee(s) whenever necessity arises. The Board of Directors is encouraged to form committees to involve more graduates in DUAFI activities. The Board of Directors may dissolve any such subcommittee when it decides that the purpose of that subcommittee has been served.

ARTICLE IX: ELECTIONS***Section 1:***

The election to President, Vice-president, General Secretary, Joint Secretary and Treasure positions shall be held every two (2) years.

Section 2:

Only members of DUAFI who have paid their dues for the current year at least eight (8) weeks prior to the election shall be eligible to vote.

Section 3:

Good standing members (Exception: first election) shall elect Board of Directors using a secret ballot paper. A simple majority should decide all elections.

Section 4:

A member may serve as President for not more than Two TERMS. However two terms shall not be in consecutive order. Vice-president, General Secretary, Joint Secretary and Treasure shall have no term limitation.

Section 5:

Good standing members are eligible to be nominated for any position in the Board of Directors. Exception: First election.

Section 6:

The election shall be held at least 4 (four) weeks before the expiry of the current committee. The Board of Directors shall decide the date of election and appoint, from amongst the good standing members of DUAFI, but other than the members of the Board of Directors, a three member Election Commission, comprising of a Chief Election Commissioner and two Commissioners. The members of Election Commission shall not be candidates for election but they will be able to cast their votes. All these rules will be exempted for the first election for DUAFI's Board of Directors EXCEPT that the Election Commissioners shall not be candidates for the election they are conducting.

Section 7:

The Election Commission, in consultation with the Board of Directors, shall make procedures and regulations for conducting the election. In discharging this function, the Election Commission shall be independent and autonomous, but shall be bound by the Articles of Incorporation and By-Laws of DUAFI.

Section 8:

In case of any controversy or objection, the decision of the Election Commission shall be final.

Section 9:

The outgoing Board of Directors shall transfer all related documents of DUAFI to the newly elected Board of Directors within 30 days of the new fiscal year.

ARTICLE X: FUNDING**Section 1:**

The primary source of fund shall be yearly membership fees and donations from the DUAFI members.

Section 2:

The Board of Directors may accept any unconditional contribution or gifts from individuals or organizations (exception: political, religious, discriminatory) on behalf of DUAFI.

Section 3:

Fiscal year of the DUAFI shall be from January 1 to December 31.

ARTICLE XI: BY-LAWS

Subject to the provisions of this AOI, by-laws may be made, if and when required by the Board of Directors of DUAFI, none of which should be contradictory to the Articles and Sections of this AOI.

ARTICLE XII: TERMINATION OF MEMBERSHIP

The failure of a member to comply with the Articles of Incorporation or By-laws as they may be in effect from time to time shall disqualify such member from membership. A member may be censored, suspended or expelled from DUAFI for participation or involvement in any activity detrimental to the interest of DUAFI. The board of directors may suspend or expel a member for this kind of activities after an appropriate hearing and approval in a general meeting.

ARTICLE XIII: AMENDMENTS

- (i) Any proposed amendment shall be submitted to the Board of Directors in writing by at least five (5) good standing members or Board of Directors can initiate amendment(s).
- (ii) A proposed amendment to the AOI can be made by the consent of eighty percent (80%) members of the Board of Directors.
- (iii) The Board of Directors shall place the proposed amendment(s) to the general members within two months of the Board of Directors meeting for consent via e-mail.
- (iv) The proposed amendment(s) shall be considered adopted if the amendments are approved by the 2/3rd of the member present in general or special meeting.

ARTICLE XIV: DISSOLUTION

The decision of DUAFI dissolution can be made in a special meeting called in for that purpose by the physical presence and approval of two-third of the general members only in good standing. Upon the dissolution of DUAFI, the elected officials shall, after paying or making provisions for the payment of all the liabilities of DUAFI, dispose of all the assets exclusively for the purpose of DUAFI in such a 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 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 country in which the principal office of DUAFI is then located, exclusively for such purposes or to such organization or organizations as the said court determine to be organized and operated exclusively for such purposes.