

# **Constitution**

*of the*

***BUETian89 Foundation of North America***

***Version 1.0***

## **ARTICLE I: NAME AND GOALS**

### **SECTION 1- NAME OF THE ORGANIZATION**

The name of the organization shall be "BUETian89 Foundation of North America", hereinafter referred to as the "BUETian89 Foundation NA".

### **SECTION 2- MISSION AND VISION OF THE ORGANIZATION**

The BUETian89 Foundation of North America is a non-profit, non-political, non-religious, social organization that promotes social and professional connection among the alumni of ex-students of BUET 89 batch in North America. The organization will serve twofold missions. Firstly, the organization will assist its members for professional connection, social team building and job search activities. Secondly, it will conduct charitable projects, locally and abroad, to enlighten and empower communities including members and their immediate families and other underprivileged individuals through the power of education, technology, and financing.

### **SECTION 3- HOW WE ACHIEVE OUR MISSION AND VISSION**

The ways BUETian89 Foundation NA will achieve its mission and vision shall include, but not limited to, the followings:

1. The organization will seek opportunities to carry out charitable projects in home and abroad to serve underprivileged, poor, and needy
2. The organization will maintain various social media related groups to strengthen the bondage among its members
3. By utilizing technology, education, and potential of its members – BUETian89 Foundation NA will provide platforms for technical discussions, mentorship for career growth and job search among its members. In addition, the organization will support technical projects for future generations of students in home and abroad.
4. The BUETian89 Foundation NA will organize alumni reunions and other team building activities for its members and their families.

## **ARTICLE II: MEMBERSHIP**

### **SECTION 1 – MEMBERSHIP**

Membership of the BUETian89 Foundation NA is open to any person who fulfils the requirements detailed in section 2 of this Article.

### **SECTION 2 – MEMBERSHIP TYPES, REQUIREMENTS AND PRIVILEGES**

The BUETian89 Foundation NA shall have two types of membership — General and Associate.

#### **SECTION 2.1: GENERAL MEMBER**

A General member shall fulfill all criterion below:

1. Was a student enrolled in BUET for 1st year session starting in 1989, class started in 1991 and graduated from BUET, and
2. Has submitted a registration form and/or given explicit consent to join the organization to be a General member, and
3. Lives in North America.

General members, who have paid membership fee, shall have full right to vote in the affairs of the BUETian89 Foundation NA and can hold position in the Executive Board according to the ARTICLE III, SECTION 2.1.

#### **SECTION 2.2: ASSOCIATE MEMBER**

An Associate member shall be a person having any of the following criterion:

1. Supports the goals of the BUETian89 Foundation NA and who have started classes at BUET with a different batch but graduated with BUET 89 batch and who has received approval of the executive committee (Article III).
2. Started class with BUET 89 batch in 1991 but left BUET for another university for his or her undergraduate degree.
3. Fulfills General membership requirements otherwise but lives in another continent outside of North America.

Associate members shall not vote in the affairs of BUETian89 Foundation NA and cannot hold position in the Executive Board. By the virtue of being member of the Foundation, all members agree to abide by this constitution.

#### **SECTION 3 – MEMBERSHIP FEE**

Membership year is determined by the Gregorian Calendar. A yearly membership fee would be required to participate in the election and any voting process of the BUETian89 Foundation NA. The Executive Board will decide the amount of membership fee. Fund collected through membership fee will be used primarily to support the administrative cost of the foundation and any other project the executive board deems to be fit.

### **ARTICLE III: EXECUTIVE BOARD**

#### **SECTION 1 - EXECUTIVE BOARD OF THE FOUNDATION**

Executive Board shall abide by this constitution. All members of the Executive Board (EB) of the Foundation, individually and collectively, shall endeavor to implement the mission and vision of the Foundation as specified in Article I. 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 staffs to manage and execute projects undertaken by the Executive Board. The process of hiring and management of staff is described in Article V.

#### **SECTION 2 – POSITIONS IN THE EXECUTIVE BOARD**

**SECTION 2.1:** There will be minimum of 5 and maximum of 15 Executive Board members elected by the general members of the Foundation specified in Article II. It is recommended to have odd number of Executive Board Members. Executive Board members shall be assigned the position of President, Vice President, General Secretary, Treasurer, Communication and Social Secretary by the Executive Board. Other secretariate can be created and assigned to the board members by the Executive Board. Rest of the board members will be Regular Member of the Executive Board. At least one official contact from the board must be residence of USA.

**SECTION 2.2:** Terms of office for the Executive Board positions are for two years. An Executive Board member shall hold office until a successor is duly elected. Nobody can hold the positions of the President, the Vice President, and the Secretary of the Foundation for more than two consecutive terms. Executive Board Members who held the position of the President, the Vice President, and the Secretary for 2 consecutive terms will have to wait for **2 terms (4 years)** to be eligible for these positions again. But they can hold other positions or be a regular Board member.

### **SECTION 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 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 within 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.

### **SECTION 4 – REMOVAL**

A board member 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 the two third majority votes of rest of the Executive Board members.

### **SECTION 5 – REPLACEMENT**

**SECTION 5.1:** If a general board member resigns, this position will be appointed by the executive board from the qualified members of the Institution and will serve for the rest of the term.

**SECTION 5.2:** If the President or the VP or any secretary resigns, it will be appointed by the executive board from within the elected general board members and then the vacant general board member position will be appointed from the qualified members of the Institution. In both the cases, the appointed board member will serve the rest of the term.

**SECTION 5.3:** In case, when there is only 5 board members and a position become vacant, that position will be appointed from the qualified members of the Institution except the President. In this scenario, the President position will be appointed from among the elected board members

and the vacant position will be appointed from the qualified members of the Institution. In all cases, appointed board members will serve the rest of the term.

**SECTION 5.4:** Majority of the board members cannot be non-elected at any given time and if that happens, a new election will take place.

## **SECTION 6 – DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE BOARD**

### **SECTION 6.1: PRESIDENT**

The President is the official head of the Foundation and shall provide leadership and inspiration to the Foundation. The President shall be responsible for:

1. Providing the general management for all the activities of the Foundation
2. Directing and coordinating of all the activities to achieve the aims and purposes of the Foundation
3. Calling and presiding over the meetings of the Executive Board and General Body
4. Representing the Foundation as the primary spokesperson
5. Establishing and maintaining relationships between the Foundation and other organizations as necessary and appropriate
6. Operate the bank accounts of the Foundation as co-signatory
7. Coordinating and address legal aspects and work as the prime contact of the Foundation regarding legal issues
8. Work as the internal “Arbitrator” of the Foundation for dispute resolution

### **SECTION 6.2: VICE PRESIDENT**

The Vice President shall be responsible for:

1. Carrying out the duties of the President in the absence of the President
2. Assisting the President in accomplishing the aims and purposes of the Association
3. Managing the Human Resources functions of the Association
4. Renewal of the Foundation’s registration status in the state where it is registered and for maintaining the 501(c)(3) status with the Internal Revenue Services
5. Working as the prime contact for any compliance issues including environmental, social, regulatory etc.
6. Co-ordinating among different sub-committees and providing necessary assistance
7. Performing any other responsibility assigned by the President or the Executive Board

### **SECTION 6.3: GENERAL SECRETARY**

The General secretary is responsible for:

1. Organizing Executive Board meetings, publishing agenda and preparing minutes of the meetings
2. Posting 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 Communication and Social Secretary

3. Respond to all matters related to the Foundation's mandate as may be referred to it by the Executive Board
4. Assisting and liaising with Election Commission for election, appointments, or replacements
5. Working as Foundation's representative in the absence of President and Vice President
6. Performing any other responsibility assigned by the President or the Executive Board

#### **SECTION 6.4: TREASURER**

The Treasurer shall be responsible for:

1. Working as chief financial officer of the Foundation and responsible for financial, accounting and audit aspects of the Foundation
2. Maintaining a record of all financial accounts and transactions of the Executive Board
3. Authorizing or signing all disbursements and transfers on behalf of the Executive Board
4. Assessing Foundation's financial requirements on a continuous basis and recommend to the Executive Board
5. Preparing Foundation's annual budget and place to the Executive Board for approval
6. Preparing, updating, and maintaining accounts of the foundation and work as custodian of the accounts for the purpose of audit
7. Opening and operation of bank account(s) and work as co-signatory of Foundation's bank account(s)
8. Preparing financial section of the "Annual Report" and other financial reports, if any, on behalf of the Executive Board
9. Submitting annual tax returns and resolve tax related issues if any
10. Preparing and send the money receipts to all the donors of the Foundation
11. Posting annual reports, financial reports, audit reports, tax filing document to the Foundation's webpage with the help from Communication and Social Secretary
12. Working and coordinating the tasks with the member of the sub-committee for finance and related
13. Performing any other responsibility assigned by the President or the Executive Board

#### **SECTION 6.5: COMMUNICATION AND SOCIAL SECRETARY**

The communication and social secretary is responsible for:

1. Planning and executing all aspects of the social, cultural, and extracurricular events
2. Planning and designing paper based and web-based promotional materials
3. Posting the Foundation's regular newsletter and other publications to the webpage
4. Driving membership of the Foundation
5. Working and coordinating the tasks with the member of the sub-committee for social activities
6. Promoting the events and activities of the Foundation
7. Managing Foundation's official website as per the need of the Foundation
8. Maintaining membership registration and membership database

9. Conduct on-line or email surveys, opinion polls as advised by the Executive Board
10. Posting the official announcements and all official documents on the website
11. Performing any other responsibility assigned by the President or the Executive Board

## **SECTION 6.7 – REGULAR MEMBERS OF THE EXECUTIVE BOARD**

Regular Members of the Executive board will be responsible for:

1. Assisting, supporting, and advising concerned Secretaries, Vice President, and President of the Foundation
2. Carrying out any responsibilities delegated by all different Secretaries, Vice President, and President of the Foundation
3. Working as the local representative and taking lead for organizing local get together, events, programs, and charity work in the banner of the Foundation
4. Facilitating and assisting Foundation's fund-raising efforts
5. Facilitating the membership drive as the local representative
6. Serving in different sub-committees and assisting the respective Secretaries of the executive Board in sub-committees
7. Performing any other responsibility assigned by the President or the Executive Board

## **SECTION 7 - MEETING OF EXECUTIVE BOARD**

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

### **SECTION 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.

### **SECTION 7.2: QUORUM AND DECISION-MAKING PROCESS**

Quorum is defined by the majority of all Executive Board members. All decisions must be made in an Executive Board meeting where quorum is met. All decisions shall be taken by the simple majority vote of the Executive Board members in a board meeting where quorum is met. All Executive Board members will have voting rights. A member absent in the meeting can give his/her vote in writing but cannot be counted towards quorum. Some simple and urgent decisions can be taken by the Executive Board through online voting and such decisions should be documented in the following official meeting minutes as electronic decisions. Any decision taken by the Executive Board will be written down in the meeting minute and official board approved meeting minutes shall be published within 21 days of the meeting.

### **SECTION 7.3: EXECUTIVE BOARD MEETINGS**

In every two months there will be a general meeting of the 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 the website and any other information, to run the Executive Board in this meeting.

#### **SECTION 7.4: CALLING FOR A BOARD MEETING**

Regular meetings will be called as mentioned in Section 7.3 of this Article. However, depending on the need, a meeting can be called at any time. Regular meetings will be called by the General Secretary of the Executive Board accommodating the majority of the board members. The President can call for a board meeting. A board meeting can also be called by the majority of the board members. Agenda for all board meetings must be published before the meeting.

## **ARTICLE IV: ELECTION**

### **SECTION 1 - ELECTION COMMISSIONERS**

**Section 1.1:** The current executive board will select the election commissioners in an executive board meeting at least three months prior to the election. The term of the election commission will end after the new Executive Board assumes responsibility. The election commission will be a three to five-member committee, at least two from the USA, and at least one from Canada. The chair of the Election Commission will be determined by the Executive Board. If no eligible and willing person from one of these countries is found to serve as election commissioner, then members from one country can fill out the positions. 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. Election commission will conduct the election process to form the board of representatives and will drive the process of electing the executive positions for the next term. The election commissioners will not be able to contend for any position in the board. All the selected election commissioners need to be current registered members of BUETian89 Foundation NA of North America, registered in California, USA.

**Section 1.2:** 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 in North America, suggesting on anything if asked by the election commission. Election commission will work as an independent commission without any influence from the Executive Board.

**Section 1.3:** The election commission shall provide the voting members nomination forms at least eight weeks prior to the election date. The election commission shall utilize all official available resources to notify every voting member of the upcoming election. A list of the positions subject to election shall be provided to the voting members along with the nomination forms. Completed nomination forms must be returned at least five weeks prior to election date.

**Section 1.4:** Nominee must be registered member of the organization at least for the current election year. Each nominee must be nominated and seconded by the registered members of the organization. Nominee cannot be active position seeker. Election Commission will complete the nomination validation process and will communicate to the nominee at least four weeks prior to the election date. In the event that additional time is required to complete the evaluations due to abundance of nominees or any other unforeseen circumstances, the election commission should notify the current executive board and voting members for any additional time. If the election commission determines that a nominee is ineligible for the position nominated, they will provide a detailed explanation to the nominee and the person who nominated the candidate to ensure no error in the nomination submission process.

## **SECTION 2 - REGISTRATION Of MEMBERS**

Communication and Social secretary will drive the membership of the institution prior to the election. General Secretary will provide the list of membership to the election commission prior to the election.

## **SECTION 3 – ELECTION PROCESS**

**Section 3.1:** There will be minimum of 5 and maximum of 15 Executive Board members elected by the general members of the Foundation specified in Article II.

**Section 3.2:** Elected Executive Board members term will begin on the first day of the Gregorian calendar year and will end in two years. Except for the first election term of the organization where the elected board members term will begin right after the election and will end at the end of second calendar year. Subsequent election will take place in November of the election year.

**Section 3.3:** Election commission will send communications to the members of the organization describing the election process and will encourage the members to participate in the election. Election will take place electronically and election commission will publish election results within 48 hours after the election.

## **SECTION 4 – EXCEPTION FOR THE FIRST ELECTION**

Ad-Hoc committee 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 executive board. The Election commission, selected by the Ad-Hoc committee, will finish the entire election process in the shortest possible time for the first election.

# **ARTICLE V: MANAGEMENT OF THE FOUNDATION**

## **SECTION 1 – MANAGING THE FOUNDATION**

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

## **SECTION 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. The Executive Board will take decisions in a 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 the Executive Board or a hired management staff.

## **SECTION 3 – PROJECT ACTIVITY**

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

### **Section 3.1 – Executive Board Member as Project Manager**

If the number of the management staff needed to run a specific project is not excessive (decided by the Executive Board), then 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 the Executive Board, who will perform this function. This member will explain his or her actions related to corresponding projects in each Executive Board meeting.

### **Section 3.2 – Hired Management Staff as Project Manager**

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

## **ARTICLE VI: ACCOUNTS AND AUDITS**

### **SECTION 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 Treasurer of the Executive Board as described in **Article 3 Section 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.

## **SECTION 2 – PAYMENTS FOR SERVICES 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 reimbursement for out-of-pocket expenses. 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.

## **SECTION 3 – ANNUAL FINANCIAL REPORT**

Yearly Financial Report should be circulated among the general members of the Foundation through official communication media at least once a year within first quarter of the following year.

## **SECTION 4 – EVENT SPECIFIC FINANCIAL REPORT**

Detail Accounts of all projects should be circulated among the members within one month after completion of the projects.

## **SECTION 5 – ACCOUNTABILITY**

Treasurer and President of the Executive Board should answer any accounts related query of the members through email within one week.

## **SECTION 6 – AUDIT**

All accounts will be maintained and operated by the Executive Board must be audited internally by the committee formed at each level bi-annually and shall also be audited by a professional auditor if necessary. The audit reports will be published at the Foundation's website or be circulated among the general members through official communication media.

# **ARTICLE VII: CHARITABLE PROJECTS**

## **SECTION 1 – SELECTION GUIDELINES**

From time to time, the Foundation will initiate charitable projects. The Executive Board, in selection and in implementing projects of BUETian89 Foundation NA, shall give priority consideration to support and promote services to the poor and needy people, generate income opportunities in underprivileged areas, and provide emergency assistance during natural disasters. Support will also be provided to the distressed batch members and their nearest families in North America as well as in Bangladesh. 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 premature or sudden death or severe disability.

## **SECTION 2 – LEGAL BINDINGS**

All efforts on part of BUETian89 Foundation NA 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.

### **SECTION 3 – NON-DISCRIMINATION**

All financial support and services provided by BUETian89 Foundation NA will be equally available without regards to gender, ethnic origin, political affiliation, religious beliefs or memberships in or affiliation to any organizations.

### **SECTION 4 – ENVIRONMENT FRIENDLINESS**

The Executive Board, in selection and in implementation of all projects of BUETian89 Foundation NA shall, to the best of its ability, attempt to minimize any adverse effects that may have on the environment, and where applicable, undertake compensatory measures for such effects.

### **SECTION 5 – FUNDING EXCLUSIONS**

No funding of BUETian89 Foundation NA shall be made to any projects which may promote terrorism, political activism and human rights violation.

### **SECTION 6 – PROJECT SELECTION PROCESS**

**Section 6.1:** Every project of BUETina89 Foundation NA will be selected and executed with the simple majority votes of the Executive Board members. The members of the Executive Board shall be primarily responsible for identification of potential projects. The Executive Board may seek project ideas from the general members of the Foundation.

**Section 6.2:** The roles and responsibilities of the Executive Board on a typical project would include, but not limited to, the following:

- A. Overall management of the 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 the project funds
- F. A project report is submitted after the completion, according to the guidelines provided by the board

## **ARTICLE VIII: COMMITTEES**

**SECTION 1:** The Executive Board may appoint a committee to carry out a specific assignment. The assignment of the committee shall be precisely defined through a memorandum. The maximum tenure of all committees shall be one year.

**SECTION 2:** Executive Board shall select the chairperson of the committee along with the other members of the committee. Committee members must be members of the organization. The committee must agree with the terms of the aforementioned memorandum. No person can be a chairperson of

more than one committee at a time.

**SECTION 3:** Any appointed members or chairperson of any ad hoc committee may be removed or replaced by the Executive Board at any time during their tenure. A reason for removal shall be documented in the board meeting minutes.

**SECTION 4:** The meetings of the committees shall be called and presided over by the chairperson of the committee. A representative of the Executive Board may participate in the meetings as an observer. The committee chairperson shall present regular progress reports to the Executive Board. The committee shall submit its final report/recommendation to the Executive Board upon completion of its assignment. The Executive Board shall then dissolve the committee by issuing a memorandum to that effect to the committee chairperson.

**SECTION 5:** In case the committee fails to meet its objectives within the specified time, the Executive Board may extend its tenure or may dissolve it.

**SECTION 6:** The Executive Board must decide on the recommendation of the committee within one month of receiving it. The committee report shall be announced to the members of the organization.

## **ARTICLE IX: GENERAL BODY MEETING**

**SECTION 1:** Executive board will call for the Annual General Meeting (AGM) at a time and date that is convenient for most of the members of the organization. Additional general body meeting can be called by the Executive Board. The agenda of the general body meeting must be sent to the members of the organization two weeks prior to the meeting. Any items to be voted, must be mentioned in the agenda. An agenda can be added by the general members and must be sent one week prior to the meeting. In the AGM, Executive Board will present the annual updates of the organization and solicit feedback from the members. Financial statements have to be approved in the AGM. If there is no quorum, Executive Board will approve the financial statement.

**SECTION 2:** Twenty percent of the voting members must be present in the general body meeting to constitute quorum. If quorum is not met, meeting may continue to solicit informal feedback from the members on the agenda items.

## **ARTICLE X: CONFLICT OF INTEREST**

**SECTION 1:** During their term in office, members of the Executive Board cannot receive any monetary or non-monetary compensation, gifts or benefits from the Association or any third-party doing business

with the Association, other than direct reimbursement for approved expenses.

**SECTION 2:** Whenever a member of the Executive Board has a financial, personal, or familial interest in any matter coming before the board, the member shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

**SECTION 3:** Members of any ad hoc or functional committee cannot receive any monetary or non-monetary compensation, gifts, or benefits for any of their work on the committee, other than direct reimbursement for approved expenses.

**SECTION 4:** Whenever a member of an ad hoc or functional committee has a financial, personal, or familial interest in any matter coming before the committee, the member shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. Minutes should be kept for meetings documenting such disclosure, abstention, and rationale for approval and reported to the appointing board.

## **ARTICLE XI: DISSOLUTION**

**SECTION 1:** A decision to dissolve the Foundation can only be reached at a General Body meeting held for that purpose and requires approval by at least four fifths of the general members of the Foundation.

**SECTION 2:** 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.

## **ARTICLE XII: AMENDMENTS**

**SECTION 1:** A proposal for an amendment to the constitution shall be signed by at least twenty percent of the Foundation's voting members and submitted to the General Secretary. Amendments of the Constitution can also be initiated by the two third majority vote of the Executive Board.

**SECTION 2:** The Executive Board shall take vote of the voting members of the foundations on the proposed amendment(s). This voting shall be held at least thirty days and no more than sixty days after the proposal is submitted to the General Secretary. The General Secretary shall mail copies of the proposal to all the Foundation members at least 30 days before the voting on the amendment(s).

**SECTION 3:** An affirmative vote by two thirds of the voting members who voted, providing the affirmative vote constitutes at least one third of the Foundation's voting membership, shall be necessary for the adoption of all amendment. The amendment(s) of the Constitution shall be adopted and in force effective immediately after it has been approved.

**SECTION 4:** 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.

**SECTION 5:** 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.

## **ARTICLE XIII: CONSTITUTION ADOPTION AND INTERPRETATION**

**SECTION 1:** This Constitution shall be adopted and in force effective immediately after it has been approved by Ad-Hoc committee.

**SECTION 2:** In case of ambiguity regarding the interpretation of any section of the constitution or possible conflict between two or more sections, the interpretation of the Executive Board to clarify the ambiguity or to resolve the conflict shall be final. Any interpretation or reinterpretation and the reasoning should be documented, maintained in the Foundation's office records, and be readily available for future reference.

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