

Human Rights Center for Bangladesh

GENERAL REVIEW PROTOCOL  
The “Bylaws” of HRCB

**A. PREAMBLE**

Whereas recognition of the fundamental principles - Secularism, Nationalism, Democracy and Socialism (meaning economic and social justice for all) - as described in the original Constitution of Bangladesh passed by the parliament On November 4, 1972 (hereinafter referred to as 1972 Constitution) formed the foundation of the People's Republic of Bangladesh,

Whereas recognition of the sacrifices made by the people of Bangladesh during the war of liberation without distinction of any kind, such as race, color, gender, religious, political or other affiliation is important in creating a sense of awareness, social harmony and mutual respect, and development of friendly relations between people,

Whereas every citizen has the right to life, liberty, freedom of speech, security and ownership of property,

Whereas all citizens are equal before the law and entitled to equal protection of law without any discrimination,

Whereas guarantying the fundamental rights enshrined in the Universal Declaration of Human Rights (UDHR) of the United Nations for all citizens of the country is the responsibility of the Government of Bangladesh,

Whereas the Constitution of Bangladesh failed to recognize the rights of the indigenous and tribal people and Aadibais of the country,

Whereas disregard of the fundamental principles of the 1972 Constitution of Bangladesh and the Eighth amendment of the Constitution in 1988 declaring Islam as the state religion have directly obliterated secularism and created religious minorities,

Whereas the creation of religious minorities have instigated and encouraged barbaric acts of violations of human rights to be perpetrated against the religious and ethnic minorities, Aadibasis and tribal people of Bangladesh,

Whereas continuation of discriminatory Enemy Property Act with a new name of Vested Property Act has resulted in denial of the constitutional right to property

of the religious minorities and eviction from their ancestral homes and grabbing and expropriation of landed properties,

Whereas continuation of Vested Property Act have forced migration of the religious minorities to neighboring states and resulted in approximately 3-fold decrease in minority population since the creation of Pakistan in 1947 and 2-fold decrease since the liberation of Bangladesh in 1971,

Whereas the Government of Bangladesh failed to protect the sanctity of places of worship of the minorities and cremations sites,

Whereas the failure of the Governments of Bangladesh to protect and guarantee the rights of the minorities of Bangladesh, especially after the General election in October 2001, has subjected the religious minorities to new waves of barbaric acts of atrocities and abuses of human rights, especially against women and children,

Affirming that the constitutional rights to life, liberty, freedom of speech, justice, ownership of property and human dignity are inalienable rights of all citizens of a country and that violations of the rights of the religious and ethnic minorities, Aadibais, tribal and indigenous people of the land have been committed, *Human Rights Center for Bangladesh (henceforth referred to as HRCB) with the Central Office in the United States of America is formed by renaming Human Rights Congress for Bangladesh Minorities of Dallas-Fort Worth, which was formed and registered in the State of Texas in 2002 to safeguard and uphold rights of the religious minorities in particular and of the people in general.*

Affirming that HRCB is formed following the guidelines enshrined in the Universal Declaration of Human Rights (UDHR) of the United Nations.

Affirming that HRCB is an NGO committed to bring the perpetrators of human rights abuses to justice and uphold the legitimate rights of the victims.

Pledging that HRCB will continue to investigate and expose violations of the rights of the people of Bangladesh, especially those of the religious minorities under the guidelines of its Bylaws, UDHR, International Bill of Rights and other applicable international standards.

Affirming that HRCB and its affiliated chapters are dedicated to creating worldwide awareness against human rights violations, help stop and prevent human rights abuses perpetrated against Bangladesh minorities living anywhere in the world,

Pledging that HRCB and its affiliated chapters will promote and help enhance human rights in Bangladesh,

Affirming that HRCB is formed with a mission to strengthen our people economically, socially and politically, and to blend human rights advocacy with humanitarian services and sustainable development so that all citizen can prosper and enjoy constitutional rights equally without discrimination of any kind and contribute to the fullest ability towards national development and international peace in keeping with the progressive aspirations of mankind.

Advocating peaceful co-existence and fellow feelings within all communities of Bangladesh without discrimination of any kind, we now do hereby establish HRCB with a pledge to pursue our activities peacefully and non-violently through appeals to the government of Bangladesh, as well as to the world community.

In the General Body meeting of the Human Rights Congress for Bangladesh Minorities of Dallas-Fort Worth, this thirty first day of July, 2010 AD, do hereby adopt and enact this Preamble to the Bylaws of and agree to rename Human Rights Congress for Bangladesh Minorities of Dallas-Fort Worth to Human Rights Center for Bangladesh, hereinafter referred to as HRCB.

## **ARTICLE I. NAME**

The name of this corporation shall be: *Human Rights Center for Bangladesh (HRCB)* henceforth referred to as the “Corporation”.

## **ARTICLE II. NOT-FOR-PROFIT CORPORATION**

1. The Corporation is registered as a “Non-profit Public Benefit” corporation under the Law of the State of Texas, USA.
2. The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.
3. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
4. Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an Corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

### **ARTICLE III. MISSION**

The Human Rights Center for Bangladesh (HRCB) is dedicated to (i) create worldwide awareness against human rights violations, (ii) help stop and prevent human rights abuses committed against Bangladesh minorities, (iii) promote human rights in Bangladesh and (iv) provide rehabilitation, educational, medical and other humanitarian assistance to the distressed Bangladesh minorities.

### **ARTICLE IV. PURPOSES**

The purposes of the Corporation are to:

1. Promote and improve human rights in Bangladesh and help stop and prevent human rights abuses, brutality, oppression, xenophobia, racial discrimination and religious intolerance against Bangladesh minorities, and bring offenders to justice for their criminal conducts of present and past.
2. Encourage and promote worldwide awareness campaign on the plight of Bangladesh minorities.
3. Provide humanitarian services and assistance to refugees belonging to destitute Bangladesh minorities.
4. Encourage communication and collaboration among organizations serving Bangladesh minorities.
5. Work with the United Nations (UN) to help the oppressed Bangladesh Minorities and provide assistance to improve their living conditions and safeguard them so that they can enjoy human rights as enshrined in the Universal Declaration of Human Rights (UDHR).
6. Monitor and ensure that Bangladesh government implements UDHR in its entirety and record any violation of such guidelines.
7. Work with International community to ensure that Bangladesh government enforces laws of International norm and safeguard Bangladesh minorities irrespective any political situation and ensures dignity and recognition of Bangladesh minorities. This includes but not limited to immediate abolishment of any discriminatory acts and any such practice written and unwritten.
8. Encourage individuals/organizations to continue uninterrupted social service specific to the well being of Bangladesh minorities.
9. Provide humanitarian services to families belonging to Bangladesh minorities at home and abroad.
10. Provide charitable, educational and medical help and to provide rehabilitation and other humanitarian assistance to Bangladesh minorities.

11. Provide financial and legal assistance to distressed Bangladesh minorities and individuals and organizations that provide long term humanitarian services to helpless minorities of Bangladesh which include but not limited to Orphanages, Indigenous People's legitimate Associations, Religious organizations directly involved in humanitarian services for the well-being of Bangladesh minorities and to those who provide shelter and assistance to victims of violence and rape committed against Bangladesh Minorities.

## ARTICLE V. ADDRESS

### A. Initial Agent

The name and address in the State of Texas of this Corporation's initial agent for service of process is:

Name                    Prodip K. Saha  
Address                1543 Knollview Lane  
City                     Carrollton                    State Texas    Zip   75007

### B. The Post Office address

The Post Office address of its principle office is:  
Human Rights Center for Bangladesh (HRCB)  
**416 Chester Dr**  
**Lewisville, TX 75056, USA**

## ARTICLE VI. ASSET

1. The property of this Corporation is irrevocably dedicated to PUBLIC BENEFIT purposes and no part of the net receipts of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
2. In the event of dissolution or winding up of the Corporation, its assets, remaining after payment or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a non-profit fund, foundation or Corporation which is organized and operated exclusively for PUBLIC BENEFIT purposes and which has established its tax exempt status under Section 501 (c) (3) or Section 170 (c) (2) of the Internal Revenue code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public purposes.

## ARTICLE VII. MEMBERSHIP

1. **Annual Dues:** Annual dues for membership in the Corporation will be U.S.D. \$25.00 per anum payable on the 15<sup>th</sup> of January, which may be changed based on the expenses of the Corporation subject to approval by the Board of Directors (BOD).

## 2. Categories of Membership

**Charter Member:** Charter members are those general members who initially formed HRCB.

**General Member:** Membership shall be open to all persons with a professional interest in human rights and service to mankind applicable herein to Bangladesh minorities.

Each general member shall be entitled to **one vote** whether such member is individual, corporate or otherwise. Membership rights are not transferable.

**Associate Member:** New applications for membership will be considered as associate members. An associate member may become a general member after approval by the BOD. An associate member does not have any voting rights.

3. **Resignation:** A member may resign by giving a 30-day advance notice in writing to the President with copy to the General Secretary. Any resignation will be effective after approval by the BOD subject to terms and conditions set forth by the BOD.
4. **Suspension and Expulsion:** (This does not apply to termination due to nonpayment of dues.)
  - i. A member may be expelled or suspended by the BOD by a written notice under the terms and conditions as deemed necessary.
  - ii. The expulsion or suspension of a member does not relieve the member from any financial and legal obligations he/she may have to the Corporation.

## ARTICLE VIII. OPERATION

The operation and management of the Corporation shall be divided into four distinct categories as follows:

- A. General Body (GB)
- B. Board of Directors (BOD)
- C. Executive Committee (EC)

### A. General Body (GB)

**The General Body (GB)** of the Corporation shall represent a congregation of HRCB members. The GB shall have the power to overrule the Board of Directors by two-third majority when necessary to protect and uphold the Bylaws of the Corporation subject to such limitations as the laws of the State of Texas may impose, and shall have the power to affix the seal of the Corporation to all papers.

The president shall serve as the chairman of the GB. The GB shall have power to make rules and regulations for the conduct of its business and amend the Bylaws.

### B. Board of Directors (BOD)

1. The affairs of this Corporation shall be under the jurisdiction of the Board of Directors consisting of at least three and not to exceed 15 persons, all of whom will be volunteers

and non-paid personnel of this Corporation, or of any organization receiving financial support from this Corporation. Charter Board of Directors are those directors elected when the Corporation is first formed.

2. General members shall elect the directors for 2-year terms, after which up to one-half of the directors may be rotated off by majority vote of the general members. Otherwise, they may serve indefinitely on the board.
3. Members of the Board of Directors shall be representative of the HRCB and must uphold the Bylaws of the Corporation.
4. The responsibilities of the Board of Directors shall include but not limited to establishing the general policies of the Corporation and managing the activities of the Corporation.
5. Meetings of the members and directors of the Corporation may be held within or outside the State of Texas. The directors may designate any place where the meeting of the BOD shall be held.

#### **C. Executive Committee (EC)**

1. **The Executive Committee (EC)** is the primary body responsible for the routine operation of the Corporation under the guidance of the BOD in accordance with the Bylaws stated herein. The EC shall comprise of a president, Vice President, General Secretary, Treasurer, a Joint Secretaries, a Public Relation Officer and an Executive member at large. The charter officers (members of the EC) shall be elected by the BOD, while subsequent officers will be nominated and elected by the general membership (GB). The President and the Executive Committee are accountable to the GB and BOD for all activities of the Corporation and must present state of the Corporation including financial status at the annual GB meeting every year. The tenure of the EC members would be two years.
2. **The President** is responsible for a smooth operation of the Corporation by creating a team environment and getting everyone involved. The President shall preside over all meetings of members, the Board of Directors and the Executive Committee. The order of succession will be the Vice President (VP) followed by the General Secretary (GS), followed by the Treasurer, and then followed by the Joint Secretary.
3. **The Vice President (VP)** shall, in absence of the President, preside over all meetings of the members, the EC and the BOD. In the event of vacancy of the President, the VP shall perform the duties of the President until a new president is elected.
4. **The General Secretary (GS)** is in effect the chief operating officer of the Corporation. The General Secretary shall attend all meetings of the Board of Directors and all annual and special meetings of members and shall record all votes and the minutes of all meetings and shall perform similar duties for any committee of members if so required by resolution at any annual or special meeting of members. The GS shall give notice of all meetings of members, the Executive Committees, the Board of Directors and GB. The secretary shall have custody of the original copy of the minutes, Bylaws and all amendments thereof.



5. **The Joint Secretary (JS)** will share the responsibility of the General Secretary; perform the duties of the General Secretary in his/her absence. In addition, he/she will carry out activities assigned to him/her by the EC and BOD.
6. **The Treasurer** shall have custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all money and other valuables in the name and to the credit of the Corporation in such depositories as may be designated by the Executive Committee (EC) and/or the Board of Directors (BOD). The treasurer shall disburse the funds of the Corporation as directed by the EC or the BOD and maintain an accurate account of all transactions and all financial holdings of the Corporation. The Treasurer shall attend all meetings of the Board of Directors and all annual and special meetings of the GB.
7. **Executive Members:** There shall be two EC Members. EC members are responsible for assisting other executive members with assigned tasks. Outgoing President can be elected as honorary EC member to assist in the transition to newly elected committee. EC members are trained to take additional responsibilities of the organization.
8. **Disbursement of money** from the Corporation will follow the following guideline:
  - a) President can approve up to \$500 in consultation with the Vice President, Secretary and Treasurer.
  - b) Any amount greater than \$500 must be approved by the EC. The EC can approve up to a maximum of \$2000.
  - c) Any amount greater \$2000 must be approved by the BOD.
  - d) Treasurer can issue and sign bank check up to \$500.
  - e) Any bank check exceeding \$500 must be signed by two authorized signatories of the Corporation.

## **ARTICLE IX. ELECTION**

1. The election of the EC and BOD shall take place at the annual meeting of the GB.
2. The GB shall elect the BOD at the annual meeting as described herein the Bylaws.
3. The BOD shall nominate a Slate-holder for election of the EC. The Slate-holder will solicit nominations from the general members present at the election floor. Each nominee must be seconded by at least one member in good standing present at the meeting.
4. The Slate-holder will conduct the election, count ballots and declare results.
5. **No election** can be conducted **without a quorum**. Presence of one third of the GB will constitute a quorum.

## **ARTICLE X. MEETINGS OF THE BOD AND THE EC**

1. **Meeting of the BOD:** Meetings of the Board of Directors (BOD) of this Corporation shall be held once per year which may be held in conjunction with the Annual Meeting of the General Body. The president may call additional meeting(s) of the BOD. In case of

special circumstances special meeting(s) of the BOD may be called by notification in writing to the president by at least 3 of the directors.

2. **Notice:** Notice of any meetings of the BOD, regular or special stating the time, date and place it is to be held shall be served by e-mail and phone call to each director at least 14-days before the meeting. The notice of any special meeting shall state the purpose or purposes of the proposed meeting.
3. **Quorum:** The presence in person of at least one-third of the directors is required to hold a meeting and shall constitute a quorum for official action by the directors of this Corporation.
4. **Teleconference:** Members of the Board of Directors or any committee designated by the board may participate in a meeting by means of a telephone conference or similar method of communication by which all persons participating in the meeting can hear each other. Participating in a meeting pursuant to this subsection constitutes presence in person at the meeting.
5. **Meeting of the EC:** Meetings of the EC may be called every two months or as frequently as required for smooth and efficient conduct of the activities of the Corporation. A notification of an EC meeting should be given at least 10-days prior to the meeting, except in case of special need or emergency the president can call a meeting with a short notice of at least 3-days in advance with appropriate agenda.

## **ARTICLE XI. GB MEETINGS, NOTICES, QUORUM AND PROXY**

1. **The annual meeting** of the General Body (GB) of this Corporation shall be held before the end of the calendar year.
2. **Special Meetings:** Special meetings of the GB may be called by president or general secretary pursuant to a resolution of the EC or the BOD, or at the request in writing by one-fourth of the BOD members, or at the written request of one-fourth of the GB members. Such requests shall in any case state the purpose or purposes of the proposed meeting.  
  
**The president** may call a special meeting of the general members in case of emergency.
3. **Notice:** Notice of any meeting of the General Body, stating the time, date and place where it is to be held, shall be served by e-mail and/or phone call to each member at least 14 days before the meeting. **In case of emergency**, the president can call a special meeting of the General Body with a short notice.
4. **Quorum:** The presence in person or by proxy of not less than a one-third of the members entitled to vote is requisite and shall constitute a quorum at all meetings of members.
5. **Any action by a majority** of members where a quorum is present shall be the action of the membership of this Corporation.
6. **Proxy:** At any meeting of the members, any member may designate another person to act as a proxy. The person acting for the member as proxy may exercise the powers

conferred on the member under the Bylaws of the Corporation unless the member specifies otherwise. A member can be proxy only for one other member at a particular meeting.

## **ARTICLE XII. COMMITTEES**

1. The president shall from time to time appoint such **standing or special or subcommittees** as are authorized by the EC. Each committee shall consist of such numbers as advised by the EC. All acts of such committees shall be subject to approval of the EC.
2. The chairperson of any such committee must be an active member of the Corporation.

## **ARTICLE XIII. FILLING OF VACANCIES**

1. Any vacancy in the **Board of Directors**, whether caused by failure to elect, resignation, death or otherwise, may be filled by nomination by the president until a new director is elected by the members of any regular or special meeting of the GB.
2. Any vacancy in the **EC**, whether caused by failure to elect, resignation, and death or otherwise, may be filled tentatively by an active member nominated by the president until a new officer is elected by the GB at any stated or special meeting.
3. Such director or officer so elected to fill vacancies shall serve until the next annual meeting of members and until their successors are elected and qualify.
4. Any director may be removed from office by a majority vote of the GB members.

## **ARTICLE XIV. DURATION**

The period during which this Corporation is to continue as a Corporation is perpetual.

## **ARTICLE XV. FISCAL YEAR**

The fiscal year of this Corporation shall be the calendar year.

## **ARTICLE XVI. NONDISCRIMINATION**

The members, officers, directors, committee members and persons served by this Corporation shall be elected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, and national origin.

## **ARTICLE XVII. AMENDMENTS OF BYLAWS**

1. **The bylaws** of this Corporation may be altered or repealed by the members by the vote of the majority either present or by proxy at any annual or special meeting called for that purpose.
2. **The Board of Directors** shall have the power to make, amend or repeal the Bylaws of this Corporation by a two-thirds vote of the entire board at any regular

or special meeting thereof where intention of such proposed action has been announced in the notice of such meetings.

3. **Any amendments**, alterations, changes, additions or deletions from these bylaws, whether made by the members of the Board of Directors, shall be consistent with the laws of the State of Texas, which define, limit, or regulate the powers of this Corporation or the directors of the Corporation. The amendment so executed and acknowledged will be filed in the Office of the Secretary of the State of Texas.

## AMENDMENT LOGS

Approved Date	Summary
Jan 19, 2013	Bylaw is updated to add one (1) Joint Secretary and two (2) additional EC members. They were omitted by mistake when the new bylaw was written and approved. Tenure of Joint Secretary and EC Member would be same as that of other EC members (2 years).  Approved by General Body Meeting held on Jan 19, 2013.