

BYLAWS

DAAB Foundation: A nonprofit organisation / foundation in the memory of late Abdul Awal Bhuiyan from Dhabirghar (DAAB) in the district of Brahmanbaria, Bangladesh.

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization is selected as Dhabirghar Abdul Awal Bhuiyan (DAAB) Foundation in memory of Late Abdul Awal Bhuiyan. The foundation is a nonprofit, and nonpolitical organization. The foundation will be incorporated (process on going) under the laws of the country.

Section 1.2 — The business of the foundation may also be conducted under other names as may be adopted by the DAAB Foundation at a later time.

Section 1.3 Name Change — The Foundation may, at its pleasure, change its name by vote of two third of the Board of Directors. Any such name change shall be done by filing notice of the use and of an assumed name by the foundation or by amendment to the Bylaws and the Articles of Incorporation with the Country/State.

Section 2 — Purpose: DAAB Foundation is organized exclusively for charitable initiatives to alleviate poverty, build infrastructure to improve quality of life and quality of education. The foundation shall promote a nonprofit sector and a supportive public environment and climate by providing services, public awareness and advocacy.

The goals of the foundation includes but are not limited to:

- Combat poverty by collective effort,
- Provide education; help to meritorious students (grant or scholarship) in order to continue their study or research,
- Build the educational infrastructure (School, Madrasa),
- Improve the quality of community and personal life.

ARTICLE II — MEMBERSHIP

Section 1 — Membership: Membership shall consist of the board of directors.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the foundation, and delegate's responsibility of day-to-day operations to the staff and committees. The number of directors constituting the initial board of directors is seven; their names and addresses are as follows:

1. AKM Fakhruzzaman Bhuiyan, MD; **Vice-Chairman**, 48 Fairholme Blvd., Berwick, VIC 3806, Australia.

2. AKM Hassanuzzaman Bhuiyan, P.Eng.; **Secretary**, 40 Lake Bend Road, Winnipeg, MB, R3Y 0M6, Canada .
3. N.H. Kamruzzaman Bhuiyan, PhD., P.Eng; **Treasurer**, 937 Carriagan Pl, Winnipeg, MB, R3T 4P9, Canada .
4. Mahmooda Begum, M.Sc., CinEd; **Member**, 5617 22 Ave SW, Edmonton, AB, T6X 2C1, Canada
5. Mahfooza Begum, MAF; **Member**, Shajon Plaza, Flat # 3A, House # 15, Road # 11/1, Sec # 10/B, Mirpur, Dhaka – 1216, Bangladesh.
6. Maksuda Silat, M.Com., MBA; **Member**, Shajon Plaza, Flat # 3A, House # 15, Road # 11/1, Sec # 10/B, Mirpur, Dhaka – 1216, Bangladesh.
7. Sayeda Meherunnessa; **Chairman**, Shajon Plaza, Flat # 3A, House # 15, Road # 11/1, Sec # 10/B, Mirpur, Dhaka – 1216, Bangladesh.

The management of the affairs of the foundation shall be vested in a seven-member board of directors, as defined by the bylaws. No director shall have any right, title, or interest in or to any property of the corporation. The board receives no compensation other than reasonable expenses.

Section 2 — Terms: The board shall elect a president, vice-president, secretary, and a treasurer for smooth operation of the board. They shall serve the foundation for a term of five year. They are eligible for re-election after five years terms.

Section 3 — Meetings and notice: The board shall meet at least once a year, at an agreed upon time and place. In a situation, where a board member cannot present physically, the board meeting can be carried out over teleconference call. An official board meeting requires that each board member have written notice/email at least two weeks in advance.

Section 4 — Board elections: During the last quarter of each fiscal year of the corporation, the board of directors shall elect executives to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting or a special meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5 — Election procedures: New executives shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Executives so elected shall serve a term beginning on the first day of the next fiscal year.

Section 6 — Quorum: A quorum must be attended by at least forty percent (three) of board members for business transactions to take place and motions to pass.

Section 7 — Officers/ Executives and Duties: There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The vice-chair shall chair committees on special subjects as designated by the board.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9 — Resignation, termination, and absences: Resignation of officers/executives must be in writing and received by the secretary. The board shall preserve the right to accept/reject such resignation. The executive director or any other appointed officer(s) shall be terminated in consultation with the chair or vice-chair, and such decision shall be approved in a regular board meeting.

Section 10 — Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

ARTICLE IV — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, public relations, organizing special task, data collection, etc. The board Chair appoints all committee chairs. The Chair can form a special committee with two directors and one/two co-op professional or specialize person in order to perform specialize/technical task for the foundation.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 — Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

ARTICLE V — DIRECTOR AND STAFF

Section 1 — Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The executive director will attend all board meetings; report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VI — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

ARTICLE VII — PERSONAL LIABILITY

Section 1 — Personal liability: No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this foundation / corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII - DISSOLUTION

Section 1 — Dissolution: The duration of the corporate foundation existence shall be perpetual until dissolution. Upon the dissolution of the organization, assets of the corporation shall be distributed to the government, in accordance to the present law of the state, for a public purpose.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on January 15, 2010

Secretary

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