



Human Rights Congress for Bangladesh  
Minorities  
P.O. Box 5493  
Santa Clara, CA 95056  
USA  
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## ARTICLE I. NAME.

The name of this corporation shall be: *Human Rights Congress for Bangladesh Minorities (HRCBM)*

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

The corporation is a corporation is registered as the “Non-profit Public Benefit” corporation under the Law of the State of California, USA.

## ARTICLE III. PURPOSES.

1. The purposes of the corporation as formed are:

- A. This corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for **public** purposes.
- B. The specific purpose of this corporation is the worldwide campaigning movement to promote human rights in Bangladesh and stop human rights abuses, brutality, oppression, xenophobia, racial discrimination and religious intolerance against minorities in Bangladesh.
- C. The Corporation is also a public charity and thus intend to provide the rehabilitation and other required humanitarian assistance to the Destitute minorities in Bangladesh.
- D. The Organization provides financial and legal assistance to the organization that provides long term Humanitarian services to helpless minorities in Bangladesh which includes but are not limited to “Orphanage”, “Indigenous People’s legitimate Associations”, “Religious organizations directly involved in the Humanitarian services for the well being of minorities in Bangladesh” and to those who provide shelter and assistance to rape victims of minority origin in Bangladesh.

## ARTICLE III

The name and address in the State of California of this corporation’s initial agent for service of process is:

Name	<u>Dhiman Deb Chowdhury</u>
Address	<u>519 Giles Way</u>
City	<u>San Jose</u> State <u>California</u> Zip <u>95136</u>

## ARTICLE IV

- A. This corporation organized and operated exclusively for PUBLIC BENEFIT purposes within the meaning of Section 501 (c) (4), Internal Revenue Code.
- B. No Substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any campaign (including the publishing or distribution of statement on behalf of any candidate for public office.

## ARTICLE V

The property of this corporation is irrevocably dedicated to PUBLIC BENEFIT purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the 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 nonprofit fund, foundation or corporation which is organized and operated exclusively for PUBLIC BENEFIT purposes and which has establish its tax exempt status under section 501 (c) (4), Internal Revenue code.

## ARTICLE V

HRCBM's operation and management are divided into three distinct categories and they are as follows:

- A. General Assembly
- B. Economic and Social Council
- C. Local Chapters

### **A. General Assembly (GA)**

All Local chapters of HRCBM around the world are represented in the General Assembly - a kind of consortium of HRCBM members around the world, which meets to consider the most pressing problems. In general assembly, each Member Chapter presents their activity in a country where they are based in. Decisions on "important matters," such as admitting new members, the HRCBM budget and the budget for on going operations, are decided by two-thirds majority. Other matters are decided by simple majority.

### **B. Economic and Social Council (ECS)**

The ECS of HRCBM includes a group of HRCBM affiliated non-political public and social service organization dedicated to the well being of Bangladesh

minorities, some of whom may already be in service for years. HRCBM will help to strengthen the existence of the aforementioned affiliated organizations so that the said can serve the mankind herein “Bangladesh Minorities” without any interruption of the given services. The ECS committee will select such public service organizations with due scrutiny and pass the recommended organizations for the approval by HRCBM General Assembly. The ECS committee will include individuals who have proven track record for their service to mankind herein Bangladesh minorities for a period of time in which their service have earned utmost respect by the committees of GA, ECS and LC combined. The services of ECS committee along with its member organizations comprises the following aspect:

- 1. Social Reform:** The ECS committee will work with all affiliate organizations to help “Bangladesh Minorities” both in home and abroad to socially unite and provide other assistance whenever applicable within the norm of “ECS GENERAL PROTOCOL”.
- 2. Humanitarian program:** The Humanitarian programs include financial, medical, shelter and educational supports to the needy “Bangladesh Minorities” both home and abroad. The services includes Refugee Rehabilitation Center, Family Sponsorship, Educational Scholarship for the poor and meritorious students, Medical, Shelter and all other required assistance to the destitute people and other social assistance that may be confined within the norm of “Social Reform” but required immediate assistance.

**Note: Please refer to “GENERAL PROTOCOL REVIEW OF ECS” for further clarification of ECS services.**

- C. Local Chapter (LA):** The LA is statutory organ of HRCBM and represents HRCBM within the territory in which it is based. The LA can also (by the approval of GA) represent HRCBM solely in specific cases such as representation to the International or other important organization that is situated within the state or city where a LA is based. The LA also can act immediately to help a specific organization or family if the effort is solely humanitarian, in this case an informal letter to GA for approval is acceptable. The LA will follow the same rules and regulation as the HRCBM entity does follow. The LA is very important organ of HRCBM and when act alone represent HRCBM as a whole, due to such enormity the LA must abide by rules and regulation that are enshrined here in and those specified for HR/NGO organization in the respective state where it is registered. The LA can be formed and work for 6 month without its legal registration and can perform under HRCBM GA for the time being. There after it must be registered with the local authority. The members of LA are also members of HRCBM entity and subject to follow the rules and regulation enshrined herein. The initiator of LA and board of directors therein will become the Charter Members of HRCBM and will be included as the part of GA and other committee with wider responsibility.

## **ARTICLE VI. DURATION.**

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

## **ARTICLE VII. ADDRESS.**

The Post Office address of its principle office is:

**Human Rights Congress for Bangladesh Minorities (HRCBM)  
P.O. Box 5493  
Santa Clara, CA 95056-5493, USA**

## **ARTICLE VIII. MEMBERSHIP.**

- I. Annual dues for membership in the Society will be U.S.D. \$25.00/year and will be increased based on the expenses of the organization. Membership fee will be due and payable on the 1st day of the first month of each year.
- II. Membership shall be open to all persons with a professional interest in Human Rights and service for mankind that is applicable herein to “Bangladesh Minorities”.
- III. Each member shall be entitled to one vote whether such member be individual, corporate or otherwise.
- IV. A member may not transfer a membership or right arising from it.
- V. A member may resign at any time. The organization is a congregation of volunteers those are spontaneous in their willingness to help the mankind, which in this case only applies to Bangladesh Minorities. The corporation thus does not enforce strict rule for the departing member except that member must submit a letter of resignation showing the cause for his/her denial to service the “Bangladesh Minorities” and laws of HRCBM that are enshrined in the “Bylaw” of the Entity. Any member who is considered as HRCBM’s “Charter Member” must be pre approved by the General Assembly of HRCBM before his denial of service and must submit all appropriate papers showing the reason not to continue his service, which agreed upon earlier. Also, such member must disclose all information related to his work as being the “Charter Member” and must cooperate with the General Assembly to justify his/her reasoning.
- VI. Charter members are those individuals who are approved by the HRCBM General Assembly after a due meeting. They will have voting privileges at such meeting and also capable of setting up a local chapter.

VII. SUSPENSION, EXPULSION OF MEMBERSHIP. (This does not apply to termination due to nonpayment of dues.)

- a) A member may not be expelled or suspended except pursuant to a procedure that is fair and reasonable and carried out in good faith.
- b) A procedure is fair and reasonable when it is taking into consideration all of the relevant facts and circumstances. In addition, a procedure is fair and reasonable if it provides:
  1. Not less than 15 days prior notice of the expulsion, suspension, and the reason for it; and
  2. An opportunity for the member to be heard, orally or in writing, not less than 5 days before the effective date of the expulsion or suspension by a person authorized to decide that the proposed expulsion or suspension not take place.
  3. A challenge of an expulsion or suspension, including a proceeding in which defective notice is alleged, must begin within one year after the effective date of the expulsion or suspension.
  4. The expulsion or suspension of a member does not relieve the member from obligations he/she may have to the corporation for moneys owed for dues, fees, etc.

**ARTICLE IX. BOARD OF DIRECTORS.**

1. The affairs of this corporation shall be under the control of a Board of Directors consisting of at least six and not to exceed 16 persons, all of whom will be volunteers and non paid personnel of this corporation, nor of any organization receiving financial support from this corporation.
2. Members shall elect the directors for 4 year terms, after which they may be rotated off by unanimous vote of the remaining board members if they are deemed no longer active in the field. Otherwise, they may serve indefinitely on the board.
3. Members of the Board of Directors shall be representative of the international and professional constitution of the HRCBM.
4. The duties of the Board of Directors shall be to establish the general policies of the corporation and to manage the business and affairs of the

corporation.

5. Meetings of the members and directors of the corporation may be held within or without this state. The directors may designate any place or places where the members' or directors' meetings may be held.
6. The board of Directors will be automatically part of GA (General Assembly).

## **ARTICLE X. MEETINGS OF THE BOARD.**

1. Meetings of the Board of Directors of this corporation shall be held once per year and additional meetings may be held on the call of the president or, if he/she is absent or unable to attend, by any officer, or by any 3 of the directors.
2. Notice of any meetings of the directors, regular or special stating the time, date and place it is to be held shall be served personally or by mail, upon each director not less than 2 weeks before the meeting. The notice of any special meeting shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and related matters.
3. The presence in person of not less than four directors is requisite to hold a meeting and shall constitute a quorum for official action by the directors of this corporation.
4. 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.

## **ARTICLE XI. OFFICERS**

1. The charter officers of this corporation shall be elected by the Board of Directors, while subsequent officers will be nominated and elected by the general membership. Officers will consist of a president, vice president, and secretary/treasurer. All officers shall hold office for 2 years or until their successors are elected and qualify.
2. The president, or in his/her absence, the vice president, shall preside at all meetings of members and of the Board of Directors and shall perform the duties usually devolving upon a presiding officer.
3. The secretary/treasurer shall attend all meetings of the Board of Directors and all annual and special meetings of members and shall act as clerk of

each meeting, recording all votes and the minutes of all proceedings and shall perform like duties for any committee of members if so required by resolution at any annual or special meeting of members. The secretary shall give notice of all meetings of members, shall give notice of meetings of committees and of all Board of Director meetings. The secretary shall have custody of the original copy of the bylaws and all amendments thereof. As treasurer, he/she shall have custody of all the funds and securities of the corporation and shall keep full 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 Board of Directors. The treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors at the regular meetings of the board, or whenever they may require it, an account of all transactions and all financial holdings of the corporation.

4. One board member will be designated "Slate-Holder" by other board members and will organize elections and count ballots. Nominations will be solicited from the general membership for membership to the Board of Directors and officers. Nominations must have the prior approval of the nominee.
5. Officers must first be members of the Board of Directors. Amended 9/200.

## **ARTICLE XII. MEETINGS, NOTICES, QUORUM.**

1. The annual meeting of the members of this corporation shall be held in October or November at such place and on such day and hour as the board of directors determine.
2. Special meetings of the members for any purpose or purposes may be called pursuant to a resolution of the Board of Directors, and shall be called by president or secretary at the request in writing of one-third of the directors, or at the written request of one third of the members. Such request shall in any case state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.
3. Notice of any meeting of the members, annual or special, stating the time, date and place where it is to be held shall be served personally or by mail to each member entitled to vote at such meetings, not less than 14 days before the meeting, and if mailed shall be directed to each member entitled to notice at his/her address as it appears on the records of this corporation, unless he shall have filed with the secretary of this corporation a written request that notices intended for him be mailed to some other address, in

which case it shall be mailed to the address designated in such request.

4. The presence in person or by proxy of not less than a majority of members entitled to vote is requisite and shall constitute a quorum at all meetings of members for the election of directors or for the transaction of other business except as otherwise provide by law or by these bylaws. If such number of members shall not be so present in person, those present shall have power to adjourn the meeting from time to time, without notice other than announcement of the meeting until a quorum shall be present or by proxy, at which time any business may be transacted which might have been transacted at the meeting as originally notified.
5. Any action by a majority of members where a quorum id present shall be the action of the membership of this corporation.
6. Any action which may be taken by the vote of members at a meeting may be taken without a meeting if authorized by the written consent of members holding at least a majority of the voting power.
7. Members proxies. 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 by the member unless the member provides otherwise.
8. A member may execute a written authorization for another person to act as proxy. Execution may be accomplished for the member by giving written authorization by any reasonable means, including, but limited to, facsimile signature.

### **ARTICLE XIII. COMMITTEES.**

1. There shall be a General Assembly (GA) that represents a congregation of HRCBM charter members. The GA shall have and exercise all the powers of the Board of Directors subject to such limitations as the laws of the State of CALIFORNIA may impose, and shall have the power to affix the seal of the corporation to all papers which it may deem to require it.
2. The president shall serve as the chairman of the GA. The GA shall have power to make rules and regulations for the conduct of its business. A majority thereof shall constitute a quorum.
3. The GA shall keep regular minutes of its proceedings and report to the Board of Directors.

4. There shall be a Finance Committee if deemed necessary by the Board of Directors composed of the treasurer and three other members of the board, to be appointed by the president. This committee shall have the power to plan and implement fiscal procedures in the best interests of the corporation and its members. The treasurer is authorized and empowered to execute on behalf of the corporation all fiscal procedures when so directed by the finance committee. The finance committee shall report to the board at regular intervals, and a complete report on the agency's finances should be sent annually to all officers and board members. The committee shall consider the details of the budget which is prepared by the Treasurer and presented to the board along with the Finance Committee's recommendations. The Board of Directors voting in an official meeting shall determine the budget for the agency.
5. There shall be a Economic and Social Council for all Social and humanitarian services. The chairperson will be appointed by majority vote of the Board of Directors and must be a member of the board. The chairman of the Program Committee will select committee members from the general membership. A chairman of the ECS can be selected by the board from the Charter membership at large as appropriate. Proposals should be invited from the membership for meeting venues. When one is selected and plans put in place, the principle proposer should be invited to the board meeting to report on progress.
6. All committee appointments shall be made as soon as possible after the elections of chairman or if vacancies occur. Committee members will serve for two years minimum or for such terms as may be provided by the board.
7. The president shall from time to time appoint such standing or special committees as are authorized by the Board of Directors. Each committee shall consist of such numbers of persons as the Board of Directors deems advisable. All acts of such committees shall be subject to approval of the Board of Directors.
8. The chairpersons of the standing committees must be members of the Board of Directors.

#### **ARTICLE XIV. DIRECTORS; FILLING OF VACANCIES.**

1. All vacancies of the Board of Directors, whether caused by failure to elect, resignation, death or otherwise, may be filled by the remaining directors, even though less than a quorum, at any stated or special meeting, or by the members of any regular or special meeting.

2. All vacancies in the GA, whether caused by failure to elect, resignation, death or otherwise, may be filled by the Board of Directors at any stated or special meeting.
3. In case there is a vacancy in any office of the corporation, whether caused by failure to elect, death, or resignation or otherwise, such vacancy may be filled by the Board of directors at any regular or special meeting. Such officers 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 members.

#### **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.**

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.

The Board of Directors shall have the power to make, alter or repeal bylaws of this corporation by a two-thirds vote of the entire board at any regular or special meeting thereof where notice of such proposed action has been announced in the notice of such meetings.

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 respective country, which define, limit, or regulate the powers of this corporation or the Directors of the corporation. The certificate so executed and acknowledged will be filed in the Office of the Secretary of the respective State, which define, limit, or regulate the powers of this corporation or the Directors of the corporation. The certificate so executed and acknowledged will be filed in the Office of the Secretary of the respective state. Upon filing the bylaws are amended accordingly.

#### **HRCBM MISSION STATEMENT**

The Human Rights Congress for Bangladesh Minorities is a world-wide organization that aims to:

1. Promote Human Rights, help stop human rights abuses against minorities in Bangladesh and bring offenders to justice for their criminal conducts of present and past.
2. Encourage and promote world wide campaign on “THE PLIGHTS OF BANGLADESH MINORITIES”
3. Provide all required humanitarian assistance to Refugees and destitute minorities of Bangladesh.
4. Provide required assistance to the organizations/individual serving “Destitute Bangladesh Minorities”
5. Encourage communication and collaboration among the organizations serving “Bangladesh Minorities”.
6. Work with UN to help the oppressed Bangladesh Minorities and provide assistance to improve their living condition and safeguard them to live enjoying full rights as enshrined in UDHR.
7. Ensure and monitor that Bangladesh government implements UDHR in its entirety and record any violation of such guideline.
8. Work with International community to ensure that Bangladesh government enforces laws of International norm and safe guard Bangladesh minorities irrespective any political situation and provides dignity and recognition to minorities in Bangladesh. This includes but not limited to immediate abolishment of any discriminatory act written and unwritten.
9. Encourage individuals/organizations to continue uninterrupted social service specific to the well being of “Bangladesh Minorities”.
10. Provide all required services to families belonging to “Bangladesh Minorities” at home and abroad.