

BYLAWS

AGAMI INC.

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ARTICLE I: OFFICES

Section 1: Office Location. The principal office for the transaction of business of this Corporation ('Agami') will be located in the San Francisco Bay Area in the State of California. The Board of Directors of the Corporation (described in Article III and hereinafter referred to as The Board or The BOD) is authorized to change the principal office to any location and open additional offices within or outside California. The Board, with the approval of two thirds majority, is also authorized to permit opening of Agami Chapters anywhere in the world as long as the proposed new chapter jurisdictionally does not conflict with existing Agami chapters. An Agami Chapter must adopt Agami Bylaws and must abide by the local laws and regulations.

ARTICLE II: MEMBERSHIP

Section 1: Definitions. Any person, irrespective of race, color, faith, belief, religion, sex, sexual orientation, or creed, who has attained the age of 18 years, is in agreement and aligned with the vision and goals of this Corporation ('Agami'), and has indicated an interest by participating in Agami's activities in furthering its programs, may become a *member*. A voting member must submit a membership application and pay annual dues as may be determined from time to time by The Board. Membership is based on a calendar year. Membership applications will be reviewed and approved by the Director of Operations or a committee appointed by the President/Executive Director (defined later in this document in Article V). All voting members will constitute the General Body of this Corporation. Anybody 18 years of age and over, living within or outside the United States, and who is in agreement and aligned with the vision and goals of this Corporation ('Agami'), may be enlisted as a *volunteer*. Volunteers shall have no annual membership and shall have no voting rights. Volunteers may become voting members by paying annual membership fee. Volunteers can be enlisted upon approval by the Director of Operations or a committee appointed by the President/Executive Director. Student volunteers may also be enlisted (with the permission of their parents or legal guardian) as long as they are 14 years or older and are in agreement and aligned with the vision and goals of Agami. Student volunteers will not be required to pay any membership fees and will not be eligible to vote in any forum. Student volunteers may become voting members once they have reached the age of 18 years.

Section 2: Membership Withdrawal. Withdrawal from membership may be voluntary or may be decreed by a majority vote of the membership (General Body) or by The Board for failure of the member to continue to meet membership requirements defined by The Board. Failure to pay the annual membership fee will automatically forfeit the membership, thereby making the member ineligible for voting.

Section 3: Meetings of Members. Meetings of the membership (General Body) shall be held at least once a year and will be called the Annual General Meeting (AGM). Additional meetings may be called at other times at the principal office or any other place as specified in the notice of the meeting with a notice of one (1) week. Members will be notified at least two weeks prior to the AGM by phone, postal mail, or email.

Section 4: Electoral List. The electoral list will consist of all eligible voting members, also known as the ‘General Body’ who applied for membership and had their application accepted at least 30 days prior to the date of the election. Each eligible member shall have one vote.

ARTICLE III: THE BOARD OF DIRECTORS (THE BOARD)

Section 1: Definition. This Corporation shall be governed by a Board of Directors or The Board or The BOD. The Board will be comprised of either three (3) or five (5) elected Board Members/Directors and the President of the Executive Committee of the Corporation. Each of the above mentioned elected Directors (also referred to as Board Members) will be elected by the General Body for a period (‘Term’) of three years and will serve without any compensation. The President/Executive Director, by virtue of his/her position, will be an additional (4th or 6th) Member of the Board. The President/Executive Director will attend all meetings of The Board, but will not have any voting rights at The Board level. At this time, the Board will be comprised of 3 Board Members.

Section 2: Election Procedure. Election of the Directors of The Board will be held at the AGM or a General Body meeting in the Corporation’s office or any place specified in the meeting notice to fill any vacant positions. The election will be conducted by the Election Commission (defined later in this document in Article VI Section 1) comprised of one or more members. The Election Commission will be formed by the General Body at the AGM or in a General Body meeting and will be responsible for holding elections from the time of the formation until a new Election Commission is elected at the next AGM. Any voting member of the Corporation shall be eligible to be elected to The Board by following the procedures and fulfilling the requirements outlined by the Election Commission. Each nominated Board member (i) must be a voting Agami member and (ii) be actively involved with Agami Inc. or its Chapter either as a donor, volunteer or executive member for at least 2 years, or as an Advisory member for at least one year and (iii) be nominated by 2 voting Agami members. Eligible voting members shall cast their votes on ballots provided during the meeting or on-line. When the voting takes place at a physical location, absentee ballots for eligible voting members shall be provided when so requested. The completed absentee ballot must be mailed or hand delivered to the corporate office or to the Election Commission before the announced closing time on election day.

Section 3: Chairperson of The Board. Members of The Board may select one member from The Board to act as the Chairperson of The Board and define the period (‘Term’) not to exceed one year, during which time this member will act as the Chairperson. If the position of the Chairperson becomes vacant, the remaining members of The Board may appoint a new Chairperson with a new Term. The role of the Chairperson may include representing The Board of the Corporation and acting as the liaison of The Board for interactions with the Executive Committee (EC) of the Corporation and others outside the Corporation.

Section 4: Corporate Power of The Board. Subject to any restrictions or limitations imposed by the provisions of the General Corporation Law, by the Articles of Incorporation, or by the Bylaws, the business and the affairs of the corporation are vested in The Board which may, in turn, delegate the performance of duties and exercise of powers to Officers and Agents of the Corporation from time to time as it shall so determine.

Section 5: Vacancies in The Board. Vacancies in The Board shall exist, (1) on the death, resignation, or dismissal of any member of The Board, (2) if and when the size of The Board is increased, and (3) on the failure of the appointing authority to fill all authorized vacancies. Additionally, a position on The Board may be declared vacant by The Board if a member of The Board is declared of unsound mind by an act of the Court, or convicted of a felony. The Board may also declare a position vacant if a member of The Board does not accept his/her position and/or attend meetings of The Board without providing reasonable cause in writing within 60 days after his/her election. The Board shall notify the Election Commission of any declaration of vacancy. A written notice of resignation by a member of The Board, if accepted by The Board after consideration, shall create a vacancy. The Board shall then so notify the Election Commission, which may nominate a temporary successor to take office when the resignation becomes effective and The Board has approved such nomination. Vacancies so created shall be filled by a majority vote of The Board, even if there exists less than a quorum, as hereinafter defined, or by the remaining sole member of The Board. Any appointed member of The Board shall serve until the next election or the un-expired Term of the predecessor. Any member of The Board appointed through a nomination method would be eligible for another full three year Term if elected in the next election of the Board. Vacancies created by an amendment to the Bylaws increasing the size of The Board shall be filled as provided by such amendment.

Section 6: Compensation of The Board. Members of The Board shall not receive any compensation from the Corporation. Members of The Board shall not be personally liable for the debts, liabilities and/or other obligations of the Corporation.

ARTICLE IV: MEETINGS OF THE BOARD

Section 1: Schedule & Venue. Meetings of The Board shall be held on the time, date and place agreed upon, and as often as required, which have been designated from time to time by a resolution of The Board. In the absence of such designation, the meeting shall be held at the principal office of the Corporation. Meetings held elsewhere shall be valid if held on the documented consent of all members of The Board given either before or after a meeting.

Section 2: Quorum. A two thirds majority of The Board shall constitute a quorum.

Section 3: Special Meetings. Special Meetings of The Board may be called by the Chairperson of The Board (if a Chairperson has been selected or appointed). In the absence of the Chairperson or if the Chairperson is unable or unwilling to call a meeting, any two Board Members may call a Board Meeting. Such meetings shall be held as designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation. Special meetings shall only be called to deal with special, urgent, and unusual circumstances that cannot wait for next scheduled Board meeting.

Section 4: Notice of Meetings. The Chairperson, or any other member of The Board designated by The Board, shall deliver written or printed notice of the time and place of meetings of The Board personally, by phone call, by mail, or by email, addressed to them as it appears on the books of the Corporation at least seven (7) days prior to the date of the meeting.

Section 5: An Act of The Board. Every act performed or every decision made by a majority of The Board present at a meeting duly held at which a quorum is present is an act of The Board, unless the law, the Articles of Incorporation, or the Bylaws have a different requirement.

Section 6: Validity of The Board Transactions during Special Meetings. The transactions of any meeting of The Board shall be considered valid provided a quorum is present and provided that either before or after the meeting each of the members not present signs a Waiver of Notice, or a consent to hold the meeting, on approval of the minutes thereof. All such waivers, consents, or approvals shall be properly documented or made a part of the minutes of the meeting.

Section 7: When Quorum is not Present. Except otherwise expressly provided in these Bylaws, no business shall be considered by The Board at any meeting at which a quorum is not present, and the only motion which the Chairperson of the meeting shall entertain at such meetings is a motion to adjourn. However, a majority of the members present at such meetings may adjourn from time to time until the time fixed for the next regular meeting of The Board.

Section 8: Meetings Governed by Rules. All meetings of The Board shall be governed by the rules of the Articles of Incorporation of this Corporation, by the Bylaws, and by the General Corporation Law, in that order when any conflict arises.

Section 9: Chairperson of the Meeting. Meetings shall be presided over by the Chairperson of The Board (if selected or elected by The Board) or if the Chairperson is absent, by another member of The Board chosen by a majority of the members present.

Section 10: Board Action by Written Consent. Any action required or permitted to be taken by The Board under any provision of law may be taken without a meeting, if all members of The Board shall individually or collectively consent in writing to such action. Such written consent(s) shall be filed with the minutes of the proceedings of The Board. Such action by written consent shall have the same force and effect as a unanimous vote of such members of The Board. Any certificate or other document filed under any provisions of law which relate to action so taken shall state the action was taken by unanimous written consent of The Board without a meeting and that the Articles of Incorporation and the Bylaws of this Corporation authorize a member of The Board to so act and such statement shall be prima facie evidence of such authority.

Section 11: Absence from The Board Meetings. If any member of The Board fails to attend three consecutive meetings, without verbal or written permission from the Chairperson or a majority of The Board, he/she shall be subject to dismissal from The Board. Such dismissal shall be approved by the majority of The Board.

ARTICLE V: EXECUTIVE BODY OF THE CORPORATION

Section 1: Designation of Officers. The Executive Body (also called Executive Committee or EC) will be comprised of the Officers of the Corporation that includes the President/Executive Director, Director of Operations, Director of Finance, Director of Programs, Director of Fundraising, and Director of Marketing. Broad responsibilities of these officers will include:

- President/Executive Director – as described in section 7 of article V below.

- Director of Operations – Provides day to day management oversight of general membership, chapters, partnerships, and reports to the President/Executive Director.
- Director of Finance – Provides day to day management oversight of accounting, banking, grants, and fund distribution. Reports to the President/Executive Director.
- Director of Programs – Provides day to day management oversight of all projects and programs of the Corporation, identification and selection of new projects and programs, and reporting on all projects and programs. Reports to the President/Executive Director.
- Director of Fundraising – Provides management oversight of fundraising event execution, donor management, and outreach to donors. Reports to the President/Executive Director.
- Director of Marketing – Provides management oversight of branding strategy for the Corporation, public relations, web presence, marketing collateral, and newsletter. Reports to the President/Executive Director.

The President/Executive Director, with the consent of the The Board, may create temporary or permanent positions of one or more Deputy Executive Directors and additional Directors. Permanent Deputy Executive Director or Director level positions must be incorporated into the Bylaws as soon as possible after they are created. At the request of the President/Executive Director, The Board may also create one or more Deputy Directors for Operations, Finance, Programs, Fundraising, Marketing, or any other corporate activities for which a Director position exists. Temporary Deputy Director positions need not be incorporated into the Bylaws. Responsibilities of each Deputy Director will be determined by President/Executive Director and approved by The Board.

Section 2: Compensation of Executive Committee members. No EC member or officer of Agami will be eligible for any compensation from the Corporation.

Section 3: Qualifications and Terms of Office. Any voting member of the Corporation is qualified to be an officer of the Corporation. The officers shall be nominated and selected by The Board and each officer so selected shall hold office until the next AGM or until he/she resigns or is removed or is otherwise disqualified to serve, whichever comes first. If the position of an Officer becomes vacant before the AGM, the President/Executive Director may nominate an officer who will then have to be approved by The Board. One person will not hold the same Officer position for more than 3 years.

Section 4: Other Officers. The Board may authorize creation of other officers that the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as The Board may determine and define from time to time.

Section 5: Removal or Resignation of Officers. Any officer may be removed, with or without a cause, by a two thirds majority vote of The Board at the time in office, at any regular or special meeting of The Board. Any officer may resign at any time by giving written notice to The Board, or the President/Executive Director. Such a resignation shall take effect on the date of the receipt of the notice or any later time specified therein and, unless otherwise specified in that notice, that acceptance of the resignation shall not be necessary to make it effective.

Section 6: Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the Bylaws for appointment to that office.

Section 7: President. The President/Executive Director shall be the Chief Executive Officer of the Corporation and will be fully accountable to The Board. The President/Executive Director shall supervise, direct and control all day to day affairs of the Corporation. The President shall perform all duties incident to the office and such other duties as provided by these Bylaws or as may be prescribed from time to time by The Board. The President/Executive Director will also serve as a non-voting Member/Director of The Board.

ARTICLE VI: COMMITTEES/COMMISSIONS

Section 1: The Board or the President/Executive Director may create committees/commissions which may be permanent, ad hoc, special, or for a particular task and duration. An example would be a committee/commission for election and nomination for vacant Board position(s), educational affairs, social affairs, publications, annual fund raising, or special projects or requirements not yet defined. All committees shall provide for the appointment of its members and optionally a chairperson, state its purpose, and provide the procedure for its operation and termination. A two thirds majority of The Board must approve all appointments to a committee and its operations.

Section 2: Advisory Board. The Board may create and appoint Advisors who will work with the Board on general governance or specific topics or issues. The Advisors may attend Board meetings at the invitation of the Board but will not have any voting privileges at the Board level. A two thirds majority of the Board must approve all appointments to the Advisory Board.

ARTICLE VII: FISCAL MANAGEMENT

Section 1: Fiscal Year. The fiscal year of the Corporation shall be from January 1st to December 31st, inclusive.

Section 2: Funds. All funds received by the Corporation shall be credited to the Corporation and placed in depositories approved by The Board.

Section 3: Methods of Payment. All bills, invoices, grants, and disbursements must be made by checks, money orders, wire transfers and similar authentic documents verified by two Officers of the Executive Committee (EC).

Section 4: Audit. The corporation's operation shall be audited by an independent and licensed individual or organization at an interval either as dictated by the law or, when such law does not apply, as determined by The Board.

ARTICLE VIII: AMENDMENT OF BYLAWS

Subject to any provisions of law applicable to the amendment of Bylaws of non-profit corporations, the provisions of the Bylaws contained herein, may be augmented, altered, amended or repealed only by the unanimous vote of The Board.

The original or a copy of the Bylaws as amended or otherwise altered to date, certified by The Board, shall be recorded and kept in a book which shall be made available through the official website of the Corporation.

ARTICLES OF INCORPORATION OF AGAMI INC. is the supreme legal document for this Corporation. That document will be followed by BYLAWS (this document) and other Agami documents in terms of legal hierarchy of documents for this Corporation.

ARTICLE IX: PROHIBITION AGAINST SHARING CORPORATE PROFITS

No member, member of The Board, Officer, or any other person connected with this Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as designated in the Articles of Incorporation, and more specifically designed or fixed by resolutions of The Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive any of the Corporate assets on dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of The Board shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE X: DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

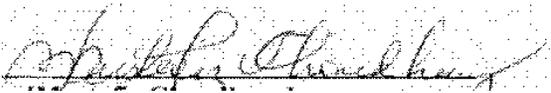
Notwithstanding any other provision in these Bylaws, the Corporation shall be subject to the following limitations and restrictions:

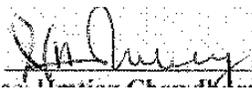
- (A) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4924 of the Internal Revenue Code of 1954, as amended from time to time.
- (B) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended from time to time.
- (C) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended from time to time.
- (D) The Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, as amended from time to time.
- (E) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended from time to time.

Signature Page

This document may be executed in one or more counterparts, each of which will be deemed to be an original copy of this document and all of which, when taken together, will be deemed to constitute one and the same document and agreement.

By:  _____
Name: **[Nisar Ahmed]**

By:  _____
Name: **[Mustafiz Choudhury]**

By:  _____
Name: **[Imtiaz Chowdhury]**

By:  _____
Name: **[Sabir Majumder]**

By:  _____
Name: **[Babu Rahman]**