

BY-LAWS OF JEXCA NA, INC.

These By-Laws (Also referred as the "Bylaws") govern the affairs of JEXCA NA, INC, a nonprofit corporation (referred as the "Corporation" or "JEXCA NA" or "JEXCA NORTH AMERICA " Incorporated under the Statute of State of New Jersey Title 15A:2-8 on the 23rd Day of January 2001 Reg. #: 0100840197) Federal EIN No. 22-3776732

Article I

Organization & Office

Section 1. Name:

The name of the organization is the "JEXCA NA, INC.", hereinafter called as "JEXCA NA" or "JEXCA NORTH AMERICA". Or "Corporation". The other name the corporation may use is Jhenidah Ex-Cadets Association, North America Incorporated.

Section 2. Principal Office.

The principal office of the corporation will be located in the State of New Jersey.

Section 3. Other Offices.

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Trustees may, from time to time, designate.

Initials:
RI ... <i>RI</i>
MM ... <i>MM</i>
MZ ... <i>MZ</i>
HR ... <i>HR</i>
MH ... <i>MH</i>

Article II

Non-Profit Purposes

Section 1. IRC Section 501(c)(3) Purposes.

This non-profit corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes.

The specific objectives and purposes of this corporation shall be to promote humanitarian, educational, social, welfare and community related services and activities and also by offering the alumni of Jhenidah Cadet College, Bangladesh, who are permanently residing in the North America, the opportunity to participate in such activities either by volunteering time or making financial donations to the organization.

Article III

Board of Trustees

The affairs of the Corporation shall be managed by the Board of Trustees (BOT)

Section 1. Number.

The corporation should have at least Seven (7) Trustees. Five of them will be elected as per the items and conditions in section 2, 3 and 4. The 5 elected trustees will hold the executive position as President, Vice President, General Secretary, Organizing Secretary, and Treasurer. The Past President and Past Treasurer will be the 6th and the 7th Trustees. This seven member trustees will serve as the Board Of Trustees (BOT), Also referred as Executive Committee (EC).

Section 2. Qualifications.

Only an alumnus of the Jhenidah Cadet College who is living permanently and legally without any criminal records in the United States of America, with previous organization and/or leadership experience. Knowledge about IRS rules and regulations and /or Operating a Non Profit Organization be added qualification to serve as a Trustee of this corporation.

Section 3. Election.

A person who meets the qualifications requirements to be a trustee and who has been duly nominated may participate as a candidate to be elected by the majority vote of the members of the community at the annual meeting when the election is due. The newly elected trustees will take charge of the office on the beginning of the 3rd month from the election date. Trustee shall hold office until a qualified successor is elected.

Section 4. Community.

“Community” is referred as the Alumnus of Jhenidah Cadet College with a cadet number, attended any during in the college, living in North America with a legal status. An individual of the community is referred as the member of the community.

Initials:
RI R-I
MM C
MZ M
HR HR
MH B

Section 5. Election Commission.

The Board of Trustees shall appoint a 3-member Election Commission for the sole purpose of conducting the election of the Executive Committee (EC) in any election year and shall appoint an Election Commissioner from among the three members. The BOT shall appoint the Election Commission not less than one month and not more than three months prior to the election. The election commission members will not be eligible to participate in the election for in Executive position, nor shall they directly or indirectly campaign on behalf of any candidate after the list of candidates are announced. The election commission members shall cast their vote in favor of any candidate of their choice. The election commission shall notify the “community” of the voting procedure and publish the election rules and regulations prior to the election on the corporation’s website and/or any other way the BOT directs. The Election Commission’s verdict as regards to the eligibility and election of the EC members shall be deemed final.

Section 6. Term of Office.

Each member of the Executive Committee will be elected to serve a term of Two (2) years. Any member of the EC may be elected for another consecutive term (Total 4 years). Any member of EC who serves 2 consecutive terms (4 years) may not be elected for the third consecutive term but maybe reelected for the 4th and 5th term. In other words any EC member may be reelected for any number of years as long as he does not serve more than two consecutive terms. If a president and /or Treasurer get reelected then the Past President and/or Past treasurer will remain in position.

Section 7. Nomination.

Any member of the community can nominate another member of the community who meets the criteria and qualification as section 2. Nomination must be submitted to the election commissioner as announced in the proper form and on or before the deadline. The nomination can be submitted electronically or in writing as per the instruction and shall contain the following information for both the Nominee and the Nominator (if different). And any other requirements outlined in the nomination form.

Initials:
RI <i>RI</i>
MM <i>MM</i>
MZ <i>MZ</i>
HR <i>HR</i>
MH <i>MH</i>

Nominee:

- Name, Cadet Number, Intake Number
- Position sought, Term
- Mailing Address / email /Contact phone number
- Short Bio-sketch

Nominator:

- Name, Cadet Number, Intake number
- Mailing Address, email, contact phone number.

After verifying eligibility of the candidates the election commission will contact the candidate get their consent and notify the community by publishing it.

Section 9. Compensation. Trustees shall serve without compensation as the Board of Trustees. Members of the Board of Trustees volunteers to work for free and will not receive compensation either in salary or any other kind in return for services actually rendered to or for the corporation.

Section 10. Removal and Resignation:

Removal – A Trustee, Officer, or a special Assignee may be removed with valid cause which is detrimental to the community, corporation, or its purpose by majority vote of the board of trustee at any time. The good cause for removal of a trustee shall also include the unexcused failure to attend three consecutive meetings of the board of trustees, violating any corporate Bylaws, receive complaints, violation of State or Federal Laws.

Resignation – Any trustee or member of a committee may resign from the corporation by submitting a written resignation to the President and Secretary of the Corporation. The Resignation need to be excepted by the BOT to be effective. A Trustees resignation shall not relieve the Trustee of any obligations to pay any charges that had accrued and were unpaid or any corporate documents and other obligations until the BOT releases him from all liabilities of the corporation.

Any removal or resignation must be included in the agenda of the AGM with full explanation.

Section 11. Vacancies.

Any vacancies caused by removal or resignation of a member of the board of trustees will be temporarily filled by another active board of trustees, till the next election. This process will be conducted by a special Board Of Trustees meeting and with a majority vote.

Initials:
RI <u>RI</u>
MM <u>MM</u>
MZ <u>MZ</u>
HR <u>HR</u>
MH <u>MH</u>

Section 11. Non-Liability of Trustees.

The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 12. Indemnification by Corporation of Trustees and Officers.

The Trustees and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

Article IV

Designation

Section 1. Designation of BOT Members

The following will be the positions and duties and responsibilities, of the trustees

President:

President is the Executive head of the organization. The president shall supervise and control all of the business and affairs of the corporation. The president shall preside at all meetings of the community and of the board of trustees. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board of Trustees have authorized to be executed.

However, the president may not execute instruments on behalf of the Corporation if this power is expressly delegated to another officer or agent of the Corporation or the Board of Trustees, the Bylaws, or the statute. The president will give report on activities of the corporation including the recent or ongoing projects and future plans and projects of the Corporation or any other issues he may feel necessary for the advancement of the cause of the corporation to all community members present in the Annual General Meeting (AGM) The president shall have full access of the account of the corporation in addition to the Treasurer. The president will sign checks over \$2000.00 along with the treasurer. A Trustee cannot be elected as President for more than two consecutive terms. After the term of the president is over, he will serve as the Past president in in BOT for the next term.

Initials:
RI <i>RI</i>
MM <i>MM</i>
MZ <i>MZ</i>
HR <i>HR</i>
MH <i>MH</i>

Vice President:

When the president is absent, is unable to act, or refuses to act, Vice president shall perform the duties of the president. When Vice president acts in place of the president, the vice president will have all the powers of and be subject to all the restrictions upon the president. A member of the BOT cannot be elected Vice President for more than two consecutive terms.

General Secretary:

The General Secretary shall give notices as provided in the Bylaws or as required Bylaws, take minutes of all meetings and retain them as part of the corporate records. Maintain custody of the corporate records and the seal of the Corporation, affix the seal of the corporation to all documents as a authorized.

General secretary will work closely with all the other BOT members and assist the president in maintaining the communication between the BOT, EC and the community. A trustee cannot be elected more than two consecutive terms.

The general secretary must hand over all the corporate documents to the next general secretary when his term is over.

Organizing Secretary:

The organizing secretary of the organization shall be responsible to organize social networking, maintain liaison with intake representative, maintain liaison with BOT and other groups. Responsible to coordinate fund raising events, charitable events and any thing that will benefit the organizations purpose and mission.

A BOT member cannot be elected more than 2 consecutive term as the organizing secretary.

Treasurer:

The treasurer is responsible to operate and maintain financial, book keeping, accounting records of the organization and to perform duties and responsibilities as may be decided from time to time by the Board of Trustees. Treasurer may also assist the organizing Secretary in organizing and promoting fund raising events, keeping good tract of the banking, deposits and dispersing of the funds appropriately. Treasurer is authorized to sign check up to \$2000.00 and amount over that needs two signatures, one from the president. Treasurer will also responsible to prepare financial reports, filing Federal and state taxes and maintains necessary documents as per IRS rules and code for audits. Maintain all records as per these Bylaws. Treasurer to present an annual Treasurer's report at the AGM. Responsible to hand all these documents to the next treasurer when the term is over. A member of the BOT may not serve as a treasurer for more than 2 consecutive terms. One the term is over the treasurer is to serve on the BOT as Past Treasurer for another term.

Initials:
RI <i>R.I.</i>
MM <i>MM</i>
MZ <i>MZ</i>
HR <i>HR</i>
MH <i>MH</i>

Advisors:

The past president and the past treasurer will serve on the board as advisor to the current president and the treasurer and over sea and train the newly elected president and treasurer.

Article V
Committees

Section 1. Committees.

The corporation shall have committees as may from time to time be designated by resolution of the Board of Trustees. These committees may consist of persons who are not Trustees and shall act in an advisory capacity to the board of Trustees or as a task force on a assigned project, relief, fund raising, or any other such committee.

The committee member must be a member of the community, a past Executive member of a past member of the board of trustees.

Section 2. Meetings and Action of Committees.

Meetings and action of committees shall be governed by and held in accordance with the provisions of these Bylaws concerning meetings of the Board of Trustees.

Article VI

Meetings

Section 1. Regular Meetings.

The board of trustees may face to face meetings from time to time. The General Secretary shall give notice as per these Bylaws to the parties involved. Regular meetings of Trustees shall be held on mutually convenient place and time.

Section 2. Annual General Meeting (AGM)

An annual general meeting of the community shall be held on a location selected by the BOT. Election will be conducted by the election commission at the annual general meeting on the election years.

Section 3. Telephone Meeting:

Board of trustees, community and different committees may hold a meeting by telephone conference call. Procedure in which all persons participating in the meeting can hear each other. The notice of the meeting by telephone conference call must state the fact that the meeting will be held by telephone as all other matters required to be included in the notice. Participation of a person in a conference call meeting constitute presence of that person at the meeting.

Section 4. Decision without a meeting .

Any decision required or permitted to be made at a meeting of the BOT or the Community of any Committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all of the persons entitled to vote on the matter. The original signed consents shall be placed in the corporate minute book and kept with the corporation records.

Section 5. Notices:

Written, Printed, or electronic notice of any meeting of the Board of Trustees, Executive Committee, other committees and community Regular or general meeting shall be
JEXCA NA Inc. Bylaws - August 1, 2017

Initials:
RI <i>RI</i>
MM <i>MM</i>
MZ <i>MZ</i>
HR <i>HR</i>
MH..... <i>MH</i>

delivered to all parties concern neither less than one day nor more than 30 days before the meeting. The notice shall state the place, day and time of the meeting, the purpose of the meeting with a short agenda.

Section 6. Quorum for Meeting.

A quorum for Regular Meetings, BOT meeting, shall consist of two third members of the Board of Trustees (4 out of 7). The Annual meeting quorum will be the number of community member present at the AGM.

Article VII

Corporate Records

Section 1. Maintenance of Corporate Records.

The corporation shall keep at its principal office:

A full copy of the following documents also to be maintained electronically by the General Secretary and the Treasurer. Must be handed over to the next elected General Secretary and Treasurer and maintain proof of handing over these documents.

- (a) Minutes of all meetings of Trustees, Community and committees
- (b) A conformed copy of the corporation's Articles of Incorporation and Bylaws;
- (c) Adequate and correct books and records of its corporate bank account(s);
- (d) Copies of all correspondence and filings with the IRS.
- (e) Corporations 3 years of State and Federal Tax Returns
- (f) Financial Statements showing income and expenses for past 3 years .

Initials:
RI ... <u>RI</u>
MM ... <u>MM</u>
MZ ... <u>MZ</u>
HR ... <u>HR</u>
MH ... <u>MH</u>

Section 2. Fiscal Year :

The fiscal year of the corporation shall begin on the first day of January and end on the last of December in each year.

Article VIII

IRC 501(c)(3) Tax Exemption Provisions

Section 1. Limitation on Activities.

No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Trustees or Trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets. Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Initials:
RI R.I.
MM M
MZ MZ
HR HR
MH M

Article IX
Prohibited Acts

Section 1.

The Corporation shall not pay dividends or other corporate income to its Trustees, or officers, or otherwise accrue distributable profits, or permit the realization of private gain. The corporation shall not take any action prohibited by the New Jersey Non-Profit Corporation Act. The Corporation shall not engage in any activities, except to an insubstantial degree, which do not further its purposes as set forth in these Article. The Corporation shall not take any action that would be inconsistent with the requirements for a tax exemption under internal Revenue Code Section 501 (c) (3) and related regulations, rulings and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under IRS Code Section 170 (c) (2) and related regulations, rulings, and procedures.

Section 2.

As long as the corporation is in existence, and except with prior approval of the Board Of Trustees, no trustee, officer, or committee member of the corporation shall:

- (a) do any act in violation of the Bylaws or a binding obligation of the corporation.
- (b) do any act with the intension of harming the corporation or any of its operations.
- (c) do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Corporation.
- (d) receive an improper personal benefit from the operation of the Corporation.
- (e) use the assets of the Corporation, directly or indirectly, for any purpose other than carrying on the business of this Corporation.
- (f) wrongfully transfer or dispose of Corporation property, including intangible property such as goodwill.
- (g) use the name of the Corporation (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of the Corporation's business.
- (h) disclose any of the Corporation business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

Initials:	
RI	R.I.
MM	MM
MZ	MZ
HR	HR
MH.....	MH

Article X

Amendment of Bylaws

Section 1. Amendment.

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by approval of the majority vote by the community members.

Article XI

Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Bylaws shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

