

**BYLAWS OF NIUKO INC**

**ARTICLE I**

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OFFICES

1. The Principal Office of NIUKO INC. (henceforth "the Organization") shall be in the City of New York, County of Queens and State of New York. The branch offices of the organization shall be in any other state or any other country as determined by the Board of Directors, Board of Trustees and Board of Advisors. The branch offices, including the Principal Office, of the Organization shall obtain proper permission or registration from the concerned government authority of that country or state or locality. The Board of Directors elected by the members of the organization will run the Organization. To oversee the activities of a Board of Trustees will be nominated by the Board of Directors with the approval of the members if needed in the future.

**ARTICLE II**

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**GOALS, OBJECTIVES AND PROCEDURE**

SECTION 1: NiUKo shall be a non-profit, non-governmental, non-political and charitable organization pursuant to the Non-profit Organization laws of Internal Revenue Service code 501 (c) (3).

SECTION 2: The goals and objectives of the organization shall be to raise fund in USA and utilize the fund through the government registered Not For Profit and social welfare organization who are working in Bangladesh or any other country for the education, healthcare, shelter, special needs children, disaster relief, humanitarian, social, cultural and sports, advancement of education and science, social, cultural and sports, defending human and civil rights secured by law.

SECTION 3: It is a totally non-political organization with no religious affiliation and work for the betterment of the people of all walks of life including poor, abused, neglected and orphaned children, mothers and seniors of Bangladesh or any other country, regardless of their gender, age, religion, sex, sexual orientation, race or ethnic background, in following areas: (1) cultural, intellectual, social & humanitarian; (2) living; and (3) educational and health.

To achieve its goals and objectives as described in Article II, Section 2, NiUKo shall seek to provide help to:

- (a) Forum for expression of common concern of the communities.
- (b) A vehicle for exchange of information and views on matters of interest to the different community.
- (c) A forum for expression of ideas by distinguished speakers on topics of interest and relevance to helping the children, mothers, and seniors.
- (d) A meeting place for discussion of the development of the Organization.



- (e) A forum to inculcate among the children and youth of the community the moral, ethical values & culture.
- (f) A forum for honoring any distinguished person, organization or institution who has contributed substantially for the cause of the people and/or culture.
- (g) Scholarship for higher education and extension of any kind of help in the field of higher learning by raising funds in various ways for poor children.

#### SECTION 4: The Programs, Projects, Activities

- (a) The organization will arrange a sponsorship program related to any of the goals NiUKo stands for; find individual or corporate sponsor for those programs, who will provide support for education, health and welfare of those needy, abused, neglected and orphaned children.
- (b) Promote goodwill, understanding and cultural exchange with any other individual, group, organization or institution across nations, interested in helping the cause of the Organization.
- (c) Promote and facilitate activities and events to raise awareness of the various social problems in Bangladesh or any other countries [i.e. child labor, child abuse – both in educational and home settings, women’s rights (victims of acid related crimes, domestic violence, etc.), women and children trafficking, drug abuse etc.] and to promote peace, tranquility and understanding among the various community groups of Bangladesh.
- (d) Facilitate the activities of any other professional, student, women or any other groups provided that such groups or organizations are also non-profit and non-political organizations duly organized under any state or country law.
- (e) Arrange fundraisers (1) to support selected Non-Profit Organization or NGO’s, and (2) to support NiUKo’s charitable activities.
- (f) The organization will also raise and allocate funds for the programs taken in the New York area or any other parts of USA.
- (g) Facilitating information exchange on, and between, communities in the US and Bangladesh or any other countries.
- (h) Help victims any man-made or natural disaster regardless of their gender, age, religion, sex, sexual orientation, race or ethnic background, with all possible humanitarian aids.

### ARTICLE III

#### MEMBERSHIP

SECTION 1: **FOUNDING MEMBERS:** The people who signed the original constitution in presence, and/or by proxy who are residing in the State of New York, USA, became members of the organization on or before December 31<sup>st</sup>, 2024, are the people who formed this organization, during its founding periods and they are the Founding Members of this Organization. The names of the Founding Members will be listed properly and maintained by the Board of Directors. The Founding Members can attend and express



their opinion at any meeting of the Board of Directors meeting or any standing committee or subcommittee meeting.

SECTION 2: The membership for NIUKo is open to all, (No individuals shall be denied membership based on their sex, race, ethnicity, or political and/ religious beliefs) sharing the objectives and purposes of the organization, subject to the approval of the Board of Directors

SECTION 3:

There will be 3 (three) kinds of membership such as General Member, Life Member, and Honorary Member.

Application of Membership: All applications for membership shall be submitted to the Board of Directors. The applicant must be at least 18 years of age. All applicants for membership must work as a volunteer of the Organization for six months successfully sharing the objectives and purposes of the Organization. The Board of Directors may reduce or waive this requirement in special cases.

- (a) General Membership: The application fee is \$100 (US or its equivalent) and \$100 (US or its equivalent) yearly membership fee. and Voting rights for general membership is 1 vote/ member.
- (b) Life Membership: Only the General members can be a Life member. A Member who served as a general member for 2 (Two) consecutive years and pay a limp amount of \$2,000 (Two Thousand) can apply for Life Membership.
- (c) Honorary Membership: A person may become an Honorary Member who is a registered volunteer of the organization and if they get involved with an act that is beneficial to the cause of the Organization. There is no membership fee or application fee required by the Honorary Member and they have no voting rights. The Board of Directors will choose or nominate the Honorary Member and put up for approval in the general meeting.
- (d) Lapse of Membership:
  - 1) Non-payment of mandatory fees or dues will be subject to a lapse of membership. To reinstate membership for persons whose membership is lapsed for more than one year must gain approval from the Board of Directors.
  - 2) Written resignation from the member will be subject to a lapse of their membership.
  - 3) If a general member does not attend 3 consecutive general meetings of the Board of Director, in person or proxy (maximum two consecutive proxies limited), will be subjected to a lapse of membership.
  - 4) If a member involves themselves in any criminal offence and sentence by any court of law in any state or country, they will lose their membership automatically from the day of conviction. Any registered volunteer will also lose status for the same.



SECTION 4: Registered Volunteer: Any individual who wants to volunteer for the organization sharing the objectives and purposes of the organization must apply to the Board of Directors with a yearly fee of \$20.00.

SECTION 5: Membership (including registered volunteer) of this Organization is a volunteer service, and the Organization will not pay any salary or remuneration to any of its members or the volunteers. The Board of Directors may assign a member or a volunteer for a special duty who then may be paid, subject and according to the Board of Directors decision. The Members of all categories and the registered volunteers must follow and abide the rules of the organization.

SECTION 6: Voting Rights of the Members: Each member shall be eligible to vote on all matters before the members in a meeting. Registered Volunteers have no voting rights.

SECTION: 7: Quorum of the meeting: Attendance of the following percentage of members may qualify for a quorum.

General Meeting 61%, Executive Committee Meeting or Board of Directors Meeting 51%.

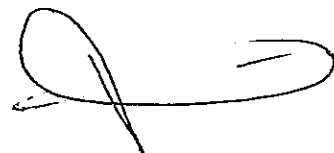
#### **ARTICLE IV**

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##### **THE BOARD OF DIRECTORS**

###### **SECTION: 1**

The Board of Directors (BOD) creates and periodically updates a strategic plan to carry out the goals with the help of the Board of Advisors. This Board of Advisors must be formed no later than two months after the Board of Directors assumes their offices. They will also decide the size of the Board of Advisors. Members of the Board of Advisors may be members, volunteer, or any respectable person in the community. The BOD then creates an implementation plan based on these strategies. When updating the strategic plan, the BOD will use various historical data to determine what elements of the plan work well for the organization and adjust the components that are not working well. All BOD members have a fiduciary responsibility to ensure that the organization follows the legal and ethical standards for business in general and those unique to nonprofit organizations. Any office bearer or member of the BOD might not hold any key position of any social, community and political organization, but they may have an active officer bearer of their own professional organization. BOD members' integrity and sound business practices will enhance the public image of the organization and work to further its cause. To properly carry out their roles and responsibilities, all members must commit to a high level of involvement in the organization's regular operations. All members and volunteers require true dedication and passion for the cause. All Officers of the Board of Directors will be nominated/elected by the Members from the Members who have the voting rights. An outstanding volunteer who may be deemed important by the permanent members may be nominated/elected on the Board of Directors.



The BOD shall manage The Organization. Each member shall be a valid member of the Organization. The Board of Directors shall consist of minimum 5 Officials and they will be elected by the Members of the Organization. Thereafter, the number of Officials consisting of the entire Board of Directors shall be no less than five.

## SECTION: 2

The election of the Officers of the Board of Directors will be held bi-annually at a date set by the Board of Directors by December 15<sup>th</sup> of the year. All Officers and Executive committee members of the Board of Directors will be elected from the Permanent Members of the Organization by the Members.

- (a) Chairperson: They must be the founding member and will be elected by the members of the Organization who shall be the Chief Executive of the organization and preside over all Board of Directors meetings and shall have the over- all responsibilities. They supervise all activities and performances of all committees of the organization in the USA or any other country. They will take the initiative to run organizational activities in a timely manner and will take decisions regarding the distribution of collected donations.
- (b) Vice-Chairperson: (Three): They will be elected by the members of the organization and designate them 1<sup>st</sup>, 2<sup>nd</sup> and 3<sup>rd</sup> Vice-Chairperson preferably from the founding member for the first two terms, who shall exercise all authority and perform all the duties granted to the Chairperson accordingly, in absence of the Chairman. The Board of Directors or the Chairman may assign any specific duties to perform.
- (c) Treasurer: They must be the founding members if they exist and are willing and will be elected by the members of the organization, who shall keep a record of all financial transactions, collecting funds, issuing receipts, and depositing funds in the designated bank. They will prepare a financial- annual report for presentations in the meeting. The Treasurer will jointly maintain and operate bank accounts with the Member Secretary.
- (d) Secretary General: They must be the founding members and will be elected by the members of the organization, who shall keep a record of all proceedings of the Board of Directors meetings and shall mail all notices required by these constitution, shall maintain appropriate records of membership of the Organization, and who shall exercise such power as are provided by this constitution and by the Board of Directors. The Member Secretary shall also prepare budget and annual reports with the help of the treasurer and shall submit it to the Board of Directors for approval. The Member Secretary will also maintain and operate bank accounts, jointly with the treasurer of the organization. They will call general or special meetings of the Board of Directors with prior approval of the Chairman.
- (e) Executive Members: Five Members will be elected by the members of the organization, who shall perform all duties assigned by the Chairman of the organization as a director.
- (f) The term used as founding member for the election of the office of the Chairman, Secretary General and Treasurer will be effected only in the first three terms of the Board of Directors.
- (g) The Chairman and Secretary General of the Board of Directors, USA will automatically become the members of the Board of Trustees.



- (h) The BOD may elect, if needed, a Board Trustees (5 members) in future to perform the rules of the trustees as per existing laws of the existing state or country.
- (i) The BOD may nominate and form a Board of advisors (minimum 5 members) with the consent of the voting members from among the distinguished individuals may be a member, volunteer, or any distinguished individuals of the community who are willing to share and bear the responsibilities of the organizational goals and objectives. This Board of Advisors must be formed no later than six months after the final approval of the constitution.

### SECTION: 3

THE REQUIREMENT FOR THE CHAIRMAN, SECRETARY GENERAL AND TREASURER TO BE THE FOUNDING MEMBERS FOR THE ELECTION OR NOMINATION WILL BE ONLY VALID FOR THE FIRST TWO YEARS OF THE TERMS OF THE BOARD OF DIRECTORS.

SECTION 4: Responsibility: Each office bearer of the organization shall be jointly and severally responsible to the Board of Directors for the activities of the Organization. All Office bearers of any committee are responsible for doing some kinds of activities for the different projects of the organization on a regular basis such as collecting sponsors, donors, patrons, unrestricted funds, helping maintain office work or induce new volunteers and members etc. Failure to do any kinds of aforesaid activities by an officer may proceed to remove from their respective post or responsibility. Proper records of these activities must be maintained by the committee concerned for the evaluation of the Board of Directors.

Section 5: The Board of Directors may appoint the Board of Advisors and Board of Patrons in each country involved with the organizational activities, consists of experienced renowned and giving individual/Business who have willingness to share the objectives and purposes of the organization with a term of 2 years.

## ARTICLE V

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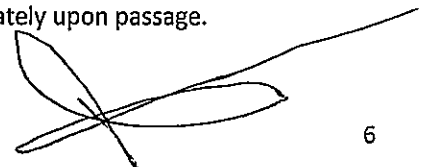
### AMENDMENT OF THIS CONSTITUTION

SECTION 1: The Constitution may be amended by the members at any annual meeting of the members, or if a notice of a proposal to amend the constitution and the respect in which proposal to be amended is given in any call for a special meeting of the majority members at such a general meeting.

SECTION 2: Majority of the members in good standing can initiate any amendment of this constitution, which shall have to be notified to the Member Secretary of the Organization one month prior to the annual meeting in writing stating the portion of the constitution to be amended.

SECTION 3: The amendments must be approved by  $\frac{3}{4}$  or greater number of votes of the members, present as a quorum.

SECTION 4: Amendment shall become effective immediately upon passage.



**ARTICLE VI**

**DISSOLUTION OF THE ORGANIZATION**

**SECTION 1: Voluntary Dissolution:**

In case of voluntary dissolution, assets and liabilities of the Organization shall be determined and all the liabilities shall be paid for by the Organization, balance remaining after payment of such liabilities shall be given as gift to a charitable organization as determined by them must be permanent member of the organization; provided, however, that voluntary dissolution shall not be carried out without the approval of ¾ majority of the members of the Organization present as a quorum in a special meeting of the members.

**SECTION 2: Involuntary Dissolution:**

In case of any involuntary dissolution being sought by the majority member of the Organization or by the creditors of the Organization, the bankruptcy proceeding shall be instituted as per law of the State of New York or United States of America.


**ARTICLE VII**

**MISCELLANEOUS**

- 1) The Organization shall keep at the principal office of the Organization complete and correct records and account books and shall keep minutes of the proceedings of the Board of Directors, any committees of the organization, as well as a list or record containing the names and address of all members and volunteers.
- 2) The corporate seal shall be in such form, as the Board of Directors shall from time to time prescribe.
- 3) (a) All constitution of the Organization shall be subject to alteration or repeal, and new constitution may be made, by a majority vote of the Board of Directors, at a special meeting of the members called for such purpose.  
  
(b) The Board of Directors shall have the power to make, alter or repeal, from time to time, the constitution of the Organization. If any by-law regulating an impending election of the Board of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of the Board of Directors, the by-law so made, amended or repealed, together with a concise statement of the changes made.

TODAY'S DATE: JUNE 24, 2025, AT Queens, NY

The undersigned certify that the above noted bylaws of the NiUKo was read out in the presence of the members and unanimously accepted. The chairman -initialed in every page of the bylaws of this Organization



Signature of the Chairman

