

BANGLA MINISTRIES WORLDWIDE BY-LAWS

TABLE OF CONTENTS

	Page
ARTICLE I - BOARD OF DIRECTORS	1
Section 1. General Powers and Number	1
Section 2. Election and Term of Office	1
Section 3. Removal	1
Section 4. Resignation	1
Section 5. Regular Meetings	2
Section 6. Special Meetings	2
Section 7. Notice and Waiver of Notice	2
Section 8. Quorum	2
Section 9. Manner of Action	2
Section 10. Vacancies	2
Section 11. Presumption of Assent	2
Section 12. Consent Without Meeting	3
 ARTICLE II - COMMITTEES	 3
 ARTICLE III - OFFICERS	 4
Section 1. Number	4
Section 2. Election and Term of Office	4
Section 3. Vacancies	4
Section 4. Chairperson of the Board	4
Section 5. Executive Director	5
Section 6. Vice-Chair	6
Section 7. Secretary	6
Section 8. Treasurer	6
Section 9. Assistants and Acting Officers	7
Section 10. Salaries	7

Section 11. Service in More Than One Office	7
ARTICLE IV - CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS	
Section 1. Contracts	7
Section 2. Loans	8
Section 3. Checks, Drafts, Etc.	8
Section 4. Deposits	8
Section 5. Voting of Securities Owned by this Corporation	8
Section 6. Contracts Between Corporation and Related Person	9
ARTICLE V - INDEMNIFICATION	
Section 1. Power to Indemnify - Non-Derivative Action	10
Section 2. Power to Indemnify - Derivative Action	11
Section 3. Indemnification of Expenses	11
Section 4. Authorization of Indemnification	12
Section 5. Payment of Expenses Before Final Disposition	12
Section 6. Not Exclusive Right	12
Section 7. Liability Insurance	13
ARTICLE VI - AMENDMENTS	
ARTICLE VII - FISCAL YEAR	
	13

BY-LAWS
OF
BANGLA MINISTRIES WORLDWIDE

ARTICLE I
BOARD OF DIRECTORS

Section 1. General Powers and Number. The corporation is a nonprofit, directorship corporation under Act 162, Michigan Public Acts of 1982. The business, property and affairs of the corporation shall be managed by its Board of Directors. The number of Directors of the corporation shall be not less than five (5) or more than twelve (12).

Section 2. Election and Term of Office. Directors shall be selected by the majority vote of the Board of Directors. Each Director shall hold office for not more than six (6) consecutive years (two full terms). After any period of six (6) consecutive years on the board, a director shall remain off the board for at least one year.

Section 3. Removal. The Board of Directors may remove any Member from office during any meeting with a majority vote of 2/3rds.

Section 4. Resignation. Any Director of the corporation may resign at any time.

Section 5. Regular Meetings. Meetings of the Board of Directors shall be held at least four (4) times annually, with the last meeting being the Annual meeting.

Section 6. Special Meetings. Special meetings of the BOD may be requested by any Director with the approval of the executive committee which will determine the place and time.

Section 7. Notice and Waiver of Notice. Every member of the board of directors shall receive notice of any special meeting at least three days before said meeting. A member of the Executive Committee will inform all directors by mail or email and confirm intent to attend.

Section 8. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Action. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 10. Vacancies. When a vacancy occurs on the Board of Directors, the Board of Directors may appoint a new Director to complete that vacated term.

Section 11. Presumption of Assent. A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless: (a) that Director's dissent is

entered in the minutes of the meeting; (b) that Director files a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof; or (c) that Director forward his or her written dissent by certified mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 12. Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or By-laws or any provision of law to be taken by the Board of Directors or Committee thereof at a meeting or by resolution may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors or members of the committee then in office. Such consent shall have the same effect as a vote of such Directors or members and may be stated as such in any Articles or documents filed with the State of Michigan.

ARTICLE II

COMMITTEES

The Chairperson of the Board, or the Executive Director by resolution duly adopted, may designate one or more committees or task forces, the members of which shall be appointed by the Chairperson of the Board or the Executive Director. To the extent provided in a resolution of the Board of Directors, and as limited by these By-Laws and applicable law, each committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the business and affairs of the corporation. Each committee shall fix its own rules governing the conduct of its activities and shall make

such reports or minutes of its activities to the Board of Directors as the Board of Directors may request. Each standing committee shall be chaired by a Board of Directors member and may contain additional board members and non-board members. The chair of each committee shall keep the minutes of each meeting and shall report on the committee's work at the next scheduled Board of Directors meeting. The Executive Director is an Ex-Officio member of all standing committees. The executive committee, composed of the Executive Director, the Chairperson and Vice-Chairperson, shall act on behalf of the board between regularly scheduled board meetings for planning and emergency purposes.

ARTICLE III

OFFICERS

Section 1. Number. Officers of the corporation shall be a Chairperson of the Board, a Vice Chair, a Secretary and a Treasurer, and shall be elected by the Board of Directors.

Section 2. Election and Term of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at its annual meeting. Each officer shall hold office until the next annual officer election.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. Chairperson of the Board. The Chairperson of the Board, if present, shall preside at all meetings of the Board. If there is not a Chairperson, or if the Chairperson is absent, then the

Vice Chair shall preside. The Chairperson of the Board may sign, swear to, execute, file, certify or acknowledge any documents, instruments, agreements, Articles, statements, certificates, or reports, required or permitted to be signed, sworn to, executed, filed, certified, or acknowledged by an officer of the corporation. The Chairperson shall have such other powers and duties as may from time to time be prescribed by the By-Laws or by resolutions of the Board of Directors.

Section 5. Executive Director. The Executive Director shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control all of the business and affairs of the corporation. In the absence of the Chairperson of the Board, the Vice-chair, if present, shall preside at all meetings of the Board. The Executive Director shall have authority, subject to such rules as may be prescribed by the Board of Directors, to appoint such agents and employees of the corporation as the Executive Director shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the Executive Director. The Executive Director shall have authority to sign, execute and acknowledge, on behalf of the corporation, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports and all other documents, or instruments necessary or proper to be executed in the course of the corporation's regular business, or which shall be authorized by resolution of the Board of Directors; and, except as otherwise provided by law or the Board of Directors, the Executive Director may authorize any other officer or agent of the corporation to sign, execute and acknowledge such documents or instruments in the Executive Director's place and stead. In general, the Executive

Director shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice-Chair. In the absence or disability of the Chair, his or her duties shall be performed by the Vice Chair, and said Vice Chair shall perform such other duties as may from time to time be delegated or assigned to him or her by the Board of Directors or by the Chairperson of the board.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices of meetings are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board of Directors or by the Chair.

Section 8. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IV of these By-Laws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors or by the chairperson. If required by the Board of Directors, the Treasurer and any Assistant Treasurer selected by the Board of Directors shall give a bond for the faithful discharge of the duties of the office of Treasurer in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9. Assistants and Acting Officers. Assistant Secretaries and Assistant Treasurers, if any, selected by the Board of Directors shall perform such duties and have such authority as shall from time to time be delegated or assigned to them by the Secretary or the Treasurer, respectively, or the Board of Directors. The Board of Directors shall have the power to appoint any person to perform the duties of an officer whenever for any reason it is impracticable for such officer to act personally. Such acting officer so appointed shall have the powers of and be subject to all the restrictions upon the officer to whose office the acting officer is so appointed except as the Board of Directors may by resolution otherwise determine

Section 10. Salaries. The Board of Directors is a volunteer position. The Executive Director is a paid employee.

Section 11. Service in More Than One Office. Any two offices of the corporation except those of Chair and Vice Chair may be held by the same person but no officer shall execute, acknowledge or verify any instrument in more than one capacity.

ARTICLE IV

CONTRACTS, LOANS, CHECKS AND DEPOSITS; SPECIAL CORPORATE ACTS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contracts to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances but the appointment of any person

other than an officer to acknowledge an instrument required by law to be acknowledged shall be made by instrument in writing. When the Board of Directors authorizes the execution of a contract or any other instrument in the name of and on behalf of the corporation, without specifying the executing officers, the Executive Director or the Secretary may execute the same.

Section 2. Loans. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts. Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Voting of Securities Owned by this Corporation. Subject always to the specific directions of the Board of Directors, any shares or other securities issued by any other corporation and owned or controlled by this corporation may be voted at any meeting or security holders of such other corporation by the President of this corporation or by proxy appointed by the president, or, in the absence of the President and the President's proxy, by the Treasurer of this corporation or by proxy appointed

by the Treasurer; or in the absence of the President and Treasurer, by the Secretary of this corporation or by proxy appointed by the Secretary. Such proxy or consent in respect to any shares or other securities issued by any other corporation and owned by this corporation shall be executed in the name of this corporation by the President, Treasurer or Secretary of this corporation without necessity of any authorization by the Board of Directors, affixation of corporate seal or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of this corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by this corporation the same as such shares or other securities might be voted by this corporation.

Section 6. Contracts Between Corporation and Related Persons.

Any contract or other transaction between this corporation and one or more of its Directors, or between this corporation and any firm or entity of which one or more of this corporation's Directors are Directors, officers, partners, shareholders or employees, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding the Director or Directors participation in such action, if the fact of such interest is disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted as voting upon the matter or in calculating the majority of such quorum necessary to carry

such vote. This section shall not be interpreted to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE V

INDEMNIFICATION

Section 1. Power to Indemnify - Non-Derivative Action. The corporation shall have the power to indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation, by reason of the fact that he or she is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect

to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Power to Indemnify Derivative Action. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Indemnification of Expenses. To the extent that a Director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2, or in defense of any claim, issue or matter therein, he or she shall be indemnified

against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Section 4. Authorization of Indemnification. Any indemnification under Section 1 or 2, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made:

(a) By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings; or

(b) If such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Payment of Expenses Before Final Disposition. Expenses, including attorneys' fees incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such actions suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized herein.

Section 6. Not Exclusive Right. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of

disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, fiduciaries and devisees of such a person.

Section 7. Liability Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under this By-Law.

ARTICLE VI

AMENDMENTS

These By-Laws may be amended or repealed, and new By-Laws may be adopted by affirmative vote of at least two thirds (2/3) of Directors of the corporation then in office at any meeting of the Board of Directors.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall begin on January 1 and end on December 31 in each year.

These By-Laws were adopted as and for the By-Laws of this corporation, by consent of the Directors of the corporation on the 11th day of May 2020.