

ARTICLE I

NAME, OBJECT, GOVERNMENT

Section 1.1 The name of this Association is the "**Juldia Marine Academy Alumni Association**", hereafter abbreviated as JMAAA. Marine Academy for all purposes means the Marine Academy, located in Chittagong, Bangladesh on the east bank of the lower tributary of the river Karnafully.

Section 1.2 The association shall be non-political with a sole purpose to develop and maintain bondage amongst ex cadets of the Marine Academy, Chittagong. The broader goal shall be to promote professional cooperation and interaction with the Maritime industry, aid in development of the Marine Academy, help cadets excel in academic and professional abilities.

Section 1.3 The Association shall be organized as a non-profit Corporation under the laws of the state where it is registered. The offices of the Association shall be located as directed by the Association's Board of Directors.

Section 1.4 The Association shall be governed by this Constitution and the adopted Bylaws.

Section 1.5 JMAAA shall if possible, provide opportunities to the alumni of the Marine Academy, to provide financial and other assistance to the cadets of the Marine Academy by awarding fellowships, scholarships, grants in aid or loans, and by participating in programs designed to heighten and enrich physical, mental and moral life of the cadets of the Marine Academy.

Sections 1.6 Commemorate the lives of alumni, faculty and students of the Marine Academy who have rendered distinguished educational, patriotic or other public services.

Section 1.7 Foster the organization of, cooperate with, and exercise general supervision over regional chapters of the association.

Section 1.8 Lend moral, financial and political supports to the Marine Academy when practicable.

**ARTICLE II
MEMBERSHIP**

CATEGORIES OF MEMBERSHIP

Section 2.1 Regular membership: All ex cadets who graduated from Marine Academy Chittagong are entitled to become a regular member free of annual dues for the remainder of the calendar year. There shall be no initiation contribution for membership. The annual dues contribution shall be that figure arrived at by the Board of Directors prior to the annual membership meeting in December. The figure shall be based on anticipated costs for the ensuing year.

Section 2.2 Associate Member: Any person who has served or is serving as the teaching or administrative staff of the Marine Academy and Bangladeshi Merchant Marine Officer with an internationally accepted (IMO) License will become an Associate member.

Section 2.4 Donor Member: Any person who has donated Tk. 10,000, (Ten thousand takas) or more shall be enrolled as donor Member and his name may be placed on donor board.

Section 2.4 Honorary Member/Patron: Persons of acknowledged eminence, those whom the Association desire to honor for their extraordinary services to Bangladesh Maritime Community or whose association with JMAAA is deemed to be beneficial to the Association may be granted the status of honorary member with prior concurrence of the person concerned. Local chapters, desirous of conferring such an honorary membership shall make proposals, through respective Executive Council to the Board of Directors, (hereinafter termed BoD) for presentation at the ensuing Convention/Reunion. No announcement conferring such membership shall be made until the Convention, or Reunion has adopted a resolution to the effect.

ARTICLE III

ORGANIZATIONAL STRUCTURE; OFFICERS AND DIRECTORS

Section 3.1 The Board shall consist of the following:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer
- e. Regional Vice President (one per region)
- f. Regional Director (one per region)
- g. Immediate past President

Section 3.2 Should a vacancy occur in the Board or any elective office through death, resignation, or other cause, the Board may select a member of the Association to fill the unexpired term of the office, which has become vacant.

Section 3.3 The Board may, by a two-thirds vote, declare any elective office vacant, on the failure of its incumbent from inability or otherwise, to attend Board meetings.

The Board shall thereupon appoint a voting member to serve for the unexpired term of office in which the vacancy occurs. The said appointment shall not render the appointee ineligible to election to any office.

Section 3.4 There shall be an Advisory Board consisting of the Regional Vice President, all past President of JMAAA who are members in good standing but are not voting members of the board, and, in addition thereto, one member to be selected and appointed by the President for each of the last three graduating classes of the Marine Academy preceding the annual election (each to serve for a period of three years), but in no case shall more than one such member be eligible for appointment in any one year. The Board of Directors may appoint additional members to the Advisory Board, who may be known as Honorary Board Members. Members of the Advisory Board, including such Honorary Board Members, shall have the right to attend all meetings of the Board of Directors but shall not be entitled to vote at such meetings.

Section 3.5 The Board shall be responsible for the fiscal affairs of JMAAA and shall present an accounting at the annual membership meeting of JMAAA.

ARTICLE IV
DUTIES OF PRESIDENT, VICE PRESIDENT, SECRETARY, AND TREASURER

Section 4.1 The President, Vice President, Secretary, and Treasurer shall perform the duties legally or customarily attached to their respective offices under the laws of the state where it was registered, and such other duties as may be required by the Board and Bylaws.

Section 4.2 An Executive Committee consisting of the President, Secretary, Treasurer and immediate Past President shall be set up to carry out association's administrative functions between regular board meetings. The Executive

Committee shall file timely reports and recommendations to the Board.

Section 4.3 The President shall sign and execute, the JMAAA and for the Board of Directors, all documents issued by these bodies, and with either the Treasurer, the Secretary or the Vice President all deeds, bonds, mortgages, loan papers, leases and contracts, when duly authorized to do so, and affix or cause to be affixed the JMAAA seal thereto when necessary. The President or an authorized person shall take all actions in accordance with the laws of the state where it was registered.

Section 4.4 It shall be the President's duty to preside at all meetings of JMAAA or the Board of Directors; to stimulate members to attain the highest and most useful professional success; to invite profitable discussion on timely professional topics relative to the Marine Academy, to Graduates and to JMAAA, and to direct the issue of the annual or other reports.

Section 4.5 The Vice President, in order of seniority, shall act in place of the President during his absence or disability and shall direct such major areas of JMAAA activity as may be assigned by the President. A Vice President will sign, with the President, all deeds, bonds, mortgages, loan papers, leases and contracts when duly authorized to do so.

Section 4.6 The Secretary shall conduct such part of the correspondence of JMAAA as shall be assigned to him. He shall keep or have kept an accurate record of the proceedings of all meetings of JMAAA and the Board of Directors. He shall be custodian of all books, papers, documents and records of the corporation and the Board of Directors. These materials shall be permanently housed either in the headquarters of JMAAA or a bank safe deposit box. He shall, when requested by the President, give due notice to all regular and special meetings of JMAAA, the Board of Directors and of standing and special committees. He shall notify all directors, officers and President of the several standing and special committees of their election and appointment. The Secretary will sign with the President all deeds, bonds, mortgages, loan papers, leases and contracts when duly authorized to do so.

Section 4.7 The treasurer shall be fiscal officer of JMAAA. He shall be the custodian of all funds and properties of JMAAA, and shall make recommendations concerning the proper insurance of all properties to the Board of Directors, He shall receive all monies and securities of JMAAA, including

any subscriptions, beneficiary aid and other funds, and deposit same in depositories designated by the Board of Directors. He shall maintain complete and accurate accounts of all receipts and expenditures and shall submit quarterly and annual reports of income and disbursements to the President and be prepared to report at regular and special meetings of JMAAA and Board of Directors. He shall, at JMAAA expense, give the bond for faithful performance of his duties. The treasurer will sign with the President all deeds, mortgages, loan papers, leases and contracts when duly authorized to so.

Section 4.8 In the absence of the President, the Vice President will take his position. All other replacements will immediately be appointed by the Executive Committee followed by a simple majority vote of the Board of Directors via electronic communication or during duly constituted meetings. Officers appointed in this manner shall serve until the next regular meeting of the membership of JMAAA at which Officers are elected and until their successors are elected and qualified. All notices for such matters shall be posted in the JMAAA website. The Secretary shall post the messages in the JMAAA website and also send notices by regular mail or any other communication as deemed by him.

ARTICLE V MEETINGS

Section 5.1 The Association shall hold at least two meetings a year. The first meeting in each year will be held around the end of June with the Annual Business meeting just immediately before 31 December. Over 50% voting (Board of Directors) members shall constitute a quorum for the transaction of business.

Notices of all meetings shall precede the meeting date by not less than seven (7) days; state the business for which the meeting is called, the place and the time of meeting.

A special Meeting of the Association can be called upon at the discretion of the Executive Committee.

Section 5.2 Directors of JMAAA cannot vote by proxy; proxies are permissible to hold the meeting for the purpose of the quorum only.

ARTICLE VI ELECTIONS

Section 6.1 The Nominating Committee of the Association shall consist of not less than five members appointed by the Board of Directors. The Immediate Past President shall chair the Nominating Committee. Members of the Nominating Committee shall be from the Board of Directors.

Section 6.2 Any Member, in good standing, desiring to run for any elective office will be added to the regular ballot by petitioning the Nominating Committee. Five (5) Members in good standing shall endorse the petition and the petition must be presented at the Office of the Secretary on or before October 1, of the year of petition.

Section 6.3 Nominations shall be by majority vote of the Nominating Committee. Members of the Nominating Committee shall be eligible for office.

Section 6.4 The Nominating Committee shall send to the Secretary of the Association not later than the first week of October of each year, a report certified by members of the committee. This report shall list the names of consenting nominees for President, Vice President, Secretary, and Treasurer and Directors at Large, as required by Class rotation.

Section 6.5 All regions are entitled to a maximum of two (2) elected (BoD) members comprising of one (1) Vice President and one (1) Director at large. If the region has less than 10 members in good standing, they will be entitled to one (1) position; i.e. one (1) Regional Vice President only. 10 alumni in one geographical area can form a region. This statute can be amended by a majority vote during the annual BoD meeting.

Section 6.6 The Regional Vice President and the Director at Large shall be elected from among the regional members in good standing for a term of two years.

Section 6.7 The Regional Vice President and the Directors at Large shall be nominated and elected by their respective regions and shall continue in their office until their successor has been elected. A Regional Vice President and the Directors at Large may succeed themselves.

Section 6.8. The Board of Directors shall appoint members to serve as Chairman of the standing committees. These officers shall be subject to removal for cause by a two-thirds vote of the Board of Directors at anytime after one month's notice has been given to the respective Officer and Board of Directors.

Section 6.9. The Board of Directors by a majority vote shall appoint the following members:

- a. Secretary
- b. Treasurer

The above officers will be eligible to vote on the Board of Director's meetings. They are subject to removal for any cause by a two-thirds vote of the Board of Directors at any time after one month's notice has been given to the respective Officer and Board of Directors.

Section 6.10. The Board of Directors or Executive Committee may conduct business by mail, telecommunications or electronic mails whichever suits them best, including casting ballots, to facilitate action on the affairs of the Association, but such actions must be within the directives of the Constitution and Bylaws.

Section 6.11. The Board of Directors shall appoint members to head certain committees as may be deemed necessary.

ARTICLE VII AMENDMENTS TO CONSTITUTION

Section 7.1 A proposition to amend the constitution can be made by a majority vote at the BoD meeting. It can finally be amended by ballots of at least 30% of the membership in good standing and then by a two-thirds majority vote of members voting. Prior notice of alterations or amendments shall be mailed or transmitted electronically to all JMAAA members at least thirty (30) days before the annual elections and shall include the proposed change(s) in the Constitution of the Association. These propositions will be a part of the annual election ballots and governed by section "G" of the bylaws.

ARTICLE VIII ETHICS

Section 8.1 Each member, regardless of membership class, shall abide by the CODE OF ETHICS contained in the Bylaws of the Association.

Section 8.2 Each member, regardless of membership class, shall agree to be governed by the grievance procedures contained in the Bylaws of the Association.

BY-LAWS

A. MEMBERSHIP

A 1. APPLICATIONS

a. All applicants for all types of membership shall be submitted on the approved form.

B. DUES

B 1. The Board of Directors may, at its discretion, by a majority ballot vote of its duly elected members, change any then existing schedule of dues for membership, and may provide for the payment of dues in installments. No increase of dues shall be effective unless announced by publication or by letter to the membership at least two months prior to the beginning of the period in which the increase is to be effective.

B 2. Regular membership annual dues in full are payable on January 1, of each calendar year. Dues will be delinquent on March 31, of each year.

a. Delinquent dues are due and collectible from any member unless, prior to June 1, of the year of delinquency, the member petitions the Board of Directors for special arrangements.

b. Members shall be able to pay dues in installments.

c. Members shall not be entitled to any return of fees or dues upon severing their connection with the Association.

d. The Board of Directors shall immediately strike any member who has not paid his dues prior to June 1, or petitioned the Board of Directors per B 2.a., from the membership rolls without additional notification or action.

- e. Life membership: Any member can pay a lump sum amount at one time and become a life member.
- f. Membership fee schedule is indicated in the application form.

- B3:
- a. Associate Member: No fees
 - b. Donor Member: No fees
 - c. Honorary Member/Patron: No fees

C. TERMINATION

- a. If any member is convicted by a competent Court of Crime could be terminated by the Board of Directors during the meetings. Any member in good standing can bring allegations against such a member to the attention of the Secretary.
- b. Upon receipt of the allegations, the Secretary shall advise the President who shall properly cause a Board of Investigation to be convened by the Regional Vice President of the region wherein the party against whom the allegation(s) have been made resides.
- c. The Secretary shall present to the Regional Vice President copies of all documents pertaining to the allegations. The Regional Vice President shall appoint a President and three members in good standing who will constitute the Board of Investigation. The Board of Investigation is charged with determining the facts of the case and will, present to the Secretary their written findings, together with recommendations of the Board of Investigation to the Board of Directors.
- d. The findings of the board of investigation shall be circulated to the board of directors electronically (if possible by mail or verbally) at least 7 days prior to the next board of directors meeting where the board may expel such a member by a majority two-thirds votes.

D. TERMS OF OFFICE

D 1. The President and the Vice President shall hold office for a two-year period and shall be nominated and elected as provided in the Constitution.

- a. The President, and the Vice President shall not be eligible for immediate re-election.

b. The term of all newly elected officers and directors shall begin at the adjournment of the Board of Directors meeting held just prior to the Annual Business meeting.

c. The officers shall continue in their respective offices until their successors shall have been elected and accepted their offices.

D 2. All elected officers shall be subject to removal for cause by two-thirds of the duly elected members of the Board at any time after one month's notice has been given the elected officer.

E. REGIONAL AREAS

E 1. Duly organized regional chapters shall be supported financially by the headquarters on an annual basis as determined by the Board of Directors. Rebate levels will be set up by the Board of Directors one year in advance and the Chapters will be so advised. An amount equal to the rebate rate shall be forwarded to the Chapters in January of each year for each dues paying member credited to the Chapter.

E 2. Regional areas shall hold at least one meeting a year. The purpose of this meeting is to provide an opportunity for personal contact between members and timely discussions and talks.

E 3. A financial statement and a report of Regional meetings held will be submitted in writing to the Secretary by each Regional Vice President no later than 1st March of each year.

E 4. The geographic boundaries of the regions may be changed by majority vote of the Board of Directors.

F. FINANCE

F 1. The fiscal year of the Association shall be from December 1, to November 30, of each year.

F 2. The accounts of the Association and of all funds and trusts committed to the Treasurer's charge shall be submitted, reviewed and compiled at least once in each year by a Special Audit, the scope of such Audit shall be determined by the BOD, and a report of such audit shall be

submitted to the BOD at least 30 days prior to the next General Meeting.

F 3. The Treasurer, in conjunction with the headquarters, the President, and/or the Vice President, shall prepare an operating budget for the each fiscal year and present same to the Board of Directors at least 30 days prior to the General Meeting.

G. BALLOT FOR ELECTION OF OFFICERS

G 1. The Secretary shall mail and /or announce in the JMAAA website, on or before the First of November, to vote, a ballot listing the nominees of record as of October 1. If he announces and puts the ballot form along with pertinent information in the JMAAA website, it shall be deemed official. The ballot shall show for each nominee the office for which he is nominated. The date of closure of voting, November 30, shall be stated on the ballot.

G 2. The tellers (Election Commissioners) of Election of Officers shall consist of the Secretary and two (2) Directors appointed by the President to serve with the Secretary. The Secretary shall serve as moderator.

G 3. The voter shall enclose his ballot properly completed in a sealed ballot envelope on which the voter shall, for identification, sign his name in ink. The ballot thus prepared and enclosed shall be mailed or delivered unopened to the Tellers of Election of Officers. In the event of any question as to right of any voter to cast a ballot or as to the authenticity of the signature on the envelope, the Secretary shall provide information pertinent to the question and serve as moderator. Any ballot showing votes for more than there are officers to be elected shall be rejected by the Tellers. The Tellers shall not accept any mail ballots after November 30.

G4. If the mails do not reach the headquarters by November 30, JMAAA cannot be held liable for delay of the mail. It is the obligation of the member to assure the mail to arrive the headquarters before 30th November. It is suggested that all overseas regions should set up a mailing pouch where members can deliver their sealed ballots and the overseas Vice President could courier the ballot assuring that they will reach the headquarters before 30th November. No matter what the circumstances, the ballots will not be counted if they reach after 30th November.

G5. There will also be a ballot box open at the headquarters and/or designated locations on December 1 where members with legitimate identifications can physically drop their ballots. The times for dropping ballots shall be 9 AM to 4 PM.

G6. The date as noted in section G5 could be adjusted if it falls on local holidays or other days when the movement of people and transportation is threatened for disruption. In any event, the Executive Committee is empowered to decide alternate date. But this date has to be within 14 days of the original date.

G7. On December 15, or within seven days thereafter, the Tellers shall open and canvass the Ballots and forthwith the Secretary shall inform the Board of Directors and the candidates of the results. The election results, as certified by the Tellers, shall be submitted at the first Board of Directors meeting of the year and at the Annual Business Meeting of the Association.

G8. In the case of a tie vote for any office, the presiding officer at the Annual Business Meeting shall cast the deciding vote.

G9. In any election of officers when only one (1) nominee is proposed for each office as stated in Article III of the Constitution, the Secretary shall prepare a ballot for the sole nominee for the office and the Tellers shall so certify. The Secretary shall not be required to poll the membership.

H. Compensation

There will be no compensation paid to the members of the Board of Directors (BoD). The position is completely voluntary.

I. AMENDMENTS

These Bylaws may be amended by a two-thirds majority vote of the Board of Directors. Prior notice of alterations or amendments shall be mailed or placed on the JMAAA approved website(s) before the date of any meeting at which such alterations or amendments are to be considered for vote. Announcements in the JMAAA website will be considered final.

J. ETHICS NAD GRIEVENACES

All members are expected to maintain normal ethical standards. They will not act in way as to hurt the association or the Marine Academy in any manner. All actions should be taken inside the association in accordance with the constitution.

All grievances should be submitted in writing to the Secretary who will inform the President within 7 days. The President shall properly cause a Board of Investigation to be convened by the Regional Vice President of the region.

The Secretary shall present to the Regional Vice President copies of all documents pertaining to the allegations. The Regional Vice President shall appoint a President and three members in good standing who will constitute the Board of Investigation. The Board of Investigation is charged with determining the facts of the case and will, present to the Secretary their written findings, together with recommendations of the Board of Investigation to the Board of Directors.

The findings of the board of investigation shall be circulated to the board of directors electronically at least 7 days prior to the next board of directors meeting where a short discussion will be held and a decision made by a simple majority vote.

K. STRATEGIC PLAN

JMAAA shall formulate and maintain a strategic plan for the organization. By August 1 of each year, the Executive Committee will provide to each member of the Board of Directors the proposed Strategic Plan for the following year. During the next Board of Directors meeting, the Board of Directors will ratify the Strategic Plan for the following year.

L. BOARD OF DIRECTORS MEETINGS

K 1. Only agenda items shall be discussed and proposed for voting at the BoD meetings. The board member with an agenda shall fill out an agenda form and this must reach the headquarters 30 days before the scheduled meetings. It could be sent by mail, fax or electronic mail. The headquarters shall not be held liable for missed communications unless the member can produce records that show indeed it was received at the headquarters.

K 2. Upon completion of all agenda items, the President will ask the Bod for any unfinished or new business. Only at that

time and time permitting, reasonable items can be briefly discussed, put off for the next meeting or pass the agenda to the executive committee or sub-committees for their future discussion and decision, all within the parameters of this constitution and the by-laws and finally ratified by the BoD in their next meeting.

K 3. All board meetings will be held in a civilized manner in accordance with Roberts Rule of Order, excerpts of which will be circulated to board members for ready reference. The President (or the acting President) will oversee the normal decorum of the meetings and could reprimand board members for wrongful behaviour and in extreme cases is empowered to order extraction of an unruly member from the Board of Directors meeting.

K 4. Proceedings of the meeting shall be recorded either
(1) by a court reporter or
(2) recorded by tape recorders attended to by professional attendants.

K 5. When the President permits the board to have a private discussion he shall so direct the reporters to put off the recording by saying "off the record". The BoD meetings will be recorded in English and hence the Directors are urged to speak in English.

K 6. The recordings in dictum shall be printed word for word and will be circulated to the BoD.

K 6. The following order of business shall, to the extent practicable, be applied during meetings of the membership of JMAAA and of the Board of Directors.

Calling of order
Reading of minutes of Previous Meeting
Reports of Officers
Report of Board of Directors
Reports of other Committees
Unfinished business
New Business
Proposals for membership
Election of New Members
Nomination of Election of Officers and Board of Directors