



**Bylaws**  
**Of**  
**Association for the Development of Pakistan**

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**ARTICLE 1**  
**OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of its business is located in Suffolk County, Massachusetts.

**ARTICLE 2**  
**PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

The primary objective and purpose of this corporation shall be to enhance the lives of Pakistan's poor and underprivileged through support for social development projects.

**ARTICLE 3**  
**DIRECTORS**

**SECTION 1. NUMBER**

The corporation shall have three (3) to nine (9) directors. These numbers may be changed by amendment of this Bylaw

**SECTION 2. POWERS**

Subject to the provisions of the appropriate laws and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

**SECTION 3. DUTIES**

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws
- (b) Prescribe the duties of all officers, agents and employees of the corporation
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly
- (d) Meet at such times and places as required by these Bylaws

**SECTION 4. TERMS OF OFFICE**



Each director shall hold office for one year from the date of his/her election to the Board of Directors.

#### **SECTION 5. ELECTION OF NEW DIRECTORS**

Board Members that are not Officers (refer to article 4 section 1) will be elected by a majority vote of existing Directors at a meeting when the term of an existing Board Member is ending. Any active member may stand for election to the Board of Directors. An existing director whose term is ending, may stand for re-election. The serving President will be members of the Board.

#### **SECTION 6. COMPENSATION**

Directors shall serve without compensation

#### **SECTION 7. REGULAR AND ANNUAL MEETINGS**

Regular meetings of Directors shall be held once every month.

#### **SECTION 8. SPECIAL MEETINGS**

Special meetings of the Board of Directors may be called by the Chairperson of the board, the President, or by any two directors

#### **SECTION 9. NOTICE OF MEETINGS**

Meetings of the board shall be held upon four (4) days' notice

#### **SECTION 10. QUORUM FOR MEETINGS**

A quorum shall consist of two-thirds of the number of Directors in office.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, is not present.

#### **SECTION 11. MAJORITY ACTION AS BOARD ACTION**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless otherwise specified in these by-laws

#### **SECTION 12. CONDUCT OF MEETINGS**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so elected or, in his or her absence, the President of the corporation, or in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

#### **SECTION 13. VACANCIES**



Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Directors may be removed without cause by a unanimous vote of all other directors then in office, or a two-thirds majority of all active members

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by the approval of the members. The members, if any, of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

#### **SECTION 14. NON-LIABILITY OF DIRECTORS**

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

### **ARTICLE 4** **OFFICERS**

#### **SECTION 1. NUMBER OF OFFICERS**

The officers of the corporation shall be the President, the Secretary, and the Treasurer.

#### **SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any active member may serve as officer of this corporation. Officers shall be elected by a majority vote of active members every year at the Annual General Body Meeting, and each officer shall hold office until he or she is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. The President shall automatically become members of the Board upon taking office. Once their term ends, the officers will no longer be part of the Board of Directors.

#### **SECTION 3. SUBORDINATE OFFICERS**

The Board of Directors may appoint such other subordinate officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

#### **SECTION 4. REMOVAL AND RESIGNATION**

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation.

#### **SECTION 5. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be temporarily filled by the Board of Directors until the next Annual General Body Meeting. In the event of



a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as another officer is elected. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

#### **SECTION 6. DUTIES OF PRESIDENT**

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

#### **SECTION 7. DUTIES OF SECRETARY**

The Secretary shall:

Certify and keep a copy of these Bylaws as amended or otherwise altered to date.

Keep a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of all company records

Keep a membership book containing the name of each member, whether active or not as defined by these by-laws and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.

Exhibit at all reasonable times to any director of the corporation, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### **SECTION 8. DUTIES OF TREASURER**

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.



Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

## **ARTICLE 5** **MEMBERS AND MEETINGS**

### **SECTION 1. DETERMINATION OF MEMBERS**

Membership is open to all individuals, irrespective of their race, sex, religion, or nationality. There are no membership dues. The Board of Directors reserves the right to deny/revoke membership at any time. Any member who has attended at least two of the prior six Regular Meetings is an active member (or voting member) and has a right to vote in officer elections and other decisions that may be subject to member approval. All directors, officers and members of committees appointed by the Board of directors will be considered active members

### **SECTION 2. MAJORITY ACTION AS MEMBER ACTION**

Every act or done or made by a majority of the active members present at a meeting duly held at which a quorum is present is the act of the members, unless otherwise specified in these by-laws

### **SECTION 3. MEETINGS**

- **Regular Meeting:** A Regular Meeting will be held at least once a month, preferably every week. The Regular Meeting is the place where members meet and set the agenda for the weekly/monthly activities. Important decisions regarding project review and support, fund-raising activities of the chapter etc. will be discussed and made/initiated at the Regular Meeting. Project approval and other decisions can be passed at the Regular Meeting according to guidelines that may be determined by the Board of Directors.



- **General Body Meeting (GBM):** This meeting is open to all members. Any issues not directly related to the set agenda can be raised for discussion by any member with approval from the secretary. The GBM would be presided over by the President. A GBM shall be held once every year. Some of the important functions of the GBM are as follows: (i) to make a special effort to reach out to more people of diverse qualities and aptitudes by inviting those who have shown interest but never attended, or who have attended occasionally in the past and offered interesting ideas, (ii) to give update to the members on the on-going projects, (iii) to discuss the budget, progress and targets for the next period, (iv) to discuss new ideas for awareness of ADP, (v) to hear and respond to a periodic report by members of committees as may be appropriate, (vi) to hold elections every year and select officers by majority vote, and (vii) to resolve special issues such as, amending the by-laws.

#### **SECTION 4. QUORUM**

The quorum for Regular Meetings shall be defined as attendance of at least 6 active members and at least one-third of the members of the Board of Directors.

The quorum for General Body Meetings shall be defined as attendance of at least half of all active members and at least two-third of the Board of Directors

### **ARTICLE 6** **COMMITTEES, ADVISORS AND CHAPTERS**

#### **SECTION 1. COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board.

#### **SECTION 2. BOARD OF ADVISORS**

The Board of Directors may from time to time appoint persons to a Board of Advisors. The Board of Advisors will provide advice, references and other assistance as may be prescribed by the Board of Directors. Recommendations of the Board of Advisors shall not be acted upon without the express approval of the Board of Directors.

#### **SECTION 3. CHAPTERS**

The Board of Directors may from time to time permit members in certain cities to establish local chapters. Such chapters shall be encouraged to operate independently, subject to some guidelines that may be approved by the Board of Directors



**ARTICLE 7**  
**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**SECTION 1. EXECUTION OF INSTRUMENTS**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation of an amount greater than \$100 shall be signed by the Treasurer and countersigned by the President of the corporation. For any amount less than \$100, such instruments may be signed by either the Treasurer or the President.

**SECTION 3. 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 4. GIFTS**

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

**ARTICLE 8**  
**CORPORATE RECORDS AND REPORTS**

**SECTION 1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of Massachusetts:

(a) Minutes of all meetings of directors, and of all meetings of members, indicating the time and place of holding such meetings, the names of those present and the proceedings thereof;

(b) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

**SECTION 2. DIRECTORS' INSPECTION RIGHTS**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.





### **SECTION 3. ANNUAL REPORT**

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

### **ARTICLE 9** **FISCAL YEAR**

#### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

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

### **ARTICLE 10** **AMENDMENT OF BYLAWS**

#### **SECTION 1. AMENDMENT**

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of two-thirds majority of active members, and two-thirds majority of the Board of Directors, of this corporation.

### **ARTICLE 11** **PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

#### **SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the



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corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; 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, if any, 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 voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.