

BYLAWS
of
BACHAO

TABLE OF CONTENTS

ARTICLE 1	NAME & LOCATION	2
ARTICLE 2	DURATION.....	2
ARTICLE 3	NON PROFIT PURPOSES	2
ARTICLE 4	MEMBERS	2
ARTICLE 5	BOARD OF DIRECTORS	4
ARTICLE 6	OFFICERS.....	5
ARTICLE 7	COMMITTEES.....	7
ARTICLE 8	AMENDMENTS	7
ARTICLE 9	INDEMNIFICATION.....	7
ARTICLE 10	DISSOLUTION	7
ARTICLE 11	PROHIBITION AGAINST SHARING CORPORATE PROFITS.....	7
ARTICLE 12	MISCELLANEOUS	8

ARTICLE 1: NAME AND LOCATION

1.1 NAME: The name of this Corporation is **BACHAO** (hereinafter referred to as "the Corporation")

1.2 PRINCIPAL OFFICES: The principal office of the Corporation shall be located at:

**385 East Colorado Boulevard, Suite 200
Pasadena, California 91007**

The Corporation may also maintain offices at such other locations as the Board of Directors may from time to time determine.

1.3 EFFECTIVE DATE OF ADOPTION OF BYLAWS: These bylaws shall be effective as of the 19th day of June, 2008.

ARTICLE 2: DURATION

The duration of the Corporation shall be perpetual unless otherwise provided for in the Articles of Incorporation.

ARTICLE 3: NONPROFIT PURPOSES

3.1 INCORPORATION OF I.R.C. SECTION 501(c)(3) PURPOSES: This Corporation is organized exclusively for one or more of the tax exempt purposes as specified in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall not be organized or operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any person or entity.

3.2 EXCLUSIVE CORPORATE PURPOSES: The purposes of the Corporation shall be subject to 3.1 above and subject to the express provisions of the Articles of Incorporation.

ARTICLE 4: MEMBERS

4.1 CLASSES OF MEMBERS: The Corporation may admit other persons or entities to membership as provided in the Articles of Incorporation. Subject to the provisions of the Articles of Incorporation, the initial directors shall upon their acceptance be the sole members of the Corporation with the right to vote on changes to the Articles of Incorporation or bylaws. By acceptance, the directors shall be deemed to adopt these bylaws as the initial bylaws of the Corporation.

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4.2 ANNUAL MEETINGS: As the Board of Directors so determine in accordance with the applicable state law, the Corporation shall hold an annual meeting for the purpose of transacting such business as may properly come before the meeting.

4.3 SPECIAL MEETINGS: Special meetings of the membership may be called on notice at any time for a specified business purpose by the President or one-third (1/3) of the Board of Directors or by the written request of twenty-five percent (25%) of the members of the Corporation entitled to vote thereon.

4.4 PLACE OF MEETINGS: The Board of Directors may designate any location within its state of incorporation as the place of meeting for any annual meeting or any special meeting of the membership, or in the absence of such designation, the meeting shall be held at the principal office of the Corporation of the members (unless waived in writing by all those entitled to vote thereon)

4.5 NOTICE OF MEETINGS; WAIVER OF NOTICE: Notice of any annual or any special meeting, stating the purpose or purposes of the meeting, the time, date and place where it is to be held, shall be sent by any appropriate means of written communication not less than ten days nor more than sixty days before the meeting to all members entitled to vote thereat at their last known addresses (if any). Notice of any meeting need not be given to any director or member who signed a waiver of notice or a written consent to holding of such meeting, whether before or after the meeting, or who attends the meeting without protesting, or an approval of minutes thereof. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of such meetings.

4.6 EFFECTIVE ACTION: Unless otherwise provided for herein, the Board of Directors shall determine by amendment to these bylaws what constitutes a quorum for the purposes of taking any action at any annual meeting or special meeting, and/ or of the persons present and entitled to vote thereon and/ or the person voting thereon as required for effective action and the methods by which such vote is to be given and counted for such purpose.

4.7 PARTICIPATION IN MEETINGS: Members of the Board may participate in any meeting through use of conference telephone or other similar communication equipment, as long as all Directors participating in such meetings can hear one another.

4.8 ACTION WITHOUT MEETING: Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall be filed with the corporate records of the proceedings of the Board.

4.9 ONE VOTE PER MEMBER: Except as otherwise provided in the Corporation's Articles or any amendment hereto, each member of the Board shall be entitled to one vote on each matter submitted to a vote.

ARTICLE 5: BOARD OF DIRECTORS

5.1 INITIAL BOARD: The person(s) listed below shall, upon their acceptance of these bylaws, serve as the initial directors. The initial directors subject to removal, death, incapacity or resignation shall serve until the election and qualification of their respective successors as is provided by the applicable state law.

5.2 RESIGNATION: Any director may resign on giving thirty (30) days advance written notice thereof.

5.3 DUTIES, POWERS AND COMMITTEES

(a) The Board of Directors shall be responsible for the control and management of the affairs, property and interests of the Corporation, including but not limited to, keeping the members adequately informed of activities of the Corporation, and planning and supporting programs and activities consistent with the Corporation's purposes.

(b) The Board of Directors shall appoint officers and appoint committees to assist the Directors in the conduct of the Corporation' affairs.

5.4 MEETINGS: Meetings shall be held at such times regular or irregular intervals of time and at such places as the Board shall fix in advance or as may be called by the President or one-third (1/3) of the Board of Directors on at least least ten (10) days prior to the date of the meeting .

5.5 NOTICE OF MEETINGS: The Secretary, or any other person designated by the President, shall deliver written or printed notice of the time and place of meetings of the Board of Directors personally, or by U.S. mail, or by email, addressed to them as it appears on the books of the Corporation at least ten (10) days prior to the date of the meeting, provided, however, that notice of all regular meetings is hereby dispensed with.

5.6 QUORUM: Two-thirds (2/3) of Board of Directors shall constitute a quorum for the transaction of business, and all actions of the Board of Directors shall be determined by consensus, or if a consensus cannot be achieved, by a majority vote of those voting. This quorum shall be sufficient except as provided in Article(s) 6.7, and Article(s) 8.

5.7 VACANCIES: Any vacancy in the Board of Directors (whether created by resignation, removal, death or incapacity or by increase in the number of members) may be filled by a majority vote of the remaining directors, at any meeting of the Board of Directors.

5.8 REMOVAL OF DIRECTORS: Any director may be removed from office by a majority vote of the remaining Directors at any meeting at which notice of removal has been given as hereinafter provided, with or without cause. Any director proposed to be removed shall be entitled to at least ten (10) days advance written notice, with confirmation of receipt thereof, of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

5.9 CHAIR: At all meetings of the Board of Directors, the President or Vice-President, or in their absence, a chair chosen by the directors present shall preside.

5.10 CONFLICT OF INTEREST: If any occasions arise when a member of the Board of Directors or an Officer of the Corporation has or might have a financial interest in or affected by a contract or transaction upon which action is to be or might be taken or withheld by such Board of Directors or a committee thereof, then:

(a) All material facts as to such financial interest shall be disclosed by such member or officer to the members of such Board of Directors or committee prior to their consideration of such contract or transaction. Such disclosure shall be recorded in an annual conflict of interest statement signed by such member and officer or, if not previously disclosed in such statement, when the matter at interest first comes up or should come up for consideration by such Board of Directors or committee.

(b) The member or officer having such financial interest on any matter at the meeting at which such consideration is given shall not vote or use any personal influence in regard to that matter (except that the member may state a position on the matter and respond to questions about it); however, such member or officer may be counted in determining the quorum for the meeting at which the matter is voted upon. The minutes of the meeting shall reflect that the disclosure was made and the abstention from voting.

(c) Subject to such disclosure and abstention in voting and any limitation under the law, these bylaws, and the terms of its appointment as such, the Board of Directors or committee may authorize any contract or transaction in which and any such member or officer has or might have a financial interest in or affected thereby.

5.11 COMPENSATION: No member of the Board of Directors or Officers of the Organization shall receive any compensation or salary for his or her services from the corporation. The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

5.12 NUMBER OF DIRECTORS: This Corporation shall have at least three (3) members of the Board of Directors and no more than seven (7) members of the Board of Directors.

ARTICLE 6: OFFICERS

6.1 POSITIONS, ELECTION AND TERM OF OFFICE

(a) The officers of the Corporation shall consist of a President, a Secretary, a Treasurer and such other officers with such powers and duties not inconsistent with these Bylaws as may be determined by the Board of Directors.

(b) Officers of the Corporation shall be elected by the Board of Directors.

(c) Each officer shall, subject to removal, resignation, death or incapacity, serve for such term, if any, as is specified by the Board of Directors and until his or her successor shall have been elected and qualified.

6.2 VACANCIES: A vacancy in any office shall be filled for the unexpired by the Board of Directors at any meeting of the Board.

6.3 PRESIDENT: The President shall be the chief executive officer of the Board of Directors, shall have general charge of the business, affairs and property of the Corporation in its day to day operation, and shall do and perform such other duties as may be assigned to him or her by the Board of Directors, and shall be an ex-officio member of all committees.

6.4 VICE-PRESIDENT: If elected, during the absence or disability of the President, the Vice-President shall exercise all the functions of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If the office of the President should become vacant, the Vice-President shall assume such office for the un-expired term if any be specified. The Vice-President shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors.

6.5 SECRETARY: The Secretary shall:

- (a) Keep or cause to be kept a book of minutes of all the meetings of members and of the Board of Directors and of the Executive Committee, if any;
- (b) Cause all notices to be duly given in accordance with the law and the provisions of the Bylaws;
- (c) In general, perform all duties incident to the office of the Secretary.

6.6 TREASURER/ Chief Financial Officer (CFO): The Treasurer/CFO shall:

- (a) Have charge of and supervision over and be responsible for the funds, securities, negotiable instruments, receipts and disbursements of the Corporation;
- (b) Keep, or cause to be kept, all the books of account of all the business and transactions of the Corporation in accordance with generally accepted accounting principles;
- (c) Render to the President, or the Board of Directors, and to the members, whenever requested, a statement of the financial condition of the Corporation (including the financial interests of its activities) and of all his or her transactions as Treasurer.
- (d) In general, perform all duties incident to the office of the Treasurer.

6.7 REMOVAL OF OFFICERS: Any officer may be removed from office by a majority vote of the Board of Directors, at any meeting which notice of removal has been given as hereinafter provided, with or without cause. Any such officer proposed to be removed shall be entitled to at least ten days advance written notice with confirmation of receipt of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting, but even if a member of the Board, shall not be entitled to vote.

6.8 LIMITATION OF OFFICERS: No officer of the Corporation shall incur any obligation or withdraw any funds or transfer any asset except in the ordinary course of his or her duties and subject to the limitations thereon as may be imposed thereon by the Board of Directors. In any event, unless the Board expressly authorizes no obligation shall be incurred or withdrawal made or asset transferred except on the signature of the President or Vice President and the signature of the Secretary or Assistant Secretary. At the discretion of the Board, any officer may be required to post a bond for the faithful

discharge of his or her duties in such sum and with surety as the Board of Directors determine, the expense of such bonding to be paid by the Corporation.

ARTICLE 7: COMMITTEES

7.1 APPOINTMENT: The Board of Directors may appoint any committees, for any purposes and duration that it deems necessary. The Board of Directors may create committees which may be permanent, ad hoc, special, or other committees for a particular project. An example would be a committee for educational affairs, social affairs, publications, annual fund raising, or special projects or requirements not yet defined.

All committees shall provide for the appointment of its members and chairperson, state its purpose, and provide the procedure for its operation and termination. A two third majority of the Board of Directors must approve all appointments to a committee and its operations

ARTICLE 8: AMENDMENTS

The Board of Directors shall have the power to amend or alter the bylaws by an affirmative vote of two-thirds of the Board of Directors, at any regular or special meeting called for that purpose.

ARTICLE 9: INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted by law its officers, directors, employees, agents and other representatives against any loss, liability, cost or expense including attorneys fees in any way arising out of any act or omission taken or omitted in good faith belief that such act or omission was lawful and furtherance of the Corporation's purposes.

ARTICLE 10: DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation in accordance with the law, exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized for substantially the same purpose as this Corporation, as the Board of Directors shall determine.

ARTICLE 11: PROHIBITION AGAINST SHARING CORPORATE PROFITS

This Corporation is organized exclusively for one or more of the tax exempt non profit purposes. No Member, Director, Officer, employee or other person connected with this Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this

provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as designated in the Articles of Incorporation, and more specifically designed or fixed by resolutions 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.

ARTICLE 12: MISCELLANEOUS


11.1 BANK ACCOUNT: The funds of the Corporation shall be deposited or kept with a bank or trust company selected by the Board of Directors.

11.2 ACCOUNTING YEAR: The ending month of the accounting year of the Corporation shall be the month of December or such other month as the Board of Directors shall determine.

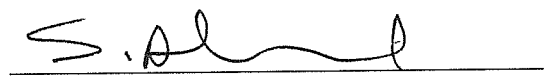
11.3 USE OF CORPORATION NAME: No Director of this corporation shall use the name of the organization for the endorsement or sponsorship of any individual or any issue, event, or organization without the express approval of the Board of Directors.

11.4 PREEMPTION CLAUSE: In the event there is any contradiction between these bylaws and the applicable laws of any state or the applicable laws of the Federal government, the applicable laws of that state or of the Federal government shall preempt these bylaws.


ADOPTED AS OF THE DAY FIRST WRITTEN ABOVE.


Initial Director, Saiful Islam, Ph.D.

06/19/08
Date


Initial Director, Salahuddin Ahmed, Ph.D

06-19-08
Date


Initial Director, HK Mohammed A. Chowdhury

06.19.08
Date