

ARAB AMERICAN ASSOCIATION OF ENGINEERS AND ARCHITECTS
CONSTITUTION AND BY-LAWS

PREAMBLE

We, Engineers, Architects, and Information Technology professionals and students of Arab heritage by ancestry or affinity, residing in the United States of America, recognizing the need for constructive technical interaction among various engineering, architectural, and information technology disciplines, and desiring to enhance our professional development do hereby promulgate the following Constitution and By-Laws:

ARTICLE I - NAME, PLACE OF REGISTRATION AND OBJECTIVES

Section 1. Name: Arab American Association of Engineers and Architects (AAAEA), Capital Area Chapter (MD, VA, and DC).

Section 2. Place of Registration: State of Maryland, United States of America.

Section 3. AAAEA is a non-profit, non-political, and non-religious association, with the following objectives:

- A. To further the Public Welfare in relation to engineering and architectural knowledge and to act upon matters concerning the Engineering, Architectural, and Information Technology Professions.
- B. To promote cooperation and mutual assistance among its members.
- C. To provide resources for review courses that help members and non-members prepare for examinations in order to become licensed as engineers and registered architects; and to conduct technical seminars to update members' knowledge in technology and regulations affecting their Professions.
- D. To establish scholarship programs to assist qualified and talented students in their academic studies to pursue engineering, architecture, and information technology careers.
- E. To cooperate with other professional organizations in relation to matters consistent with the by-laws, and the professional ethics and standards.
- F. To establish a presence in the Engineering, Architecture, and Information Technology professions.
- G. To serve the professional interest of the general membership and to strive to promote professional consciousness and fellowship through collective interdisciplinary activities all in accordance with recognized and established professional ethics, and within applicable laws.
- H. To promote and assist the creation of student chapters at colleges and universities in the Capital Area.
- I. To not carry on any activities not authorized to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3), 501 (c) (6), or by an organization to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code.
- J. To not carry on propaganda or otherwise attempt to influence legislation, and shall not participate in any political campaign on behalf of any candidate running for public office.

ARTICLE II - GENERAL MEMBERSHIP

Section 1. Definition of an Engineer, Architect, or Information Technology (Graduate): Any person who holds a degree in Engineering, Architecture, or Information Technology from an accredited institution, or is practicing any of these professions.

Section 2. Regular Full Members are those individuals, defined by Article II, Section 1, who subscribe to the By-Laws and who are Arab and/or of Arab ancestry or affinity residing in the United States of America and/or residing temporarily in other countries (but not to exceed two years) and who intend to come back to reside in the USA. The Regular Full Member shall have the right to vote on all proposals submitted to the membership at large and the right to attend all meetings of the Association. The Regular Full Member is also eligible to hold any office and receive any honor bestowed by the Association.

Section 3. Associate Members are those individuals who do not meet the requirements of Article II, Section 1 or Article II, Section 2, and who have expressed and demonstrated interest in the Association. The Associate Member shall have all the privileges of the Regular Full Member including the right to attend and participate in all meetings of the Association, but excluding the right to vote or to hold an office.

Section 4. Honorary Members are distinguished Professionals chosen by the Executive Board of the Association. The Honorary Member shall have all the privileges of the Regular Full Member including the right to attend and participate in all meetings of the Association, but excluding the right to vote or to hold an office.

Section 5. Student Members are students who are studying Engineering, Architecture, or Information Technology and have the interest to participate in the Association. The Student Member shall have all the privileges of the Regular Full Member including the right to attend and participate in all meetings of the association, but excluding the right to vote or to hold an office.

Section 6. Life Members are members age sixty and older, have been in good standing with the Association for a minimum of ten (10) years, shall have been retired from actively practicing engineering or architecture, and shall have made a written request to the Executive Board for such a membership classification or has been nominated by an Executive Committee member. The Life Member shall have all privileges of the Regular Full Member including attending and participating in all meetings of the Association, and have the right to vote and hold an office.

Section 7. Corporate Members are those engineering, architecture, and information technology companies who have expressed and demonstrated interest in the Association. A Corporate Member shall be granted up to 5 memberships. These members shall have all privileges of the Regular Full Member including attending, participating in all meetings of the Association, and have the right to vote or hold an office, subject to the requirements of Article II, Sections 1 and 2.

Section 8. Membership in the Association shall be accomplished by filing the appropriate application form and an approval by the Membership Committee and payment of dues.

Section 9. All members are entitled to receive, a copy of the Professional Code of Ethics, and a copy of the By-Laws of the Association upon written request.

ARTICLE III - BUDGET, DUES AND DONATIONS

Section 1. Dues.

The annual membership fees for Regular Full Members, Associate Members, Student Members and Corporate Members will be determined by the Executive Committee and up-dated on yearly bases.

The Honorary and Life Members shall pay no dues.

The Corporate membership fee is five times the annual membership dues for an individual Regular Full Member to be paid annually.

Section 2. The Association may accept donations and contributions, and engage in fund raising activities subject to the requirements of pertinent laws and regulations.

Section 3. Operating Funds: The Operating Funds of the Association shall consist of fees, dues, contributions, donations and other amounts which may have been received or collected under the foregoing sections. Such funds shall only be disbursed by authority of the Executive Board, except as expressly authorized in other articles and sections of these By-Laws.

Section 4. Scholarship Trust Funds: These funds shall be for the purpose of granting scholarships as described in Article X of these By-Laws.

Section 5. The fiscal year shall be each calendar year spanning the period from January 1 to December 31. The outgoing Executive Board shall present a budget for their activities during the General Assembly Meeting in December of each year.

Section 6. All Disbursements and financial activities should be signed by the President and the Treasurer.

Section 7. No part of the earnings of this Association shall be distributed to its members, trustees, officers, or other private persons except for paying reasonable compensation for services rendered or expenses paid and related to the operation of the Association.

ARTICLE IV – EXECUTIVE COMMITTEE, TENURE AND DUTIES

Section 1. The Association will be run by an Executive Committee which shall comprise the following Officers: the President, Vice-President, Secretary, Treasurer, and Information Technology Officer.

Section 2. The President, Vice-President, Secretary, Treasurer, and Information Technology Officer will have a one (1) year tenure. The President may not serve for more than two consecutive terms in the same office. All Officers shall be elected on a yearly basis.

Section 3. The tenure of Officers as defined in Section 1 of Article IV of these By-Laws and Committee Chairpersons as defined in Article VIII of these By-Laws starts from first of January following the election during the General Assembly Meeting in December and ends on December 31 of the same year.

Section 4. The duties of the Officers shall be:

- A. General Duties of all Officers and Chairpersons as defined in Article VIII of these By-Laws shall be to perform the duties and responsibilities necessary to implement the provisions of the By-Laws of the Association and to insure that all activities of the Association conform to all Federal, State and Local laws.
- B. The President shall: (a) preside over all meetings of the Executive Board as defined in Article V of these By-Laws, General Assembly as defined in Article VII of these By-Laws and Special meetings; (b) administer the day to day activities of the Association; (c) approve disbursement of funds not to exceed one hundred dollars (\$100.00) for each specific purpose in the proper administration of the Association and for other disbursement of funds as specifically authorized under Article III, Section 4; (d) deliver the semi-annual report of the State of the Association to the General Assembly; (e) call Special Meetings as needed; (f) sign all necessary organizational documents; (g) represent the Association in technical, civic and social activities, and (h) appoint an Auditing Committee, to be approved by the Board of Trustees as defined in Article VI of these By-Laws, consisting of a

minimum of two (2) members in October of every year to audit all the Association finances and give a full report to the Executive Board and to the General Assembly.

- C. The Vice-President shall: (a) assume the duties of the President in his absence; (b) perform duties delegated to him/her by the President; and (c) in case of death, absence or disability of the President assume and discharge all the duties and functions of the President.
- D. The Secretary shall: (a) keep the minutes of all meetings;(b) handle all official correspondence; (c) keep and file records of the minutes of the meetings of the Association and of all other papers pertinent to the members and the Association; (d) keep a complete roster and directory of members, file of activities, awards and requests for meeting of the Association; (e) send all members in good standing reports, copy of the By-Laws and publications when requested or post them on the association website; (f) be the custodian of the Association's seal; (g) attend to all correspondences of the Association; (h) prepare the agenda for all meetings of the Association in consultation with the President; and (i) send out appropriate notices for meetings or other functions of the Association or the Executive Board.
- E. The Treasurer shall: (a) handle all official financial transactions of the Association, such as collection of dues and payment of bills; (b) issue accurate monthly financial reports to the Executive Board and a properly audited quarterly financial statement to the members and the proper government agencies; (c) be the custodian of all funds and properties of the Association; (d) keep current, correct and accurate accounts of funds, properties, assets and liabilities of the Association, and have such accounts open to examination at all reasonable hours by any member or government agencies; (e) deposit all checks, notes and negotiable instruments and disburse funds as authorized by the President; and (f) present financial reports during meetings of the Executive Board and General Assembly..
- F. The Information Technology Officer shall: (a) be concerned with the handling, manipulating and presenting of information usually through text, pictures and sounds using a computer and the web for the purpose of the Association; (b) have a committee, including a webmaster, to help him/her accomplish their tasks. This committee will handle, maintain, and present a fully functioning website. He/She and the Committee will help advance the knowledge of the members of the Association in computers and information technology

Section 5. When a vacancy(s) arise(s) due to resignation or inability to perform duties and responsibilities of any position where no succession is provided in the By-Laws, the President, with concurrence of the Executive Board, shall appoint any qualified member to fill such vacancy until the next election.

ARTICLE V - EXECUTIVE BOARD

Section 1. The Executive Board shall be the governing body of the Association and shall be comprised of the Officers of the Executive Committee and the Standing Committee Chairpersons. The Board of Trustees as defined in Article VI of these By-Laws shall be informed of all the meetings and have the right to send a representative to attend them. Minutes of all the meetings of the Executive Board should be made available to the Board of Trustees.

- A. The Executive Board shall manage the affairs of the Association in conformity with the provisions of the By-Laws.
- B. The Executive Board shall hold a regular meeting once a month at a time and place designated by the President. Special meetings may be held as required by the President or by a request of at least three (3) members of the Executive Board.
- C. Members of the Executive Board shall not receive any compensation for their services as Officers and Committee Chairpersons of the Association. The Executive Board shall define the compensation of all services hired by the Association in carrying out its business and affairs.

- D. Minutes of all meetings of the Executive Board shall be kept carefully preserved as a record of the business transacted at such meetings.
- E. Any Officer or Committee Chairperson may resign at anytime. Upon his/her resignation, it shall be his/her obligation to give to the Executive Board the reasons for the resignation, an up to date account of progress of his/her activities, and how best to complete those activities. The Executive Board should accept or reject by resolution the resignation of any elected or appointed Officer during his/her term and the resulting vacancy may be filled by the President with the concurrence of the Executive Board per Article IV Section 5 of these By-Laws.
- F. Officers and Committee Chairpersons who do not attend two consecutive scheduled meetings without a reasonable cause during his or her term must be replaced. The President with the concurrence of the Executive Board will appoint a replacement to serve the balance of the term as per Article IV Section 5 of these By-Laws.

ARTICLE VI - BOARD OF TRUSTEES

Section 1. A Board of Trustees is hereby created to act as advisory body to the Association. The Board of Trustees shall consist of not less than five members and not more than fifteen members. There will be a minimum of five appointed members, and up to ten past presidents of the Association after serving at least one full term.

Section 2. Chairperson of the Board of Trustees shall be the immediate past President, other past Presidents or as the Board of Trustees may choose respectively. The Board of Trustees will be assigned to do certain tasks as needed by the President of the Association.

Section 3. The President of the Association with the concurrence of the Executive Board shall appoint a minimum of five members to the Board of Trustees and they shall serve for three year terms and may be eligible for reappointment. Not more than 2 of the appointed trustees may be replaced in one year.

Section 4. The primary duty of the Board of Trustees is to assist in insuring that all activities of the Executive Board are in conformance with the approved By-Laws of the Association. Their duties also include the execution of any assignment given by the Executive Board and provide clarifications to any request for consultation and/or advice. The Board of Trustees has the right to call for a General Assembly meeting if it is urgently needed. The Board of Trustees has no immediate control over the activities of the Executive Board. However, the new budget must be approved by the Board of Trustees. Members of the Board of Trustees shall not receive any compensation in their capacity as Trustees of the Association.

ARTICLE VII - GENERAL ASSEMBLY MEETING

Section 1. There shall be two (2) General Assembly Meetings to be held in each year. Date, time and Location are to be at the discretion of the Executive Board. Elections of Officers shall be held during the last General Assembly Meeting each year.

Section 2. The handover of the Executive Board to the incoming officers shall be done between the election and January 1st of the following year.

Section 3. Amendments and the ratification of the Constitution and By-Laws may be voted upon during any general membership meeting and/or during any special General Assembly Meeting called by the President. Amendments must be made available to all members at least one month in advance of a scheduled meeting.

Section 4. Quorum: The presence in person and valid proxies of twenty five percent 25% of the voting members shall constitute a quorum for the transaction of business. Members who can not attend in

person may send written requests to the Executive Committee, at least one week before the meeting date, authorizing other attending members or Officers of the Executive Committee or Committee Chairpersons to act on their behalf. Members present at a duly called or held meeting at which a quorum is present may continue to conduct business until adjournment, notwithstanding the withdrawal of enough members which may result in less than a quorum.

In the case of amendments to the By-Laws, a quorum requires participation by at least two thirds of the members of the Association who are eligible to vote as per Article XII of these By-Laws.

Section 5. For an issue to be adopted, a simple majority of the quorum must vote for it.

ARTICLE VIII – STANDING AND ADHOC COMMITTEES

Section 1. There shall be six (6) Standing Committees whose Chairpersons will act as members of the Executive Board. The Chairperson of each Committee shall present an annual report at the General Assembly Meeting. The Chairperson of each Committee may appoint, replace, or add members to his or her Committee.

- A. The *Membership and Outreach Committee* shall recruit new members and promulgate the necessary procedures of accepting prospective members, such as the confirmation of credentials and other pertinent data and update status and addresses of the members of the Association. They should keep records of all Engineering, Architectural, and Information Technology Firms and Construction Companies owned by Arabs.
- B. The *Financial Committee* shall prepare the annual budget of the Association, and shall devise ways and means to enhance the financial status of the Association.
- C. The *Education and Career Enhancement Committee* shall be responsible for activities relating to the continuing education and technical interests of the members such as arranging seminars and lectures, arranging or providing resources for the Engineer/ Architect-in-Training and Professional Engineers/ Architects review courses, and providing information on Professional Registration and/or Certification as well as determining the nominees for scholarships. The Committee shall also assist members in the pursuit of employment opportunities by helping members prepare and update their resumes, holding workshops to train members on job interview techniques, and providing leads on engineering and architectural positions through networking.
- D. The *Policies and Procedures Committee* shall be responsible for reviewing and keeping records of all amendments to the by-laws as well as reviewing new policies as requested by the President.
- E. The *Information Technology and Communication Committee* shall be responsible for creating and maintaining monthly newsletter; creating and updating communication strategies; automating operation processes; maintain the association website; and creating members and businesses directories. This will include editing, printing and distributing publications to the members. All materials not included above (non-related) shall need an approval of the Executive Board/the President to be published in the Association Newsletter, website, or any other medium.
- F. The *Activities Committee* shall be responsible for the planning of all programs and activities, such as Networking, Social, and Athletic activities of the Association.

Section 2. Other ad-hoc committees for specific projects or objectives may be formed at the discretion of the President with the concurrence of the Executive Board.

ARTICLE IX - ELECTIONS AND QUALIFICATIONS OF CANDIDATES FOR OFFICES

Section 1. Qualifications

- A. Any candidate or nominee for any office shall be a Regular Full Member practicing in or retired from his/her special field of engineering, architecture, or information technology with good moral character and have been a member in good standing for at least one year.
- B. Beginning in 2012 election that will be held in December of 2011, a nominee for the Office of President or Vice President shall also have served this Association for at least one year in the capacity of an Officer or a Committee Chairperson.

Section 2. Nominations

Nominations for any Office shall be made either by the Nomination Committee as defined in Section 3 of this Article or by petition as provided in Sections 3 and 4 below. There shall be no nominations from the floor.

Section 3. Nomination Committee

- A. The President, with the approval of the Executive Board, shall appoint not later than October 1 of each year a Nomination and Election Committee consisting of not less than three and not more than seven members of the Association who are known for their active interest in the affairs of the Association.
- B. Beginning in October, the Nomination and Election Committee shall, by letter or announcement to the membership, solicit candidates to fill all positions. Any qualified member of the Association may nominate him/her self or recommend any other qualified member by submitting the name of the individual to the Nomination and Election Committee and the office for which the individual is being nominated.
- C. The individual whose name is submitted for nomination shall submit a letter to the Nomination and Election Committee confirming his/her willingness to serve in the Office of interest, indicating his/her qualifications for the Office, past offices held in the Association or other organizations, activities and services undertaken for the organization, and his/her short term and long term goals for the Office for which he/she is being nominated.
- D. The Committee shall evaluate all candidates according to these By-Laws, including interviewing them by telephone or in person. The Nomination and Election Committee shall submit the slate of all nominees who meet the requirements of the By-Laws to the President by November 1 of each year.

Section 4. Nomination by Petition

Any person, whose name was not previously submitted to the Nomination and Election Committee, may still seek election by submitting a petition to the Nomination and Election Committee not later than October 20. The petition shall be signed by at least five (5) voting members who have been members for at least one year prior to signing the petition. The petition shall include all the information required under Article IX Section 3-C. The Nomination and Election Committee shall acknowledge the receipt of the petition within five days of its receipt. The Nomination and Election Committee shall submit and include the name of such person to the General Assembly at the Election Meeting with the names slated by the Nomination and Election Committee.

Section 5. A simple majority of the votes cast shall be necessary for the election of the members of the Executive Committee.

Section 6. If the number of candidates for the same office exceeds two and no candidate receives a majority vote, a runoff election will be held immediately between the two candidates receiving the most votes, or between all candidates if there is a tie among them. If the number of candidates for the same

office does not exceed two and a tie occurs, the tie will be broken by lottery. This will apply also in the event of a tie in a runoff election.

Section 7. Election Voting: Votes, by all eligible members, may be cast in person at the Election Meeting or via any other acceptable and secure medium as determined by the Nomination and Election Committee.

Section 8. All elections shall be conducted by the Nomination and Election Committee. The results of the balloting of all elections shall be announced to the General Assembly and reported to the members.

ARTICLE X SCHOLARSHIPS

Section 1. The Award of a scholarship is to be presented to an undergraduate or graduate student in the field of engineering, architecture, or information technology with preference to the undergraduate students. The objective is to promote engineering, architecture, and information technology as worthy professions and to foster stronger ties between the Association and the Arab American Community. The number and amount of the scholarship(s) will be decided every year based on the amount raised by the Education and Career Enhancement Committee for this purpose and will be presented at a function of the Association.

Section 2. Applications for scholarships and their evaluation as well as determination of the winner(s) shall be handled by the Education and Career Enhancement Committee as defined in Article VIII Section 1-D. If a scholarship applicant is a relative of a Committee member, that Committee member shall disqualify himself or herself regarding participation in activities related to the evaluation and awards of scholarships.

Section 3. Applicant Minimum Requirements

- A. Must be a Student Member of AAAEA, Capital Area Chapter or a child of a current member of the association.
- B. Must be an undergraduate or graduate student currently studying in the field of engineering, architecture or information technology at an accredited four year College or University.
- C. Applicants must complete the AAAEA Scholarship Award Application and submit all required documents. All Applications will be acknowledged within fifteen (15) days after the deadline. Guidelines, Application form and deadline shall be established by the Education and Career Enhancement Committee, approved by the Executive Committee, and posted on the association website.

ARTICLE XI DISSOLUTION

Section 1. Upon the dissolution of the Association, the Association shall, after paying or making provisions for the payment of all the liabilities of the Association, dispose of all the assets of the Association exclusively for the purposes of the Organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United State Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said courts shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII AMENDMENTS

Section 1. These Constitution and By-Laws may be adopted, amended, or repealed at the General Membership Meeting by a simple majority vote in a quorum consisting of at least 2/3 of the members of the Association who are eligible to vote. Such proposal must be presented to the Executive Board prior to the General Membership Meeting.

AMENDED and RATIFIED

This day, 18 of April, 2008 at the General Assembly Meeting in Columbia, Maryland.