

NEDEAN - NED ALUMNI OF TEXAS

BYLAWS

ARTICLE I: NAME AND ADDRESS:

The name of the organization shall be **NEDEAN – NED ALUMNI OF TEXAS** to be referred as “NEDEAN – NED ALUMNI OF TEXAS” in Article of corporation as legal name; also referred as NEDEAN in these Bylaws.

The principal office of the organization will be located in Dallas Fort Worth Metroplex, North Texas.

ARTICLE II: MISSION STATEMENT:

Promote the interests of NED University of Engineering & Technology (hereafter referred as NED University), Karachi, Pakistan, as a world class engineering institution, by strengthening the ties and communication among the University, its Alumni and current students, Faculty (past and present), Patrons and Friends of NED University.

The organization name shall be NEDEAN - NED ALUMNI OF TEXAS in Article of corporation, as legal name.

ARTICLE III: PURPOSE:

NEDEAN – NED ALUMNI OF TEXAS is organized exclusively for educational, scientific and charitable purposes, including, for such purposes, the making of *distributions to organizations that qualify as exempt organizations under 501 (C) (3) of the Internal Revenue Code*, or corresponding section of any future federal tax code. The specific purposes of the organization are:

- To support needy and underprivileged children in obtaining education at NED University.
- To provide scholarships to needy students in NED and its graduates for higher education.
- To support needy and underprivileged children of Alumni families (NEDEAN’s) in obtaining education.
- To support NED Alumni’s education & seminars in US.
- To support and create Endowments fund through Alumni of NED University.
- To support students and help in improving the syllabus of NED University.
- To help alleviate human suffering due to natural calamities.

No part of the net earnings of the corporation should inure to the benefit of, or be distributable to its members, trustees, officers or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of section 501 (c) (3) purposes. No substantial part of the activities of corporation shall be carrying on propaganda, and the corporation shall not participate in, or intervene in (including) the publishing or distribution of statements of any political campaign on behalf of or in provision of these articles, the corporation exempt from Federal income tax under section 501 (c) (3) of Internal revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (C) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV: OBJECTIVES:

- Establish and maintain an open and democratic educational, professional and social forum for networking
- Provide and maintain support services to the Alma Mater, to enrich the lives and opportunities for its Alumni
- To initiate, support and improve education for the underprivileged and grassroots level awareness programs in developing country such as Pakistan
- Promote community integration here at home
- Recognition among Alumni and others: Interims to provide Guidance, Talents, Innovative, Entrepreneur, complete, Resources to the benefit of community

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ARTICLE V: FUNCTIONS:

The role/function of NEDEAN – NED ALUMNI OF TEXAS shall be to advance the cooperation and understanding among its members and with other NED Alumni. To that end it shall:

- Establish, promote and support relationship, understanding and interaction between NED Alumni.
- Create and facilitate opportunities for NED Alumni, Students and Faculty to serve NED and engineering profession in Pakistan.
- Highlight the achievements of NED and NED Alumni and strive to enhance the image of NED.
- Collaborate with umbrella organization NED International Alumni Network of North America and work towards achievement of common goals aimed at enriching alumni experience and service to Alma Mater.
- Assist NED Alumni in their pursuit of educational and professional opportunities in the US.
- Develop and maintain forum for business and professional development and provide employment assistance for its members.
- Initiate and support efforts for the improvement of engineering and general education in Pakistan.
- Encourage increasing awareness of responsibilities and community integration here at home
- Organize social and cultural programs and provide opportunity for family interaction and entertainment.

ARTICLE VI: NATURE & LEGAL STATUS:

- NEDEAN – NED ALUMNI OF TEXAS shall be an independent, non-profit, social and educational organization; dedicated to the welfare of NED Students, Engineers, Faculty, Alumni and NED University.
- It will be registered in the Internal Revenue Service (IRS), as a Federal not-for-profit, tax-exempt organization under the section 501 (c) (3) of the Internal Revenue Service.
- Umbrella organization: NEDEAN – NED ALUMNI OF TEXAS will be member of NEDIAN – NA; our umbrella organization of NED International Alumni Network of North America NEDIAN-NA, linking Alumni with NED, NED with the Alumni, and Alumni with each other for an ultimate goal of uniting and empowering Alumni to serving and bettering our Alma-Mater (NED University), thereby constantly improving and upgrading its resources and the quality of its education.

ARTICLE VII: MEMBERSHIP:

Section 1: Types and Eligibility:

1.1 Full Member:

Any Graduate and Teaching Faculty member of NED Engineering College, NED University of Engineering & Technology and their affiliated colleges residing in US is eligible to become a “Full Member” of NEDEAN – NED ALUMNI OF TEXAS. Any ex-NED student currently attending graduate school in Texas (USA) shall be allowed to become a NEDEAN member by only paying yearly dues (instead of a lump sum five year term membership).

1.2 Affiliate Member:

Any individual supporting the cause of NEDEAN – NED ALUMNI OF TEXAS and is proposed for membership by at least two full members of NEDEAN is eligible to become an “Affiliate Member” of NEDEAN, may subject to the approval of the Board of Directors. The spouse and immediate family members of a Full / Affiliate Member are eligible to become “Affiliate Members”.

1.3 Honorary Member:

Any individual who has demonstrated leadership and excellence in engineering or its related arts, science, or business or community building and proposed for membership by at least two full members of

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NEDEAN – NED ALUMNI OF TEXAS is eligible to become an “Honorary Member” of NEDEAN, may be subjected to the approval of the Board of Directors.

1.4 Patron of Organization:

Any founder individual who has demonstrated leadership for NED Alumni, and who created the organization such as helped to establish formation of NED Alumni association shall be referred to as Patron of organization.

1.5 Pre-requisite for Membership:

All individuals shall be required to:

- a. Agree to abide by these By-Laws, and as may be amended from time to time if require.
- b. Concur and are willing to devote time for the achievement of the aims and objectives of the Association, and
- c. Agree to pay membership dues; and event fees as applicable.

Section 2: Membership dues:

2.1 Annual Membership Fee:

The membership fee for all Full Members and Affiliate Members will be \$100.00 for a five years term. The Membership dues will be collected at the time of membership application. A grace period of one month (30 days) will be given for the payment of dues.

2.2 Affiliate Membership:

The membership fee for Affiliate Membership will be same as of Full membership.

2.3 Life Membership:

Full and Affiliate Members at their option may obtain a Life Membership upon one-time payment of \$300.00; such members will not be required to pay annual dues.

2.4 Honorary Membership:

- a. There will be no membership fees charged for the Honorary Members.
- b. Membership dues can be changed by the Board of Directors, if and when deemed necessary.
- c. A membership begins from the day the person submits a completed application form along with the payment of required membership fee in cash or in personal check for that Calendar year.
- d. Membership dues for five year membership will be valid through the end of the five year term.
- e. No late fee will apply for new memberships.
- f. The right to be nominated for the Board will be suspended until all dues are paid in full, provided such dues are paid before December 31st of that year.
- g. The right to vote will be suspended until all dues are paid in full, provided such dues are paid before December 31st of that year.

Section 3: Rights and Obligations:

3.1 Rights:

- a. All members shall have the right to participate in all activities of the Association, with the exception of serving on the Board of Directors or voting, as explained under voting and Election Procedure-
- b. Full & Affiliate Members shall have the right to receive the notices and minutes of General Assembly Meetings and any other meetings, and a copy of the Association Bylaws.
- c. All members shall have the right to receive the annual audited accounts of the Association.

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3.2 Obligations:

All members shall be obligated to:

- a. Be familiar with the purpose, objectives and functioning of the Association
- b. Maintain respect for others at all times
- c. Maintain dignity and decorum in all meetings and gatherings.

Section 4: Termination:

Misrepresentation of facts in the Membership Application may be cause for termination.

Upon written charges (supported with valid proof) brought against any member of NEDEAN – NED ALUMNI OF TEXAS by Full and Affiliate Members, for reasons including participation directly or indirectly in activities which are against the interest and objective of NEDEAN – NED ALUMNI OF TEXAS and upon filing such charges with the Board of Directors, the member may be suspended or expelled by the affirmative vote of more than three quarters of the Board of Directors members. If a filing member(s) were found to have an ill will or fail to prove, may also be suspended or expelled by the affirmative vote of more than three quarters of the Board members.

Section 5: Reinstatement:

Upon submitting a written request for reinstatement by the terminated member and supported and signed by at least twenty-five (25) % of the combined total of Full and Associate Members of NEDEAN – NED ALUMNI OF TEXAS and upon filing of such a request with the Board of Directors and upon hearing by the general assembly of NEDEAN – NED ALUMNI OF TEXAS, in a duly convened meeting, the member may be reinstated by affirmative vote of majority of the members present at that meeting.

Section 6: Transfer of Membership:

The membership of NEDEAN – NED ALUMNI OF TEXAS is not transferable or assignable.

ARTICLE VIII: ORGANS OF NEDEAN – NED ALUMNI OF TEXAS & ORGANIZATIONAL SETUP:

NEDEAN – NED ALUMNI OF TEXAS shall achieve its objective through the following organs:

- A. General Assembly
- B. Board of Directors (BOD)
- C. Advisory Council
- D. Committees & Patron (Founder) of organization

ARTICLE IX: GENERAL ASSEMBLY:

Section 1: Composition:

Full, Affiliate and Lifetime Members of NEDEAN – NED ALUMNI OF TEXAS shall constitute the General Assembly.

Section 2: Functions:

- 2.1 Be responsible for the acceptance of the bylaws, and amendments thereof.
- 2.2 Elect the seven members Board of Directors.
- 2.3 Make decisions pertaining to the functioning of the Association.

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Section 3: Meetings:

- 3.1 The General Assembly shall be called into session at least twice a year by the Chair of the Board of Directors. At the final yearly meeting, the Chair or Board shall present Annual and Financial reports.
- 3.2 Special meeting of the General Assembly may be called into session by the Board of Directors.
- 3.3 Upon a written petition of **(twenty-five) 25%** of the combined total of Full and Affiliate Members, a special meeting of the General Assembly shall be called by the Chair of the Board of Directors.
- 3.4 Alcohol and drugs will be strictly prohibited in all gatherings and activities of NEDEAN–NED ALUMNI OF TEXAS.
- 3.5 The following events shall require quorum and voting requirements for decision making:

<u>Purpose of Meeting</u>	<u>Quorum Requirement</u>	<u>Voting Requirement</u>
a. Dissolution of NEDEAN	75%	Greater than 60%
b. Amendments to By-Laws	51%	Greater than 60%
c. Election of the Board of Directors	51%	Greater than 50%
d. Election of Chair of the Board	51%	Greater than 50%
e. Approval of Chair’s Veto	51%	Greater than 50%

- 3.6 In the event the number of members present at a General Assembly Meeting falls short of the required quorum, electronic communication shall supplement physical presence of members to attain quorum requirement. The electronic communication shall not replace more than 10 percent of the physical presence for the quorum.

Section 4: Financials:

The Board of Directors (BOD) shall be responsible for reviewing the financial resources and obligations of the NEDEAN and report in General Meetings as necessary.

ARTICLE X: - BOARD OF DIRECTORS:

Section 1: Composition:

The Board of Director shall consist of seven (7) members with responsibilities including (but not limited to)

1. Chair of the Board of Directors (CBD):
Vice Chair of the Board of Director (VCBD)

CBD will report to Advisory Council and will be responsible for among other things, Planning and Record Keeping of all NEDEAN – NED ALUMNI OF TEXAS activities during his or her tenure.
2. Director of Information and Communication (DIAC):

DIAC will be responsible for website management, newsletter, and interface with membership.
3. Director of Membership and Finance (DMF):

DMF will be responsible for maintaining membership and finance record.
4. Director of Social Affairs (DSA):

DSA will be responsible for organizing social activities within ~~of~~ NEDEAN – NED ALUMNI OF TEXAS and when approved by the Board of Directors, in collaboration with other organizations.
5. Director of Management and Administration (DMA)

DMA will be responsible for administrative and management affairs.
6. Director of Professional Development (DPD):

DPD will be responsible for holding educational seminars, creating forum for providing professional and business development

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7. Director of Public Relations (DPR) & Out Reach

DPR will be responsible for maintaining liaison with NED University and NED Alumni and other professional Associations and for interface with the outside community, media, etc.

Section 2: Election Rules and Procedures:

2.1 General Assembly:

- a. The General Assembly shall be responsible for the election of the Board of Directors on a one person-one vote basis, per board member position.
- b. Election for the Board of Directors shall be held every two years.
 - i. All BODs will be elected for a term of two (2) years.
 - ii. Election for BODs will be held every year, electing four (4) and three (3) BODs in alternate years for a term of two (2) years.
 - iii. For the first term, it is imperative to limit the term of three (3) BODs to one (1) year to achieve the above stated alternation/rotation.
- c. The Advisory Members Council in office will form an Election Committee comprising of three members of NEDEAN – NED ALUMNI OF TEXAS to conduct the elections.
- d. The following will be the time-line for elections:
 - i. The election will be held in the first General Assembly meeting of the election year.
 - ii. The nominations will be filed within 10 days of previous General Assembly meeting.
 - iii. The election slate will be finalized 10 days prior to the General Assembly election meeting.

2.2 Eligibility for Candidacy:

First election requirement shall be a Full paid Member; one year good standing requirement will be waived for due to the formation of organization.

The eligibility requirement for the Board members shall be as follows:

- a. Full Member of NEDEAN – NED ALUMNI OF TEXAS in good standing for a period of one year.
- b. Be actively involved in NEDEAN – NED ALUMNI OF TEXAS program and activities.
- c. Be nominated by at least two other Full members of NEDEAN – NED ALUMNI OF TEXAS

2.3 Voting Rights:

- a. A Full Member, who has been a member for six month before by the cut-off date for the election, as established by the Board of Directors, shall have the right to vote in the election.
- b. Affiliate Members are eligible to vote after one full year of membership and participation, supporting the objectives of NEDEAN – NED ALUMNI OF TEXAS.
- c. Each member shall be entitled to have one vote on each matter submitted for voting.
- d. The voting right shall be exercised in person or electronically, subject to approval of the Board.

2.4 Procedure:

- a. The Election Committee will receive written nominations via electronic mail.
- b. Nominations will be verified for eligibility of nominees and nominators.
- c. A slate of candidates will be posted (electronically) for review by Members.
- d. On the date of election, ballots will be circulated to the eligible voting Members.
- e. Alternately, if approved by the Board of Directors, an electronic balloting may also be set up, in addition to or in-lieu of in-person balloting.
- f. The General Assembly will elect seven Directors (four and three in alternate years), without any assignment of portfolio. Once elected the Directors-elect will deliberate and select the Chair & Vice Chair positions.

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- g. In the event the Directors-elect are not able to elect a Chair & Vice Chair, the General Assembly will elect the Chair and Vice Chair.
- h. The remaining Directors-elect, along with the Chair & Vice Chair, elect will deliberate and distribute portfolios of Directorship.

2.5 Special Conditions for First Election:

- a. Full membership criteria for eligibility of candidature for Board of Directors shall be waived for the first elections.
- b. Condition of paid membership for voting eligibility will be waived for the first election.

Section 3: Governing Rules and Regulations:

3.1 Volunteer:

All members of the Board shall serve on a voluntary basis without any compensation.

3.2 Term:

A Member of the Board will be elected for a term of two years. No Member will serve more than two consecutive full terms.

3.3 Termination:

- a. Due to misconduct: Upon charges brought against any member of the Board by fifty-one percent of combined total of Full and Associate Members of NEDEAN – NED ALUMNI OF TEXAS, or three members of the Board and filed with Board of Directors and upon hearing by the Board, the charged member may be terminated from the Board with a unanimous vote of other members present at the meeting. Five members of the Board shall constitute the quorum.
- b. Due to Absence: Any Board member who does not attend two consecutive Board meetings without any advance notice or genuine cause shall be terminated from the Board.

3.4 Filling Vacant Position:

The Board of Directors will select an eligible member to fill any vacancy occurring in the Board by a simple majority for the remaining term of the outgoing member

Section 4: Functions:

The Board shall oversee, guide, and direct the work of NEDEAN – NED ALUMNI OF TEXAS. For this purpose it shall approve the budget, manage all endorsed activities and finances of the association.

ARTICLE XI: ADVISORY COUNCIL:

1. There shall be an Advisory Council, a group of individuals, with a purpose of:
 - a. Upholding the vision of NEDEAN – NED ALUMNI OF TEXAS.
 - b. Providing continuity in functioning of NEDEAN – NED ALUMNI OF TEXAS from BOD to BOD
 - c. Offering interpretation of the By-Laws, if and when required
 - d. Functioning in the capacity of an “Advisory Council” to the BOD
 - e. Administering of NEDEAN – NED ALUMNI OF TEXAS members grievances
 - f. Providing financial support (if possible) for the functioning of the organization.
 - g. Functioning in the capacity of “Ombudsman” for of NEDEAN – NED ALUMNI OF TEXAS
 - h. Oversee the nomination and election process for members of BOD
2. The Advisory Council will be nominated for two years.
3. The Advisory Council shall be formed with a minimum of three and a maximum of eleven individuals, each meeting the following criteria:

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- a. He/she shall be an NED Alumni
 - b. He/she shall be a Founding Member or a Life Member, Donor, Past Chair of NEDEAN – NED ALUMNI OF TEXAS
4. The slate of proposed individuals will be presented to the General Assembly and BOD for approval; a two-thirds or greater majority will be required for approval.
 5. Prior to the end of second year, the Advisory Members Council meeting will decide the Members of Next Advisory Council Members for the following two years.
 6. The Serving Members will have the option to continue on the Advisory Council, subject to the approval of two-thirds or more of the incumbent members of the Advisory Members Council and General Assembly.
 7. Sitting BOD Members of NEDEAN – NED ALUMNI OF TEXAS shall not be eligible to be a Member of the Advisory Members Council.
 8. If any dispute occurs within the organization or BOD members, efforts should be made to resolve through internal discussion and Advisory Council. If the dispute cannot be resolved or there is a tie-break, Advisory Council will call General Assembly meeting for the resolution.

ARTICLE XII: FINANCES:

1. NEDEAN – NED ALUMNI OF TEXAS shall be financed by the membership dues, contributions, and donations.
2. Donations that are subject to any implicit and explicit pre-conditions shall not be accepted.
3. Any expenditure of over \$500 for a non-budgetary items shall be approved by the Board.
4. Any checks, drafts or other negotiable instruments for the payment of money, notes, evidence of indebtedness issued in the name of NEDEAN – NED ALUMNI OF TEXAS shall be signed jointly by the Director of Finance Committee and the Chair of the Board.
5. The fiscal year of NEDEAN – NED ALUMNI OF TEXAS shall begin on January 1st and end on December 31st.
6. Any available funds available in the accounts of NEDEAN – NED Alumni of Texas will solely be used as defined in the budget and organization guide lines. As long as the NEDEAN is in active and valid status, no funds will be transferred to any other organization(s) without approval from 75% members of the General Assembly.

ARTICLE XIII: AMENDMENTS:

1. Amendments to the By-laws may be proposed by:
2. Three members of the Board of Directors or Thirty percent of the eligible member of the General Assembly
3. The proposed amendments shall be presented in writing to the Chair of the Board at least thirty days prior to the General Assembly meeting.
4. The Board after deliberation shall present the proposed amendments to the General Assembly for discussion and approval.
5. No amendments to the proposed amendment shall be allowed during the General Assembly meeting.

ARTICLE XIV: DISSOLUTION:

Only the General Assembly shall have the authority to dissolve the Association of NEDEAN – NED ALUMNI OF TEXAS and transfer all assets to other Non for profit Associations such as NED Alumni International Network North America NEDIAN-NA.

Dissolutions clause: According to 501 (C) (3), Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of by a Court of Competent jurisdiction of the Country in which the principle office of the Corporation is then located, exclusively for such purposes.