



**ARAB AMERICAN
ENGINEERS AND ARCHITECTS ASSOCIATION**

BY-LAWS

Adopted August 4, 2005

PREAMBLE

WE, Engineers, Architects and Scientists of Arab heritage by ancestry or affinity, residing in the United States of America, recognizing the need for constructive technical interaction among various professional disciplines, and desiring to enhance our professional development do hereby promulgate the following Constitution and By-Laws:

ARTICLE 1 – Name

Section 1: The name of the Association shall be the “Arab American Engineers and Architects Association” hereinafter called the Association or AAEA.

ARTICLE 2 – Registration

Section 1: The Association shall be incorporated as a non-profit, non-political, and non-religious organization under the laws of the State of Michigan.

Section 2: The Association shall be headquartered in the State of Michigan

Section 3: The Association shall have chapters in locations as approved by the Board of Directors.

ARTICLE 3 – Mission Statement

Section 1: To help deliver and foster multi-disciplinary future professional growth, develop understanding, increase multi-cultural awareness, establish engineering and scientific enhancement programs for the Profession, all for betterment of local community and society as a whole.

ARTICLE 4 – Vision Statement

Section 1: To establish a platform for networking, participate in activities and projects to serve the community, to share success among our members and other organizations, and to better integrate our professionals into the industry and community.

ARTICLE 5 – Objectives

Section 1: The objectives of the Association shall be the advancement of the public welfare and the professional, social and economic interest of its members.

- Section 2: Networking through social and professional events.
- Section 3: Provide training and consulting programs for professional and personal development.
- Section 4: Share knowledge and information among our members and other societies for professional as well as personal growth and development.
- Section 5: Promote guidance and assistance to members and new graduates to enhance their careers.
- Section 6: Create networking contacts and career opportunities within the profession.
- Section 7: Establish rewards and recognition for innovation, design, research and professional training in the community.
- Section 8: Establish a recognition / awards program.

ARTICLE 6 – Membership

- Section 1: A person meeting the requirements set forth in Section 2 of this Article may apply for membership in the Association under the applicable grade of membership.
- Section 2: Membership in the Association shall be designated as Active, Retired, Student, or Supporter as follows:
- (a) Active – Active member shall be defined as a person who has graduated from an engineering program accredited by the Accreditation Board of Engineering and Technology (ABET) and is practicing the profession of Engineering. For graduate of an engineering curriculum in a foreign country, the applicant shall possess an educational background equivalent to that attained from an engineering curriculum accredited by ABET.
- (b) Retired – A retired member shall be defined as a person who meets the requirement under (a) above except he / she is retired from the practice.
- (c) Student – A student member shall be defined as a person who is enrolled in an engineering program accredited by ABET.
- (d) Supporter - A supporter shall be defined as an individual or a corporate legal entity approved by the board registered in the country of residence.
- Section 3: Under special cases, the Board of Directors may grant membership to individuals or corporations who do not meet the

definition set forth under Section 2 above as Honorary and Life Members.

Section 4: Only active members shall be eligible to be on the Board of Directors.

ARTICLE 7 – Budget, Dues and Donations

- Section 1: (a) The Regular full and Associate membership fees are fifty dollars (\$50.00) each to be paid annually.
(b) The Student membership fee is ten dollars (\$10.00) to be paid annually.
(b) The Honorary and Life Members Shall pay no dues.
- Section 2: All members are entitled to receive a membership card and a copy of the By-Laws of the Association.
- Section 3: The Association may accept donations and contributions, and engage in fund raising activities subject to the requirements of pertinent laws and regulations.
- Section 4: Operating Funds - The revolving 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 5: Scholarship Trust Funds - To be determined by the General Assembly.
- Section 6: General Reserve Funds - A general reserve funds shall be established and deposited in a bank. The purpose of this reserve funds shall be to provide funding for the association's administrative expenses with its interest earnings. The capital itself may be increased but not diminished. Ten percent of the remaining funds from general revolving funds shall be deposited in the Reserve Funds at the conclusion of any fiscal year.
- Section 7: The fiscal year shall be the each calendar year. The out coming Administration shall present a budget for their activities during the month of May General Assembly meeting.
- Section 8: All Disbursements and financial activities should be signed by the executive board.
- Section 9: No part of the earnings of this organization shall be distributed to its members, trustees, officers, or other private persons except for paying reasonable compensation for services rendered or expenses paid.

ARTICLE 8 – Administration

- Section 1: The administration year of the Association shall be as indicated in the Bylaws.
- Section 2: Board of Directors - The Association shall be administered by a Board of Directors, hereinafter, referred to as the Board, which shall consist of the latest available Past President, the Officers and Directors. A majority of the members of the Board shall constitute a quorum.
- Section 3: Officers - The Officers shall be a President, President-Elect, a Secretary and a Treasurer. The President shall serve for one year. The President-Elect shall be elected annually. The Secretary and Treasurer shall be elected for two-year term with their term staggered. The President and President-Elect shall be ineligible for reelection to the same office except after five years from the expiration of last term held.
- Section 4: Directors - Each Chapter shall select from among its members a member to the Board for a term of one year. Officers shall not be selected as Directors representing chapters while in office. Eligibility for Chapter representation on the Board shall be based on the membership roster of January 1 shall be effective the following administrative year. The count and notification shall be made by the Secretary of the Association.
- Section 5: Duties - The duties of the Board shall be to establish policy and direct the activities of the Association. The duties of the members of the Board shall be as prescribed in the Bylaws.
- Section 6: Eligibility of a Member to serve on the Board shall be contingent upon residence in the United States of America or Canada.
- Section 7: Association Executive - The Board may appoint an Association Executive who will serve until released by action of the Board. The duties of the Association Executive shall be as prescribed in the Bylaws.
- Section 8: Bonds - The Secretary, the Treasurer and the Association Executive shall each be bonded at the expense of the Association by such amount as required by the Board.
- Section 9: Compensation. No member of the board other than the Secretary shall receive a salary or compensation except for the expenses incurred in behalf of the Association as approved by the Board. Salary and expenses of the Association Executive and salaries, fees, and expenses or other persons serving the Association shall be allowed at the discretion of the Board. The Board shall direct the investment and care of funds.

- Section 10: Term of Office - The President-Elect shall assume the office of the President at the conclusion of his or her term as President-Elect. The newly elected members of the Board shall assume their duties at the start of the next administrative year and shall hold office until their respective successors shall assume their duties. The term of the board shall be for three years except for the first elected board. The term of the first elected board shall be staggered with one third of the members serve for one year, one third for two years and one third for three years.
- Section 11: Vacancies - Vacancies of the office of the President shall be filled as provided in the Bylaws. Vacancies of other Officers occurring during the year shall be filled by election by the Board for the unexpired term of office.
- Section 12: Executive Committee - The Board may provide in the Bylaws for an Executive Committee consisting of the latest available Past-President, the president, the President-Elect, the Secretary and the Treasurer. The Executive Committee shall administer the affairs of the Association in accordance with the policies established by the board.

ARTICLE 9 - Duties

- Section 1: The duties of the Officers shall be:
- (a) General Duties of all Officers and Chairpersons shall be to perform the duties and responsibilities that may implement the provisions of the by-laws of the Association and assist in insuring that all activities of the Association shall conform to all Federal, State and Local laws.
- (b) The President shall preside over all Executive Board, General Assembly and Special meetings; administers the day to day activities of the Association; approves 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; deliver semi-annual report of the State of the Association to the General Assembly; calls Special meetings; signs all necessary organizational documents; represents the Association in technical, civic and social activities. The President shall appoint an Auditing Committee consisting of a minimum of three (3) and maximum of five (5) in March 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 will assume the duties of the President in his absence; performs duties delegated to him/her by the President; shall be the Chairperson of the Public Relation

Committee. In case of death, absence or disability of the President, he or she shall assume and discharge all the duties and functions of the President.

(d) The Secretary shall keep the minutes of all meetings; shall handle all official correspondence; 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. Keep a complete roster and directory of members, file of activities, awards and quests of meeting of the Association. Send all members in good standing reports, copy of the By-laws and publications. He or she is the custodian of the Association's seal. Attend to all correspondences of the Association. Prepare the agenda for all meetings of the Association in consultation with the President. Send out appropriate or notices for meetings or other functions of the Association or the Executive Board.

(e) The Treasurer shall assume all official financial transactions of the Association, such as collection of dues and payment of bill; shall issue accurate monthly financial reports to the Executive Board and a properly audited quarterly financial statement to the members and the proper government agencies. Custodian of all funds and properties of the Association. Keep current, correct and accurate accounts of funds, properties, assets and liabilities of the Association, and has such accounts open to examination at all reasonable hours by any member or government agencies. Deposit all checks, notes and negotiable instrument and disburse funds as authorized by the President. Present financial reports during Executive Board and General Assembly meetings.

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

ARTICLE 10 - Executive Board

Section 1: The Executive Board shall be the governing body of the Association and shall be comprised of the Officers and the standing Committee Chairpersons. The Board of Trustees 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 sent to the Board of Trustees. The Board shall be responsible, but not limited, the following:

(a) The Executive Board shall manage the affairs of the Association 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 five (5) members of the Executive Board.

(c) 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 an accounting of his/her duties, responsibilities and functions to the Executive Board. 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.

(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 Executive Board will appoint a replacement to serve the balance of the term.

ARTICLE 11 - Board of Trustees

Section 1: A Board of Trustees is hereby created to act as advisory body to the Association (AAEA). 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 AAEA after serving at least one full term.

Section 2: Chairperson of the Board of Trustees shall be the immediate past President, other past President 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 Officers and Chairpersons shall appoint a minimum of five members to the Board of Trustees and they shall serve for one year or until replaced and may be eligible for reappointment.

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 advise. 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 Executive Board activities. The Board of Trustees shall not receive any compensation in their capacity as Trustees of the Association.

ARTICLE 12 – Elections

Section 1: Qualifications:

(a) Any candidate or nominee for any office shall be a Regular full Member practicing in his/her special field of engineering, architecture or computer science with good moral character and have been a member in good standing for at least one year.

(b) Beginning in 2007, a nominee for the Office of President or Vice President shall also have served this Association for an aggregate of at least two years in the capacity of an Officer or a Committee Chairperson.

Section 2: Nominations for any Office shall be made either by the Nomination Committee or by petition as provided in section 3 and 4 below. There shall be no nominations from the floor.

Section 3 Nomination Committee:

(a) The President, with the approval of the Officers and the Chairpersons shall appoint no later than December 31 a Nomination Committee consisting 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 January, the Nomination Committee shall, by letter or announcement to the General Assembly, solicit candidates to fill all positions of Officers or Committee Chairperson. Any qualified member of the Association may nominate him/her self or any other qualified member by submitting the name of the individual to the Nomination 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 Committee indicating his/her qualifications for the Office, past offices held in this or other organizations, activities and services undertaken for his organization, and his/her short term and long term goals for the Office for which he/she wishes to be nominated. Failure to submit such letter will disqualify the individual from being nominated.

(d) The Committee shall evaluate according to the by-laws all candidates including interviewing them by telephone or in person.

The Nomination Committee shall submit the slate of all nominees who meet the by-law requirements to the President by March 31.

- Section 4: Nomination by Petition - Any person, who has not previously submitted to the Nomination Committee, may still seek election by submitting a petition to the Nomination Committee no later than April 20th. The petition shall be signed by at least fifteen (15) voting members who have been members for at least one year prior to signing the petition. The petition shall include information required under Section 3(c). The Nomination Committee shall acknowledge the receipt of the petition within ten days of its receipt. The Nomination Committee shall submit and noted the name of such person to the General Assembly at the election Meeting in May with the names slated by the Nomination Committee.
- Section 5: A majority of the vote cast shall be necessary for the election of the members of the Executive Board.
- 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 between 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: All elections shall be conducted by the Nomination Committee described in Section 3. The results of the balloting of all election shall be announced to the General Assembly and reported to the members.

ARTICLE 13 - General Assembly Meeting

- Section 1: There shall be two (2) General Assembly Meetings to be held in May and in January of each year. Elections of Officers and Committee Chairpersons shall be held during the General Assembly Meeting in the second half of May.
- Section 2: The turnover of the administration to the incoming officers shall be done during the May General Assembly Meeting.
- 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 mailed to all members one month in advance of a scheduled meeting.
- Section 4: Quorum: The presence in person of 25% of the voting members shall constitute a quorum for the transaction of business.

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 to leave less than a quorum.

Section 5: No voting by proxies.

Section 6: Voting on issues will need the 51% of the quorum, a required two thirds of the quorum to vote on mending the by-laws.

ARTICLE 14 - Committees

Section 1: There shall be five (5) Standing committees whose Chairpersons will act as members of the Executive Board. The elected Chairperson of each Committee shall present an annual report at the General Assembly Meeting. The Chairperson of each Committee will appoint the members of his Committee.

(a) The Membership 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 member of the Association. They should keep records of all Engineering Firms and all Construction Companies owned by Arabs.

(b) The Financial Committee shall prepare the annual budget of the Association, shall devise ways and means to enhance the financial status of the Association.

(c) The Education Committee shall be responsible for activities relating to the continuing education and technical interests of the members such as arranging seminars and lectures, arranging the Engineer-in-Training and Professional Engineer's review course, providing information on Professional Registration and/or Certification and job opportunities for the members.

(d) Publication Committee shall be responsible for collecting Engineering, Architecture, Computer Science news and materials which follows the guidelines of the AAEA by-laws to be included in the News Letter. This will include editing, printing and distributing the publication 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 AAEA News Letter.

(e) Activity Committee shall be responsible for the planning of all programs and activities such as Social and Athletic Activities of the Association

Section 2: Other ad hoc committees may be formed at the discretion of the President for specific projects or objectives.

ARTICLE 15 - Scholarship

Section 1: Scholarship Committee shall coordinate the following:

(a) The President, with the approval of the Officers and Committee Chairpersons, shall appoint no later than January 31 a Scholarship Award Committee. The Committee shall consist of three (3), five (5), or seven (7) members of the Association who are known for their active interest in the affairs of the Association. If a scholarship applicant is the relative of a Committee member, that Committee member shall step down.

(b) The Award is to be presented to an undergraduate or graduate student in the studying field of engineering, architecture or a computer science who is a Student Member of AAEA. The objective is to promote engineering, architecture and computer science as a worthy profession and to foster stronger ties between AAEA and the Arab American Community. Depending on the availability of funds, scholarship in the amount of a thousand dollars (\$1000) is presented in November. The recipient must be present in person to receive the award.

(c) The AAEA Scholarship Award is open to Student Members of AAEA only, who are attending any of the accredited four year Colleges or Universities in the State of Illinois.

(d) Applicants must complete the AAEA Scholarship Award Application. All Applications will be acknowledged within fifteen (15) days after the deadline.

ARTICLE 16 - Amendments

Section 1: These Constitution and By-Laws may be adopted, amended, or repealed at the General Membership Meeting by a majority vote in a quorum consisting of at least 2/3 of the quorum members. Such proposal must be prepared by a permanent or interim committee and presented to the Executive Board prior to any General Membership Meeting.

ARTICLE 17 – Chapters

Section 1 The association may adopt chapters as presented by the board and accepted by the members.

ARTICLE 18 - Dissolution Clause

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© (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 19 – Effective Date

Section 1: These Constitution and By-Laws were adopted on the 4th day of August 2005 at the General Assembly Meeting in Livonia.

ATTEST Sermed Saif, PE – President
Mustapha Hamood, PE – Secretary
Mahmoud El-Gamal, PE, PhD – Treasurer
Nafa Khalaf – Association Executive
Hala Baroudi, PE – Association Executive
Ghassan Abdelnour, AIA – Association Executive

END OF BYLAWS