



NATIONAL ARAB AMERICAN ASSOCIATION OF ENGINEERS AND ARCHITECTS

NAAAEA

NATIONAL BY-LAWS

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NATIONAL ARAB AMERICAN ASSOCIATION OF ENGINEERS AND ARCHITECTS

NATIONAL BY-LAWS

MISSION STATEMENT

National Arab American Association of Engineers and Architects, NAAAEA, is a professional Arab American association dedicated to help, strengthen, empower and inspire its members for excellence. NAAAEA promotes and advocates the Arab American Engineers, Architects and Information Technology professionals in the United States, by providing career and educational enhancement programs, technical exchange, fellowship, and community service. NAAAEA is a non-profit, non-political and non-religious Professional Association.

PREAMBLE

We, Engineers, Architects and Information Technology Professionals 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: National Arab American Association of Engineers and Architects (NAAAEA).

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

Section 3. NAAAEA is a non-profit, non-political and non-religious Professional Association, with the following objectives:

- A. To further the Public Welfare in relation to engineering knowledge and to act upon matters concerning the engineering, architectural and information technology professions.
- B. To promote, thru chapters, cooperation and mutual assistance to their members.
- C. To conduct or provide resources for review courses to help members and non-members, of its chapters, prepare for examinations to become licensed engineers, registered architects, and certified information technology professionals.
- D. To conduct or provide resources for technical seminars to update members' knowledge in technology and regulations affecting the engineering, architectural and information technology professions.
- E. To establish a scholarship program and assist qualified and talented students in their academic studies to pursue engineering, architectural and information technology professions.
- F. To cooperate with other professional organizations in relation to matters consistent with the By-Laws, and the professional ethics and standards.

- G. To establish and enhance NAAAEA presence in the Engineering, Architectural and Information Technology communities.
- H. To serve the professional interest of the general membership and strive to promote professional consciousness and fellowship through collective interdisciplinary activities all in accordance with recognized and established professional ethics, and within applicable laws.
- I. To promote or assist in the creation of similar associations in other areas of the country as well as student chapters at colleges and universities.
- J. To carry only activities that are consistent with the Association exempt status as prescribed in the Federal income tax laws.
- K. To promote community outreach and involvement that will impact our community in a positive way via programs and events.

Section 4. Definitions

- A. Association: National Arab American Association of Engineers and Architects (NAAAEA).
- B. National: Association and National Executive Board.
- C. Chapter: Locally based and registered in a State and in good standing with National by meeting the requirements of National.
- D. Professional: An engineer, architect, or information technology Professional shall mean a person who holds a degree in Engineering, Architecture, or Information Technology.
- E. Full Members: Professionals, as described above, who subscribed to the By-Laws and who are Arab or of Arab ancestry residing in the United States of America. Full Members shall have the right to represent their chapters, as delegates, at the annual national conference, and the right to vote on all proposals submitted to the National at the annual meetings as well as the eligibility to hold any office in the National Executive Board provided they meet all other eligibility requirements for that office.
- F. Board member in a Chapter: An individual who serves as an officer or a standing committee chairperson in a Chapter.

ARTICLE II – CHAPTERS, RULES AND REGULATIONS

Section 1. The National Arab American Association of Engineers and Architects, NAAAEA, can have as many chapters as needed to serve the needs of Arab American Professionals in the United States.

Section 2. Requirements to Establish a Chapter

- A. A group of at least 10 Arab American engineers, architects or information technology professionals can petition to National to be recognized as a Chapter in their geographical area in the United States.

- B. The group needs to prepare a copy of their by-laws that is in compliance with the National By-Laws and acceptable to National.
- C. Once recognized by National, the group needs to register in their State as a non-profit organization and to obtain their own Tax ID Number from the Internal Revenue Service. Copies of the registration and Tax ID Number shall be furnished to National to be recognized as a registered Chapter.
- D. Each registered Chapter needs to find out if there are any other state requirements needed for their chapter and comply with these requirements.
- E. Chapters are fully responsible for all of their legal and financial affairs.
- F. Chapters are fully responsible for their annual filing with the State and any other government agency including filing with the Internal Revenue Service.

Section 3. Requirements to Maintain a Chapter

- A. Each Chapter needs to maintain a minimum of 10 members to continue to be recognized by National as a Chapter.
- B. Each Chapter is responsible for keeping their individual State non-profit registrations renewed and current. Documents to be made available to National upon request.
- C. Each Chapter needs to have an Executive Board consisting of not less than three (3) officers as follows: President, Secretary, and Treasurer; or as required by the state of registration.
- D. Each Chapter should hold a minimum of three meetings and/or activities every year, where all their membership is invited to these events.
- E. Each Chapter shall hold their elections, based on their local by-laws, and provide National with the names of the officers within 15 calendar days from the election date.
- F. Chapters are responsible for paying its annual dues to National by the established deadlines.
- G. Chapters are responsible for providing membership data to the National Membership Committee on an annual basis and as requested by the National Membership Committee and by established deadlines.
- H. Chapters are responsible for providing National with any requested data and information by the deadlines established by the National Executive Board.

Section 4. Recommendations to Chapters

- A. It is recommended that each Chapter shall have an Advisory Board.
- B. A Chapter may accept donations and contributions, and engage in fundraising activities subject to the requirements of pertinent City, State, and Federal laws and regulations. No Chapter may contract any financial or other obligation in the name of National, unless expressly so authorized in writing by the National Executive Board.

- C. It is recommended that Chapters apply for and obtain their own 501 (c)(3) designation from the Internal Revenue Service.

Section 5. Chapter on Probation: Chapters that do not keep the Requirements to Maintain a Chapter, Article II, Section 3, for one year shall be placed on probation.

- A. Chapter on Probation will stay on probation until it meets the Requirements to Maintain a Chapter, Article II, Section 3.
- B. If a Chapter does not meet the Requirements to Maintain a Chapter, Article II, Section 3, after two consecutive years, it will be revoked from National.
- C. Once the chapter meets the Requirements to Maintain a Chapter, Article II, Section 3, it may petition the National Executive Board to be restored as an official Chapter.

Section 6. Chapter Separation from National

- A. Termination:
 - 1. Chapter membership shall be terminated in the event the Chapter dues become twelve (12) months in arrears.
 - 2. A Chapter may be subjected to disciplinary action up to and including termination for violation of any of the provisions of the National By-Laws.
 - 3. Preceding termination, a Chapter is entitled to the following:
 - a. a notice from the National Executive Board of intention to proceed with termination;
 - b. a recital of the charges or accusations;
 - c. a fair, impartial hearing, by a committee established by the National Executive Board, at which the Chapter may respond to charges;
 - 4. Chapter has the right to appeal to Board of Directors. The Board of Directors has the right to accept the appeal and to provide the National Executive Board with its recommendation.
 - 5. The nullification of any termination shall be the responsibility of the National Executive Board.
- B. Resignation: Any Chapter of the National may tender resignation from the Association. Separation from the Association will be effective upon receipt of written notification of resignation. Chapter that separate from the Association forfeits the rights to use the name of "Arab American Association of Engineers and Architects".
- C. Reinstatement:
 - 1. Termination. A former Chapter of the Association separated by termination proceedings shall not be reinstated to the Association except by action of the National Executive Board in consultation with the Board of Directors. A

two-thirds (2/3) vote of the National Executive Board shall be required to affect such reinstatement.

2. Resignation. A former Chapter of the Association who resigns voluntarily can be reinstated by the National Executive Board.

ARTICLE III – BUDGET, DUES AND DONATIONS

Section 1. Each Chapter shall pay \$10 to the National Association for each member, excluding students, to cover National Association expenses. Payment from each Chapter must be made to the National Board Treasurer before September 1st each year. Payment is based on the membership count at the end of the previous year.

Section 2. Operating Funds

The general 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 National Executive Board, except as expressly authorized in other articles and sections of these By-Laws.

Section 3. National Reserve Fund

- A. A General Reserve Fund shall be established for the Association and deposited in a bank. The purpose of this reserve fund shall be to provide funding for the Association's administrative expenses with its interest earnings.
- B. The capital itself may be increased but not diminished, unless to be used for a major purpose or emergency as requested by the National Executive Board and approved by the Board of Directors.
- C. At the end of each fiscal year, a minimum of ten percent (10%) of the remaining funds from Operating Funds shall be deposited in the Reserve Fund.
- D. Under extreme circumstances, National Executive Board can approve and utilize the Reserve Fund.

Section 4. The National Scholarship Fund: These funds shall be for the purpose of granting scholarships as per the National Scholarship Program.

- A. A National Scholarship Fund shall be established for the Association.
- B. The Association can accept donations and contributions from individuals and corporates to fund the National Scholarship account.
- C. The National Executive Board can allocate a budget from the Operating Fund to the National Scholarship Fund.
- D. It is not required to have a separate bank account for the National Scholarship Fund as long as this fund is tracked, by the National Board Treasurer, independent of other funds.

Section 8. The fiscal year shall be the calendar year. The outgoing Administration shall present a financial report for their activities during the Annual National Meeting. A completed financial report shall be delivered for auditing at the end of the Board's term.

Section 9. All disbursements and financial activities should be signed by the National Board Treasurer.

Section 10. No part of the earnings of this organization shall be distributed to its officers, trustees, or other private persons except for paying reasonable compensation for services rendered or expenses paid.

Section 11. National Auditing

- A. The yearly financial reports shall be audited by a Certified Public Accountant (CPA) and as required by the state of registration.
- B. The financial reports shall be audited by a National Financial Auditing Committee at least twice a year. This Committee shall be independent of the National Executive Board.

ARTICLE IV – MANAGEMENT, TENURE AND DUTIES

Section 1. Management of the Association comprises of the National Executive Board and the Board of Directors.

- A. The National Executive Board shall be the governing body of the Association and shall be comprised of the Officers and Committee Chairpersons. The National Executive Board shall run the operations of the Association, handle all administrative duties, and shall coordinate all national and regional activities. It shall also administer the Annual National Conference, the National Career Center and the National Newsletter.
- B. The Board of Directors shall be an advisory body with oversight duties of the Association, including but not limited to, By-Laws compliance, financial auditing, setting policies, and future planning.

Section 2. The tenure of the management positions will be established in the following manner:

- A. The National Executive Board Officers and Chairpersons shall have one (1) year tenure. The President and Vice President may not serve for more than two consecutive terms in the same office. All Board members shall be elected or selected on a yearly basis.
- B. The Board of Directors shall have one year tenure. Directors may serve more than one consecutive term on the Board. All Directors, except past National Presidents, shall be elected or appointed on a yearly basis.
- C. The tenure will start on January 1 and will end on December 31.

- D. A member cannot be part of both the National Executive Board and Board of Directors at the same time. If a Board of Directors member is elected to the National Executive Board, he/she will no longer be part of the Board of Directors. Once this elected member finishes his/her term in the National Executive Board, he/she can be reinstated in the Board of Directors if he/she was one of the past five national presidents, or a seat in the Board of Directors is still available for which he/she was part of before being elected to the National Executive Board.

Section 3. When a vacancy(s) arises due to resignation or inability to perform duties and responsibilities of any position where no succession is provided in these By-Laws, the National President, with concurrence of the National Executive Board, shall appoint any member to fill such vacancies until the next election.

ARTICLE V – NATIONAL EXECUTIVE BOARD

Section 1. The National Executive Board shall be the governing body of the Association and shall be comprised of the Officers and the Committee Chairpersons.

- A. The National Executive Board shall manage the affairs of the Association in conformity with the provisions of the By-Laws.
- B. The National Executive Board shall run the operations of the organization, handle all administrative duties, and shall coordinate all national activities. It shall also administer all national affairs of the Association.
- C. The National Executive Board Officers and Chairpersons shall not receive any compensation for their services of the Association. The National Executive Board shall approve the compensation of all services hired by the Association in carrying out its business and affairs.
- D. Any National Officer or Committee Chairperson may resign at any time. Upon his/her resignation, it shall be his/her obligation to give an accounting of his/her duties, responsibilities and functions to the National Executive Board. The National Executive Board should accept or reject by resolution the resignation of any elected or appointed National Board Member during his/her term and the resulting vacancy may be filled by the National President with the concurrence of the National Executive Board.
- E. A National Board Member who does not attend a total of three scheduled meetings without a reasonable cause during his or her term shall be replaced. The National Executive Board shall appoint the replacement to serve the balance of the term.

Section 2. The National Executive Board shall consist of President, Vice President, Secretary, Treasurer, and three (3) Committee Chairpersons.

- A. General Duties of all Officers shall be to perform the duties and responsibilities to 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.

Section 3. The descriptions and duties of the Officers shall be as follows:

- A. The National President shall preside over all National Executive Board, National Convention and Special meetings; administer the day to day activities of the Association; approve disbursement of funds not to exceed five hundred dollars (\$500.00) for each specific purpose in the proper administration of the Association and for other disbursement of funds as specifically authorized under Article III; deliver an Annual Report of the State of the Association at the Annual National Meeting; call Special meetings as needed; sign all necessary organizational documents; represent the Association in technical, civic and social activities.
- B. National Vice President shall assume the duties of the National President in his/her absence; performs duties delegated to him/her by the National President; shall be the Chairperson of the National Public Relations Committee. In case of death, absence or disability of the National President, he/she shall assume and discharge all the duties and functions of the National President.
- C. The National Board Secretary shall record and file the minutes of all Association meetings; shall handle all official correspondence; keep and file records all other papers pertinent to the Association and its activities. The National Board Secretary is a Custodian of the Association's seal and shall attend to all correspondences of the Association, prepare the agenda for all meetings of the Association in consultation with the National President, and send out notices for meetings or other functions of the Association or the National Executive Board.
- D. The National Board Treasurer shall assume all official financial transactions of the Association, such as collection of national dues and payment of expenses; shall issue accurate monthly financial reports to the National Executive Board and a properly audited yearly financial statement to the proper government agencies, when requested. 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 Chapter or government agencies. Deposit all checks, notes and negotiable instruments and disburse funds as authorized by the National President. Present financial reports during National Executive Board and National Convention meetings.

Section 4. The descriptions and duties of the Committee Chairpersons shall be as follows:

- A. There shall be five (5) Standing committees whose Chairpersons will act as members of the National Executive Board. The Chairperson of each Committee shall present a plan at the start of the term and an annual report at the Annual National Meeting. The Chairperson of each Committee will appoint the members of the Committee.

1. The National Outreach Committee shall be responsible for exploring the possibilities of starting new chapters in new areas including student chapters; supporting existing chapters; reaching out to other organizations for possible collaboration with them; and promoting community outreach and involvement that will impact our community in a positive way.
 2. The National Career Committee shall manage the National Career Center; keep it updated; and communicate with all regarding career opportunities. Shall support Chapters in putting plans to assist their members with the pursuit of employment opportunities as well as to provide guidance to Chapters on getting the necessary help to assist their members with preparing and updating their resumes and well as preparing for job interviews and maintaining the information on the National Career Center website. Committee should form relationships with potential employers and recruiters to provide them with candidates from the Association.
 3. The National Education Committee shall be responsible for activities relating to the continuing education and technical interests of the members of the different Chapters such as arranging seminars and lectures at the annual national meetings; arranging or providing resources for the Engineer-in-Training/Fundamentals of Engineering and Professional Engineer exam review courses; providing information on Professional Registration and/or Certification for Engineers and Information Technology professionals. Committee should provide the National Publication Committee with technical articles for the National Newsletter on a monthly basis.
 4. The National Publication Committee shall be responsible for all publications produced by the Association. It shall be responsible to collect Engineering, Architecture, Information Technology news and materials, which follow the guidelines of the By-Laws, to be included in the Newsletter. This will include editing, printing and distributing the publications to the members of all Chapters in accordance with the policy as set by the National Executive Board.
 5. The National Information Technology Committee shall be concerned with the handling and presenting of information through text, pictures and sounds using a computer and the web for the Association. This committee shall handle, maintain, and present a fully functional website and email system.
- Section 5. National Ad hoc committees may be formed at the discretion of the National President with the approval of the National Executive Board for specific projects or objectives. These ad hoc committees shall report to the National Executive Board.

- A. Ad hoc committees created for a specific task shall include, but not limited to: Annual National Conference, National Scholarship, National Election/Nomination, National By-Laws, Professional Conduct, and National Financial Auditing.

Section 6. Meetings

- A. The National Executive Board shall hold a regular meeting once a month at a time and place designated by the National President. Special meetings may be held as required by the National President or by a request of at least four (4) members of the National Executive Board.
- B. Minutes of all meetings of the National Executive Board shall be kept carefully preserved as a record of the business transacted at such meetings.
- C. The Board of Directors 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 National Executive Board meetings should be sent to the Board of Directors' Chairman.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the advisory body to the Association and shall consist of up to fifteen (15) members:

- A. Up to Five (5) elected Directors. These shall be elected by the National Delegates from among those delegates and observers in attendance at the Annual National Conference.
- B. Up to five (5) appointed Directors. These shall be leaders known for their support of the association and shall be nominated by the National Executive Board and approved by the National Delegates at the Annual National Conference.
- C. Up to five (5) past National Executive Board Presidents. These shall be the five most recent past Presidents that accept a position as a Director.
- D. All members of the Board of Directors shall be known for their professional and organizational experience and for their service and commitment to the Association.
- E. The Board of Directors shall not receive any compensation in their capacity as Directors of the Association.

Section 2. The Board of Directors shall have the following duties:

- A. The Board of Directors shall be responsible for the oversight duties of the Association.
- B. The Board of Directors shall have no control or involvement in the daily conduct of the Association business by the National Executive Board unless requested by the National Executive Board.
- C. The Board of Directors shall advise, consult and assist the National Executive Board as needed.

- D. The Board of Directors shall insure the Association is adhering to, and that all activities of the National Executive Board are in conformance with the By-Laws of the Association.
- E. The Board of Directors along with the National Executive Board, shall set the Association policy, national strategy and future planning, and produce a five-year plan.
- F. The Board of Directors shall oversee the Association's Financial Accounts.

Section 3. The Chairperson shall be the most recent past National Executive Board President that accepts the position of Chairperson. If there is no past National President on the Board of Directors then the Chairperson shall be chosen by the Directors.

Section 4. The Vice-Chairperson, Board Secretary, and Planning & Strategic Officer shall be selected by the Directors.

Section 5. Tenure of service as an elected Director shall be for a period of one year (renewable by election), unless the individual member resigns or is removed by a two-thirds (2/3) vote of "no confidence" from the Board of Directors. There shall be no limit on the number of years an individual serves as an elected Director.

Section 6. Under extreme, unforeseen and highly unusual circumstances, the Board of Directors shall have the power to call for a National Meeting of Delegates, and the call for the meeting shall indicate the circumstances necessitating the meeting and the nature of the business to be conducted.

Section 7. Board of Directors Meetings:

- A. Board of Directors shall hold a regular meeting a minimum of twice a year at a time and place designated by the Chairperson. Special meetings may be held as requested by the National President or by a request of at least 51% of the Board of Directors.
- B. The National President may attend all Board of Directors meetings unless otherwise requested to the contrary by 2/3 of the Board of Directors.

Section 8. In the case of a resignation of a Board of Director member or his/her inability to continue to serve, the National Executive Board can replace him/her. The National Executive Board can also appoint and approve up to two Directors during the year if vacancies are available.

Section 9. Board of Directors Process:

- A. 5 Elected Directors from among the National Conference Delegates and Observers.
 - a. Each attendee to the conference can be nominated to the Board of Directors.

- b. Nomination shall be done prior to the conference. The nominee needs to be present at the conference.
- c. The National Nomination/Election Committee shall manage and run this election.
- d. Each nominee should provide the National Nomination/Election Committee with a bio containing the following:
 - i. Name
 - ii. Chapter
 - iii. Number of years as part of AAAEA
 - iv. Positions held within AAAEA, local Chapter
 - v. Positions held within AAAEA, national
 - vi. State one reason that you should be selected to the Board of Directors
- e. The National Nomination/Election Committee to email nominees' bios to national conference delegates and observes
- f. Only delegates can vote on the nominees to select up to 5 members to the Board of Directors.
- g. A simple majority (51%) of delegates needs to be present to continue with the voting process.
- h. The committee will prepare a ballot with the names of all nominees.
- i. The committee will verify the ballots and start counting the votes for each nominee.
- j. Top 5 nominees with simple majority (51%) of the votes should be elected to the Board of Directors.
- k. In the case of a tie, a runoff election should be done among those involved with the tie to decide. This only applies if the tie affects the total of members to be elected to be more than 5.
- l. A delegate or an observer to the national conference cannot be nominated to both the National Executive Board and the Board of Directors at the same time.

ARTICLE VII – NATIONAL SCHOLARSHIP PROGRAM

Section 1: The objective of the National Scholarship Program is to promote engineering, architecture and Information technology as a worthy profession, to foster stronger ties between AAAEA and the Arab American Communities. And to assist chapters by attracting young members to their chapters.

Section 2: The National Scholarship Award is to be presented to an undergraduate or graduate student, member of a Chapter, pursuing a degree in the field of Engineering, Architecture or Information Technology.

Section 3: The National President, with the approval of the National Executive Board, shall appoint a National Scholarship Award Committee. The Committee shall consist of not

less than three (3) and not more than seven (7) members of the Association who are known for their active interest in the affairs of the Association.

Section 4: If a scholarship applicant is the relative of a Committee member, that Committee member shall excuse himself/herself from the Committee.

Section 5: The National Scholarship Committee shall establish rules and conditions governing eligibility requirements, qualifications, required documentation, scholarship amount and other matters necessary for the implementation, subject to availability of funding.

Section 6: If possible, the recipient should be present in person to receive the award. Otherwise, the student can receive the award at a local chapter event.

Section 7: Applicant Minimum Requirements:

- A. Must be a Student Member in a Chapter.
- B. Must be an undergraduate or graduate student currently studying in the field of Engineering, Architecture or Information Technology in a four year program at a College or University.
- C. Must complete the National Scholarship Application.
- D. Comply with all requirements and procedures set by the National Scholarship Committee.

ARTICLE VIII – NATIONAL MEETING AND DELEGATES

Section 1. Annual National Meeting of Delegates

- A. There shall be one (1) National Meeting of the Chapter Delegates to be held at the Annual National Conference in the fall of each year.
- B. The Meeting shall give the Chapter's Delegates an opportunity to review the Executive Board annual reports, discuss association issues, and decide on matters brought forth by the Boards.
- C. Election of National Officers, Committee Chairpersons and elected Directors shall be held during the National Meeting.
- D. The turnover of the administration to the incoming officers shall be done in the period after this National Meeting with effective date at the end of the year.
- E. Quorum: The presence in person of minimum 51% of the voting Delegates shall constitute a quorum for the transaction of business. Delegates 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.
- F. Voting on issues will need a simple majority of the quorum; however in case of a tie, the tie vote shall be deemed a non-approval.
- G. A two-thirds (2/3) of the quorum is needed to vote on amending the By-Laws.

- H. Proxies: No voting by proxies.

Section 2. National Delegates

- A. Each Chapter is encouraged to participate at the Annual National Conference.
- B. The quota of delegate representation for each Chapter shall be dependent on its number of members at the end of the previous calendar year, with the exception of newly established Chapters during the current year where they will be allowed to send Delegates based on their membership counts at the time it is requested by National.
- C. Each Chapter shall have the right to one delegate to the National Conference and one additional delegate for every 25 full members.
- D. Each Chapter shall choose the Delegates who will represent them at the Annual National Conference two months prior to the national conference unless otherwise set by the National Executive Board.
- E. A National Delegate nominee to the Board of Directors shall have served for an aggregate of at least two years in the capacity of an Officer, Committee Chairperson, Director or Trustee in a Chapter by the time of the National Conference.
- F. Up to five (5) past national presidents can attend the annual national conference as delegates representing the Board of Directors.
- G. All National Executive Board members are to attend the national conference as delegates and they do not count against the number of delegates allowed for their respective chapters.
- H. A delegate from any Chapter shall be a current Full Member in that Chapter.
- I. Only delegates attending the national conference have the right to vote on issues, election, and amendments to the by-laws.

Section 3. Observers

- A. Observers can attend the Annual National Conference with the approval of the National Executive Board within the guidelines herein.
- B. Observers can partake in the meeting proceedings and discussions, but do not have the right to vote on issues, By-Laws, or in elections. Observers are not included in constituting a quorum.
- C. An active chapter may have one observer for each delegate. National Executive Board may increase the number of observers depending on attendance and available accommodations.
- D. An aspiring Chapter or an area without an official Chapter, and with an established steering committee may be represented at the National Conference with an Observer.
- E. Each Student chapter may be represented at the National Conference with one Observer.

ARTICLE IX – ELECTIONS AND QUALIFICATIONS OF CANDIDATES FOR NATIONAL OFFICES

Section 1. Qualifications

- A. Any candidate or nominee for any office shall be a current Full Member with good moral character and has been a member in good standing for at least one year.
- B. A nominee for the offices of President or Vice President shall also have served this Association for an aggregate of at least three years in the capacity of a Board member in a Chapter.
- C. A nominee for the office of Secretary, Treasurer or Committee Chairperson shall have served for at least one year in the capacity of a Board member in a Chapter.

Section 2. Nomination / Election

- A. The President, with the approval of the Executive Board shall appoint a Nomination / Election Committee one month prior to the National Conference. The Committee shall consist of no less than three (3) and not more than seven (7) members of the Association who are known for their active interest in the affairs of the Association.
- B. The Committee shall solicit candidates to fill all positions of Officers and Committee Chairperson from all delegates and observers. Any delegate or observer may nominate him/herself or any other delegate or observer 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 must present to the Committee, in writing, his/her qualifications for the Office, past offices held in this or other organizations, activities and services undertaken for his/her organization, and his/her short term and long term goals for the Office for which he/she is being nominated. Failure to meet this requirement will be a ground for excluding them from the election.
- D. Officers and committee chairpersons are elected by the National Delegates at the Annual National Meeting.
- E. A nominee for any position will be elected to the Executive Board based on receiving the highest number of votes.
- F. If the top two candidates for the same position receive equal votes, a runoff election will be held immediately 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.

- G. All elections shall be conducted by the Election Committee. The results of the balloting for an election shall be announced to the Annual National Meeting and reported to the members.
- H. The current Executive Board Secretary must keep all records of the election after the conclusion of the event.
- I. In the event there is no nominee for a position, a nomination from the floor will be allowed and written qualification statement can be substituted with a verbal statement.
- J. Upon the development of an electronic election system as approved by the Board of Directors, the Association shall move to conduct elections electronically.

ARTICLE X – DISSOLUTION CLAUSE

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, 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 States Internal Revenue Law), as the National 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 XI – AMENDMENTS

These Constitution and By-Laws may be adopted, amended, or repealed at the National Convention Meeting by a vote consisting of at least two-thirds (2/3) of the quorum. Such proposal must be prepared by a permanent or interim committee and presented to the National Executive Board prior to any National Meeting of Delegates. Amendments must be distributed to all National Delegates one month in advance of the scheduled meeting.

AMENDED and RATIFIED

This 29th day of October 2017 at the National Conference Meeting of Delegates in Fort Lauderdale, Florida.

Signatures:

2017 National Bylaws Committee Chairman: Gus Nakhoul

2017 National Executive Board President: Hani Almoghrabi