

CONSTITUTION AND BYLAWS

OF

THE ALIGARH ALUMNI ASSOCIATION, NEW YORK, TRI-STATE

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ARTICLE I: NAME AND LOCATION

SECTION 1.1: NAME

Name of the organization shall be **The ALIGARH ALUMNI ASSOCIATION, NEW YORK TRI-STATE AREA**

SECTION 1.2: LOCATION

a) The Registered Office of the Association shall be 1 Dolly Cam Lane, Old Brookville, NY 11545.

b) The Administrative Head Office of the Association shall rotate with the President.

ARTICLE II: AIMS AND OBJECTIVES

The Association shall be a non-political, non-profit, secular organization devoted exclusively to charitable, educational, and literary activities and to the promotion of closer social and cultural cohesiveness among student body, alumni, and well wishers of the University, as also the community as well as to the promotion of education among the under-privileged communities in South Asia.

ARTICLE III: MEMBERSHIP

All alumni of Aligarh Muslim University, their spouses, and their children may apply for membership in a prescribed manner, provided that they: (a) subscribe to the aims and objectives of the Association; (b) agree to abide by the Association's Constitution and Bylaws, as amended from time to time; and (c) agree to pay membership and any other fees. The General Body may refuse membership to anyone, or terminate any membership.

ARTICLE IV: ORGANIZATION

SECTION 4.1: ORGANIZATIONAL STRUCTURE

The Association shall have a three-tier organizational structure – the General Body, the Board of Directors (BOD); and the Board of Trustees (BOT).

SECTION 4.2: THE GENERAL BODY

The General Body shall:

- a) Be the primary representative body of the Association;
- b) Elect a Board of Directors;
- d) Appoint committee(s) to advise it on its long term plans and policies.

SECTION 4.3: THE BOARD OF DIRECTORS

The Board of Directors (BOD) shall:

- a) Be policy advisor to the General Body; and
- b) Be the administrative and executive organ of the Association.

SECTION 4.4: THE BOARD OF TRUSTEES

The Board of Trustees (BOT) shall:

- a) Be the advisory body to set guidelines for the conduct of the Association and its events
- b) Interpret the Constitution and the Bylaws;
- b) Be the custodian of the Association;

- c) Manage the Association's Endowment Fund and assets;
- d) Develop long term strategy and planning;
- e) Resolve conflicts among BOD; and
- f) Not be a governing body of the Association.

ARTICLE V: BYLAWS

The General Body shall frame Bylaws that will govern functions and working of the Association.

ARTICLE VI: AMENDMENT

The General Body shall have the authority and power to amend/modify the Constitution and/or the Bylaws of the Association by two-third majority of votes.

ARTICLE VII: DISSOLUTION

The General Body shall have the authority and power to dissolve the Association by two-third majority of votes.

The Aligarh Alumni Association, New York Tri-state area B Y L A W S

ARTICLE I: MEMBERSHIP

SECTION 1.1: FEES

- a) The annual Membership Fee of the organization will be \$20 for individuals and \$30 for a family, payable on January 1 of each year.
- b) The BOD and BOT may establish any additional fees for their members.
- b) The BOD is authorized to review and, if need be, change the fee structure from time to time.

SECTION 1.2: RIGHTS OF MEMBERS

- a) Members that are current in their dues shall have a right to attend and participate in the deliberations of the General Body.
- b) Only members elected to the BOD can vote in any BOD meeting, and only BOT members can vote in any BOT meeting.
- c) Both the BOD and BOT at their discretion may invite any member of the General Body to attend their meetings.

SECTION 1.3: SUSPENSION, REVOCATION, AND TERMINATION OF MEMBERSHIP

- a) The BOD may terminate and/ or revoke membership. Action(s) that may trigger initiation of termination process may, inter alia, include:
 - (i) Public denouncement and/or renouncement of the aims and objectives of the Association;
 - (ii) Deliberate defiance of any explicit decision of the Association;
 - (iii) Deliberate violation of any provision of the Constitution and/or Bylaws of the Association;
 - (iv) Submission of written resignation to the BOD/BOT; or
 - (v) Any other just cause.

b) Termination of membership will automatically result in the removal from membership in any committee appointed by the Association.

c) A member whose membership is terminated shall have the right to appeal to the General Body against the decision of the BOD/BOT.

ARTICLE II: ORGANIZATIONAL STRUCTURE

SECTION 2.1: THE GENERAL BODY

- a) All decisions taken by the General Body shall be final.
- b) The General Body shall be the sole authority to amend the Constitution and/or the Bylaws.
- c) The General Body shall meet at least once a year.

SECTION 2.2: THE BOARD OF DIRECTORS: COMPOSITION AND TERM OF OFFICE

a) The BOD shall be comprised of seven members, except that in the first year of its inception there shall be only six members. In the first year of its inception, the General Body shall elect, from among its members and for a period of one year, six Directors -- (i) a President, (ii) a President-elect, (iii) a Treasurer, (iv) a Treasurer-elect, (v) a Secretary, and (vi) a Secretary-elect. These six Directors shall together constitute the Board of Directors. In the second and subsequent years, the President-elect shall become the President, the Treasurer-elect shall become the Treasurer, and the Secretary-elect shall become the Secretary. Thus, in the second and subsequent years, the General Body shall elect from among its members only the three 'Elects', viz., the President-elect, the Secretary-elect and the Treasurer-elect. The outgoing President shall be an ex-officio member of the BOD.

b) The term of office of the Board shall be one accounting year (January 1 – December 31).

c) No elected position shall be for more than four consecutive years.

SECTION 2.3: THE BOARD OF TRUSTEES: COMPOSITION AND TERM OF OFFICE

a) In the first year of its inception, the current President will select primarily from among the Founding Members, a total of six Trustees. The term of these first-time Trustees shall be six years. In the seventh and subsequent years, one Trustee shall retire each year and the vacancy shall be filled by election from among the General Body members. Trustees shall elect a Chair from amongst themselves. In addition, the BOT will have the authority to nominate additional donor Trustees from among its benefactors, who will donate at least \$10,000 towards the Endowment Fund. All Trustees (elected and nominated) together shall elect a Treasurer, and a Secretary of the Endowment Fund from amongst themselves for a period of one year.

b) The term of the elected Trustees shall be six years from election to election, with the provision that no Trustee may serve more than two consecutive terms;

c) The term of the nominated Trustees shall be six years from election to election, with the provision that they can be nominated to serve for additional consecutive terms.

d) The BOT will serve as the 'Nominating Committee' to present a slate of candidates for positions on the BODs. The General Body may vote on the nominated candidates or may add additional names to the list of nominated candidates.

SECTION 2.4 : ELIGIBILITY

a) The President and President Elect of BOD shall be alumni of the University.

b) All members will be eligible to contest and vote for BOD positions.

ARTICLE III: FUNCTIONS AND RESPONSIBILITIES

SECTION 3.1: THE GENERAL BODY

The main responsibilities of the General Body shall be to:

- a) Define long-term and short-term goals;
- b) Prepare a rolling perspective plan for the Association;
- c) Frame and lay down clearly defined broad policy parameters;
- d) Review, approve, amend, modify decisions taken by the Boards since its last meeting;
- e) Select projects that need to be taken up for implementation;
- f) Take disciplinary action against erring elected office holders;
- g) Consider amendments to the Constitution and/or the Bylaws;
- h) Appoint an independent auditor or an auditing firm to audit the accounts of the Association.

SECTION 3.2: THE BOARD OF DIRECTORS

The main responsibilities of the Board shall be to:

- a) Act as the administrative and executive organ of the Association;

- b) Prepare policy papers for, and be the policy advisor to the General Body;
- c) Prepare, and inform all BOT members, the plan of action and operating budget for the year; within the first quarter of the accounting year;
- d) At the end of each accounting year, prepare and present to the General Body in writing an annual report and financial statement summarizing the activities of the Association and all the decisions taken by it during the previous year;
- e) Discuss, and recommend to the General Body any suggested amendment to the Constitution and/or Bylaws
- f) Ensure smooth functioning of the Association;
- g) Seek prior approval of the BOT in case an expenditure item exceeds five thousand dollars;
- h) Follow the Accounting and Record Keeping Procedures as included in the attached Appendix.

→ SECTION 3.3: THE BOARD OF TRUSTEES

The BOT shall not be involved in day-to-day operations or governing of the Association. The main responsibilities of the BOT shall be to:

- a) Define guidelines for the conduct of the Association and its events.
- b) Serve as the 'Nominating Committee' for election of the BODs.
- c) Manage the Association's Endowment Fund;
- d) Manage the Association's assets;
- e) Manage the Association's records;
- f) Seek approval of the BOT and the General Body before taking actions relating to assets and finances of the Association;
- e) Develop long term strategy and planning;
- f) Interpret the Constitution and Bylaws of the Association;
- g) Follow the Accounting and Record Keeping Procedures as included in the attached Appendix.

SECTION 3.4: THE PRESIDENT

The President shall:

- a) Be responsible for arranging the annual Sir Syed Day Dinner, along with the President-elect, members of the BODs and any other persons whose help and cooperation he/she might seek, in accordance with the guidelines set by the BOT.
- b) Be answerable to the General Body BOD and BOT.
- c) Be responsible for successful execution of all on-going programs of the Association;
- d) Call, preside over and conduct all meetings of the General Body and the BOD and arrange the logistics of such meetings.
- e) Authenticate minutes of all General Body and BOD meetings;
- f) Be the official spokesperson of the Association;
- g) Represent the Association at other meetings;
- h) Prepare and present an Annual Report of the activities of the Association to the General Body at the end of the year.
- i) Temporarily delegate any or all his powers to the President-elect in case he is, for any reason, temporarily unable to so function;
- j) Seek prior approval of the BOD in the event his yearly expenditure items exceed one thousand dollars.
- k) Ensure that the association remains in the black after the end of the annual Sir Syed Day event.

l) The President-Elect will assist the President in the discharge of his responsibilities and functions and will temporarily assume them in his absence;

SECTION 3.5: THE TREASURER

The Treasurer shall:

- a) Keep and maintain all financial records of the running account of the Association;
- b) Receive membership fee/donations from members/well wishers and issue receipts for the same;
- c) Prepare and present to the BOD and/or the General Body an operative budget for the year;
- d) Pay all bills and reimburse all expenses which have been duly approved by the BOD and which are in accordance with the approved operative budget;
- e) Revise the annual operative budget and have the same approved by the BOD in case there are cost over-runs or unforeseen developments;
- f) Prepare and present to the BOD and the General Body, for approval, the balance sheet and a year-to-date statement of income and expenditure during the appropriate year;
- g) Make all payments of \$50 and above by check;
- h) Sign all checks after obtaining approval of the President;
- i) Act in consultation with the President or, in his absence, the President-elect;
- j) Seek approval of the BOD if his/her yearly expenditure items exceed five hundred dollars.
- k) The Treasurer-Elect will assist the Treasurer in the efficient discharge of his/her duties and will assume them, if needed.

SECTION 3.6: THE SECRETARY

The Secretary shall:

- a) Prepare, in consultation with the President, the agenda for all meetings of the BOD and the General Body;
- b) Prepare and maintain authenticated record and minutes of all the meetings of the BOD and the General Body;
- c) Keep and maintain all records of the Association and have handy at all meetings the file of authenticated minutes, updated list of all members and their telephone numbers, addresses, etc;
- d) Temporarily assume all responsibilities of the President in case both the President and the President-elect are not in a position to discharge their duties due to resignation, death or removal from their respective positions;
- e) Assist the President and the President-elect in the smooth conduct of the affairs of the BOD and the General Body;
- f) Correspond for and on behalf of the Association in consultation with the President;
- g) Discharge his duties in consultation with the President or, in his absence, the President-elect;
- h) In case of differences of opinion between the President and the Secretary, the matter shall be resolved by the BOD at its next meeting; if unresolved, it will be submitted to the BOT;
- i) Seek prior approval of the BOD if his yearly expenditure items exceed five hundred dollars.
- k) The Secretary-Elect will assist the Secretary and will serve as his/her back-up.

ARTICLE IV: REMOVAL FROM OFFICE

SECTION 4: PROCESS

- a) Charges that may trigger initiation of removal process would, inter alia, include:
 - (i) Deliberate violation of provisions of the Constitution and/or the Bylaws of the Association;
 - (ii) Willful defiance of General Body and/or BOD decisions;

- (iii) Willfully working against the interest of the Association.
- (iv) Bypassing the regular channel and going public with any complaint against the Association, any elected member of the BOD or any member of the General Body;
- (v) Misappropriation of funds;
- (vi) Use of Association platform for personal promotion; or
- (vii) Any other genuine cause.

ARTICLE V: MEETINGS AND QUORUM

SECTION 5.1: GENERAL BODY MEETINGS

- a) The President shall call a Regular Meeting of the General Body in each accounting year to transact, inter alia, the following business:
 - (i) Approve minutes of the last meeting;
 - (ii) Take stock of the developments since the last review;
 - (iii) Review, approve, amend, modify all decisions taken by the BOD since the last such exercise;
 - (iv) Appoint an independent auditor or an auditing firm to audit the accounts of the Association as deemed necessary;
 - (v) Direct the BOD about the future course of action;
 - (vi) Elect office bearers for the ensuing year;
 - (vii) Conduct any other business.
- b) The President may call an Extraordinary Meeting of the General Body to consider amendment(s) to the Constitution and /or the Bylaws and/or dissolution of the Association. Such a meeting shall be called within forty- five days of the receipt of the request by the Secretary;
- c) The President may call an Emergency Meeting of the General Body giving proper notice to consider urgent matters;
- d) Any five members may request the President in writing to call an Emergency Meeting of the General Body to discuss an urgent matter. Such a meeting shall be called within fifteen days of the receipt of such a notice. The meeting may be conducted by means of teleconferencing/e-mail.

SECTION 5.2: BOD MEETINGS

- a) The President shall call a meeting of the BOD at least once in each calendar quarter and six meetings in an accounting year to review, take stock of the progress of work, and if need be modify the plan of action and the operating budget. Such meetings may be conducted by means of teleconferencing/e-mails if it is difficult to meet in person.
- b) The President shall, if requested by any two Directors, call an Emergency Meeting of the BOD to discuss an urgent matter. Such a meeting shall be called within fifteen days of the receipt of such a notice.
- c) The meeting may be conducted by means of teleconferencing/e- mail.

SECTION 5.3: NOTICE PERIOD

- Notice for all meetings along with the agenda, as set by the Secretary in consultation with the President, shall be e- mailed to the respective individuals at their addresses on record at least ten days in advance of the meeting, with the provisions that Emergency Meetings shall be exempt from these requirements, and that the notice period may be different.

SECTION 5.4: QUORUM

- a) The General Body
Quorum for a Regular or Emergency Meeting of the General Body shall be one-third, rounded to the nearest whole number, of the total number of members and shall include at

least two members of the BOD including the President or the President-elect.

b) The Board of Directors

Quorum for any meeting of the BOD shall be three-seventh of BOD members and shall include the President or the President-elect.

c) Adjournment

(i) All meetings of the General Body and/or the BOD shall stand adjourned if the quorum is not complete.

(ii) All such adjourned meetings shall be reconvened one hour later on the same day and at the same place.

(iii) Quorum for adjourned meetings shall be two-thirds of the required quorum as laid down in Section 9.4(a), rounded to the nearest whole number, of the numbers specified above.

SECTION 5.5: BOARD OF TRUSTEES

The BOT shall follow the same principles of meeting, decision making, and quorum as laid down in this article for the BOD except that the BOT shall meet at least six times in one accounting year. In addition, all BOT decisions shall be subject to review by the General Body.

ARTICLE VI: DECISION MAKING

SECTION 6.1: VOTING

All decisions shall be taken by a simple majority of votes, except that amendments to the Constitution and/or Bylaws and Dissolution of the Association shall require two-third majority of votes.

SECTION 6.2: PROXY

Proxy votes shall be allowed provided the proxy is in the prescribed form, is duly signed and witnessed. Proxy by e-mail shall be allowed, in which case signature and witness will not be required, provided that the e-mail came from the voter's e-mail address. All proxies must reach the Secretary of the Association at least 24 hours before the meeting.

ARTICLE VII: AMENDMENTS

SECTION 7.1: INITIATION OF PROPOSAL

Proposals for amendments to the Constitution and/or bylaws may be initiated by the BOD or the BOT or by a group of not less than 10% of the members of the General Body.

SECTION 7.2: SUBMISSION OF PROPOSAL

→ All proposals for amendments must be submitted in writing to the BOT who will review and transmit the proposal to the General Body through the BOD to organize an Extraordinary Meeting of the General Body.

SECTION 7.3: REQUIREMENTS FOR AMENDMENTS

(a) All General Body members shall vote. The Constitution and/or Bylaws may be amended by a two-third majority of members present and voting, including duly signed Proxy votes as per Section 6.2 of the bylaws, provided that a written notice of minimum thirty days along with the written text of the proposed amendments is given to all members in advance of the meeting.

(b) Any General Body Meeting to amend the Constitution or bylaws shall meet the quorum requirement of the Extraordinary Meeting as in Section 5.4.

ARTICLE VIII: ELECTIONS

SECTION 8.1: POSITIONS

Vacancies in the BOD and BOT including those for President-Elect, Secretary-Elect, Treasurer-Elect and Trustee(s) shall be filled through an election in the General Body.

SECTION 8.2: DATES

- The BOD shall set the following guidelines in connection with the election of the BOD and BOT..
- Elected office bearers start their new term on January 1.
- BOD and BOT will jointly appoint an Election Officer sometime in October: at least 30 days before the election.
- BOD ensures that all members have paid their membership dues by September 30.
- BOD provides voter list to the Election Officer in November: at least 15 days before election.
- Date of Annual Election will be sometime in November.
- Newly elected officers begin their term: January 1.

The BOD may deviate from the above guidelines only under extenuating circumstances.

SECTION 8.3: ELECTION OFFICER

- (a) The elections shall be conducted by an Election Officer to be appointed by the BOD and BOT at least thirty calendar days before the election.
- (b) The Election Officer shall receive all nominations, and in consultation with the BOD prepare a Nomination Form and Ballot containing all valid nominees for all positions. He shall make available the Nomination Form and Ballot to the voting members in time before the election.
- (c) The BOD shall provide to the Election Officer a list of all General Body members with their addresses at least thirty days before the election.
- (d) The Election Officer shall provide a list of the nominees to all General Body members for their information within ten days after the nomination closing date. The Election Officer shall provide the names of the nominees with nominators to any member upon request.
- (e) The Election Officer shall compile the votes for each nominee and shall announce the results.
- (f) The Election Officer may be relieved of his responsibility by the BOD and BOT for any irregularities or just cause.
- (g) If the Election Officer becomes unavailable for any reason, the BOD and BOT shall appoint a new Election Officer. The thirty-day restriction for the appointment of the Election Officer as in Section 13.2 shall not apply.

SECTION 8.4: NOTICE OF ELECTION

Notice of the annual meeting wherein the election is an item of business shall contain the following information: name of the Election Officer, nomination paper, nomination closing date, Election Officer's e-mail and postal address to submit nominations including the election date, time, venue and how to submit nominations. The BOD shall send Notice of Election to all General Body members at least fifteen days before the election.

SECTION 13.5: NOMINATIONS

- (a) The BOT acting as a 'Nominating Committee' will submit a slate of candidates for the BODs.
- 9b) General Body members may submit nominations for the BOD and when applicable for the BOT.
- (b) All nominations must reach the Election Officer by the closing date and time as set forth in the election notice.
- (c) Floor nominations shall not be allowed, except when the number of nominations is less than the number of available positions.
- (d) In order for a nomination to be valid, the following information must reach the Election Officer by the closing deadline either separately or as one document by FAX or e-mail:
Name of the nominee, position for which nominated, proposed and seconded by two

members with their names and addresses, and the consent of the nominee.

(e) A person may not be a candidate for more than one position.

SECTION 8.6: ELIGIBILITY AND RESTRICTIONS

(a) A person who holds an 'Elect' office (President-Elect, Secretary-Elect and Treasurer-Elect) shall not seek election for any BOD or BOT positions.

(b) The President and President-Elect shall be an alumni of the Aligarh Muslim University.

(c) A member of the BOD shall not seek re-election to the corresponding position for more than two terms.

(d) A person shall not serve on the BOD for more than four one-year terms in a row.

(e) A person shall not serve on the BOT for more than two six-year terms in a row.

SECTION 8.7: ELECTION PROCEDURE

(a) Each candidate shall be introduced to the General Body prior to the election.

(b) Each candidate shall be allowed to state his/her position and experience prior to the election.

(c) Elections for all positions on the BOD and BOT shall be carried out using a single ballot that lists all candidates for all positions.

(d) Each member may be given a ballot on which the voter may cast his vote secretly and shall deposit it in a ballot box provided.

(e) The Election Officer shall compile the votes and announce the results after the elections.

(f) The Chairman, BOT and the outgoing President or their representatives may assist the Election Officer in counting votes.

SECTION 8.8: ASSIGNMENT OF MEMBERS TO VACANT POSITIONS

Should a vacancy arise on the BOD or BOT due to resignation, or any other reason, it shall be filled by a person designated by the General Body, provided such person meets the qualifications for the position as stated in the appropriate section of the Bylaws.

ARTICLE IX: DISSOLUTION

SECTION 9.1: AUTHORITY OF THE GENERAL BODY

The General Body shall have the power to dissolve the Association by a two-third majority of votes.

SECTION 9.2: BOD AND BOT

The General Body shall consider, and take a decision on dissolution of the Association on the joint advice of the BOD and the BOT.

SECTION 9.3: DISPOSITION

In the event of dissolution of the Association, the BOD and the BOT with the approval of the General Body shall arrange to make provision for, discharge of all financial and other liabilities of the Association, dispose of all assets of the Association and distribute the remaining balance to some IRS-exempt charitable organization.

ARTICLE X: CONFLICTS

SECTION 10.1: INDEMNIFICATION

In the event of a lawsuit or legal proceeding brought against any officer(s) of the Association, in respect of any lawful act in the discharge of their duties of the Association, the officer(s) shall be Indemnified out of the funds of the Association. All charges and expenses incurred resulting from their willful neglect or default shall be the exclusive responsibility of such officer(s).

→ SECTION 10.2: INTERPRETATION OF CONSTITUTION & BYLAWS

In case of ambiguity regarding the interpretation of any section of the Constitution and/or Bylaws or possible conflict between two or more sections, the interpretation of the BOT shall be final.