

NED INTERNATIONAL ALUMNI NETWORK –NORTH AMERICA (NEDIAN-NA) BYE-LAWS

(Mission, Vision, Aims, Structure, Membership, Governance, Finance and Amendments)

October, 2018

1. Name:

The name of the organization will be **NED International Alumni Network, North America NEDIAN-NA**

2.Mission Statement:

Establish and maintain a community of Alumni of NED University of Engineering & Technology, Karachi, Pakistan connected regionally, throughout North America (NA) and the world; by building and nurturing a viable and durable educational and professional network of Alumni, Students, Faculty, Patrons and Friends of NED across business, industry, government and academia to enhance educational cooperation between NED and other educational institutions, benefit NEDians in particular, and the engineering community in Pakistan in general, to boost their image and professional standing, to enhance the image of NED and to strengthen NED and Pakistan.

Recognize the potential of the NEDIAN community in North America and explore avenues where the community can contribute to the society at large on a selective basis in line with the overall vision and mission of the organization.

3. Vision:

NEDIAN-NA will be an umbrella organization of NED Alumni in North America, linking Alumni with NED, NED with the Alumni and Alumni with each other with the ultimate goal of uniting and empowering Alumni to serving and bettering our Alma-Mater NED and Pakistan.

4. Aims & Objectives

4.1 Develop a structure, which provides a strong framework for NEDians from different parts of NA, (keeping all the existing “regional” and “local” Alumni Groups intact) to collectively strive for the achievement of the Mission and Vision of NEDIAN-NA.

4.2 Facilitate and nurture cooperation and building of understanding and relationship among its members and collectively work to promote the social and professional welfare of its members.

4.3To facilitate, support and assist the formation of regional and local NED Alumni Associations throughout NA.

4.4 Support NED University in constantly improving and upgrading its resources and the quality of its education.

4.5 To support engineering education, advancement of scientific knowledge and technology, innovation, and research in Pakistan and to become facilitator and conduit of new and emerging technologies from NA towards the goal of improving Pakistan’s social and economic development.

4.6 To facilitate a greater and better understanding and networking amongst Pakistani engineers and between them and the people of NA.

4.7 To support the efforts of those who would preserve, protect and enhance the reputation and services of the engineering profession in general and Pakistani engineers in particular and highlight contribution of successful Pakistani-American engineering/science professionals in NA in order to build and improve Pakistan's image and standing in national and state capitals.

4.8 Assist current NED students, with information and financial support and to assist newly arriving NEDIANS in orientation and adjustment.

4.9 To work with Educational and Professional Institutions in NA to create Alliances between them and NED

4.10 To work with other alumni networks for the benefit of engineers and engineering institutions and to institute ways and means to cooperate with other engineering organizations in NA.

4.11 To foster scientific development and education in the fields of science and technology, engineering and engineering management for the purpose of improving the quality of engineering and thereby the quality of life.

4.12 Be involved in efforts to improve literacy, education and infra-structure of Pakistan.

5. Nature & Legal Status of Organization:

NEDIAN-NA will be independent professional, educational, social, non-political, non-religious organization functioning in conformance with the laws of the United States of America.

It is registered in the State of Illinois, as a Federal not-for-profit, tax-exempt organization under the section 501 (c) (3) of Internal Revenue Service.

6 Structure, Membership & Governance:

NEDIAN-NA will comprise of the following:

1. Organizational Members
2. General Members
3. Board of Directors, the BOD
4. Standing Committees
5. Charter Members Council

6.1 Organizational Membership

- a. The current Alumni Associations, , upon fulfilling the following requirements, will be the **Organizational Members** of **NEDIAN-NA**, with all the rights, privileges and responsibilities, thereof.
 - i. The Association represents a certain geographical area within North America.
 - ii. The Association is legally registered (or has an application for registration pending) with the State or Province in North America it is located in. In case of a pending application, such

registration needs to be submitted to the NEDIAN NA BOD.

- iii.
- iv. The Association must have a set of by-laws approved by the membership. The byelaws will be made available to the NEDIAN NA BOD within fifteen days if so requested by the NEDINA NA BOD.
- v. The Association must have a legally elected Governing Body duly elected by a plurality of it's members. Each Association will be required to submit written confirmation that the governing body for that association is a duly elected body,
- vi. The Association shall have paid membership dues of NEDIAN-NA, if any.
- vii. The Association ratifies the By-Laws of NEDIAN-NA
- viii. The Organization Members are strongly encouraged to submit an annual report of their activities and development. This will provide an opportunity for associations to learn and adopt from each others as well as collaborate on various initiatives.

- b. When a new Alumni Association is formed in NA, it shall become an **Observer Member** of **NEDIAN-NA** if it meets the following conditions,

- i. The Association represents a certain geographical area in North America, not within the boundaries or a 100-mile radius of an existing Organizational Member or Observer Member of NEDIAN-NA. The 100-mile radius will be measured from the registered office address of the organization.
(The Association must have at least 25 members who are eligible to participate in the election of the governing body of the local association, .
- ii. The Association is legally registered (or has an application for registration pending) with the State or Province in North America it is located in. In case of a pending application, such registration needs to be submitted to the BOD within 90 days of initial application)
- iii. The Association must have a set of by-laws approved by the membership (to be submitted to the BOD within 90 days of initial application)
- iv. The Association must have a legally elected Governing Body (information to be submitted to the BOD within 90 days of initial application).
- v. The Association shall have paid membership dues of NEDIAN-NA, if any.
- vi. The Association ratifies the By-Laws of NEDIAN-NA

If at any time an Observer Member lapses in meeting any of the above criteria, it would lose its membership till such time as all the above conditions are met.

The Board of Directors will review the application of each Observer Member organization and vote on the membership application. An affirmative vote of the majority of the BOD will be required for the application for Observer Member to be approved.

- c. Once an observer member has completed one year of membership in NEDIAN NA, it will become an Organizational Member of NEDIAN-NA, with all the rights, privileges and responsibilities, thereof.
- d. Role of NEDIAN NA in Organization Members: The NEDIAN NA is an umbrella organization of its Organization Members. NEDINA NA understands and respects the fact that each Organization Member represents certain geographical areas with their unique needs and circumstances. Therefore, the Organization Members are the best judge of how their

organizations need to function. Therefore, NEDIAN NA shall neither be responsible for nor authorized to participate in the workings and functions of the Organization Members.

- e. Membership of any Organization Member in the NEDIAN NA is strictly voluntary and any Organization Member can elect to suspend or end their membership in the NEDIAN NA after providing sixty days written notice to the Board of Directors.
- f. NEDIAN NA has the core objective of bringing NEDIANS together. It will therefore make all possible efforts to reach out to and include organization members. However, if in the opinion of the Board of Directors, any Organization Member is acting in a manner that is contrary to the stated goals or objectives of the NEDIAN NA, the membership of such Organization Member can be terminated by a two thirds majority of the NEDIAN NA BOD. However, prior to any such process being initiated, the following procedure will need to be followed:
- g. Such a decision is against the inclusive philosophy of NEDIAN NA. Therefore, the grounds for such termination of membership must meet a very high bar. The actions of the said Organization Member must be demonstrably detrimental to the NEDIAN community and/or be causing significant harm to the reputation of NEDIAN NA.
- h. Upon initiation of one of the members of the BOD, a motion to terminate such membership shall have to be passed by a two thirds majority of the BOD.
- i. If such a motion is passed, the subject Organization Member will be provided an opportunity to explain the circumstances to the BOD through a conference call. Any and all elected members of the governing body of the subject Organization Member shall be allowed to attend the phone conference. There will be a period of at least seven days between the passage of the resolution and the said phone conference.
- j. After the phone conference, the BOD will have to reconvene after a period of at least seven days and pass another termination resolution by a two thirds majority for the termination to be effective.
- k. Any Organization Member so terminated, will have the right to re-apply for membership into the NEDIAN NA after one year of the said termination.

6.2 General Membership

- a. Any Alumnus of N.E.D. University of Engineering & Technology or NED Engineering College residing in North America, upon and upon payment of membership dues, if any, as required by the by-laws, will become a **General Member** of NEDIAN-NA, with all the rights, privileges and responsibilities, thereof, (hereinafter referred to as GM)

6.3 Board of Directors:

6.3.1 Name:

The Board of Directors (BOD) will be the governing body of NEDIAN NA and all members of the BOD shall be called **Directors**

6.3.2 Structure:

- i. Each Organizational Member will nominate **two** Members (one Main Primary Nominee and one Secondary Alternate) to represent said organization in the BOD, for a two-year term. The first upcoming date for the start of a new term of Board of Directors shall be January 1. 2019.

- ii. A new Alumni Association, after attaining the status of an Organizational Member will nominate two members (one Main Primary Nominee and one Alternate Secondary nominee) to represent said organization in the BOD, for a period of two years starting January 1st, of the following year.
- iii. The nominations from the Organizational Members to the BOD shall be submitted to the Secretary of the NEDIAN NA BOD in writing no later than November 1st to the year preceding the election year. The nominations must be submitted by the duly elected General Secretary as well as the Chairman / President of the Organization Member.
- iv. The BOD members nominated by the Organizational Members shall be their duly appointed representatives to the NEDIAN NA Board. It shall be the responsibility of these nominees to ensure that their respective Organizational Members are kept apprised of the workings of the NEDIAN NA.
- v. All members of the BOD shall serve on a voluntary basis without any compensation.
- vi. If a Director ceases to be a member of the Organizational Member he / she is representing on the BOD, such Organizational Member will promptly nominate a replacement to complete the remaining term of the outgoing Director.
- vii. No member will serve on the BOD as the Primary Nominee, or the Alternate for more than two consecutive full or partial terms. (To be reviewed by the Board)
- viii. Should any Director become inactive, not fully participate in the activities of the BOD or engage in activities/behavior that are deleterious to the image or objectives of the NEDIAN-NA, the BOD shall
 - a. Notify the Organizational Member being represented by such Director and initiate the process of removal of said member from BOD.
 - b. Review a defense put forth by the Organizational Member, should they (the Organizational Member) so desire.
 - c. If the Organizational Member's defense is acceptable to the BOD, the removal proceedings will be called off.
 - d. After proper review, if the Organizational Member's defense is not acceptable to the BOD, the said Director may be removed by a two-thirds vote of the BOD.
 - e. The Organizational Member will be required to nominate a replacement to fulfill the remainder of the Director's term

6.3.3 Functions of the Board of Directors (BOD):

- i. The BOD shall oversee, guide, and direct the work of NEDIAN-NA
- ii. The acts of the BOD shall be the acts of NEDIAN-NA
- iii. The BOD may make or amend By-Laws of NEDIAN-NA, by an affirmative vote of two-thirds of all Directors in Office.
- iv. The BOD, by affirmative vote of two-thirds of all Directors in Office will appoint for a term of **two** years, the following Officers of NEDIAN-NA
 - 1. Chairman
 - 2. Vice-Chairman
 - 3. General Secretary
 - 4. Treasurer
 - 5. Media Secretary

In case any single candidate fails to receive the desired two-thirds vote, there will be a run-

off between the top two candidates. The candidate having acquired the majority votes in such run-off will be declared elected.

- v. The election will be held through a meeting of the BOD in person or over the telephone. The voting for each position on the Executive Committee will be conducted and recorded by the Election Officer through a voice vote. The incoming BOD will hold the election for new Executive Committee during a special meeting of the incoming BOD no later than December 15th of the year preceding the start of the term of the new incoming Board.
- vi. The election process will be conducted by Election Conducting Officer who shall be the General Secretary of the outgoing Executive committee. If the General Secretary is him/herself a candidate for the upcoming elections or is not able to take this responsibility, the election conducting officer will be one of the other members of the Executive Committee in the following order of preference:
 - President
 - Vice President
 - Treasurer
 - Media Secretary
- vii. All nominations for different positions for the Executive Committee shall be submitted to the Election Conducting Officer no later than November 30th
- viii. All candidates for the Executive Committee shall have to be nominated by another member of the incoming BOD with the concurrence of the candidate
- ix. No candidate will be eligible to run for more than one position on the Executive Committee
- x. The Election Conducting Officer shall compile a list of all candidates and submit it to the New members of the Board of Directors no later than December 5th.
- xi. The election for the various posts of the Executive Committee shall be held only for positions for which more than one nomination has been duly received. If only one nomination has been received for a certain position, that candidate shall be deemed elected unopposed.
- xii. The election for the posts for which more than one nomination has been received, the elections shall be held for various positions in the following order:
 - Chairman
 - Vice Chairman
 - General Secretary
 - Treasurer
 - Media Secretary
- xiii. It is the intent of the NEDIAN NA to strive for the maximum participation of all organization members in the Executive Committee. To this end, if one member from an organization member has been elected to a post on the Executive Committee, any other nomination of the other member from that organization shall be deemed withdrawn.
- xiv. If during the tenure of the BOD any position on the executive Committee

becomes vacant, a replacement officer will be elected through simple majority of the BOD in the first upcoming meeting of the BOD.

- xv. Any member of the BOD is eligible to be candidate for the Executive committee including Primary as well as Secondary nominees.

6.3.4: Definition of Roles and Responsibilities of the Officers

6.3.4.1:Chairman:

- Chairman shall be the head of the association.
- Responsible for strategic and operational direction for the Alumni association within the policies and objectives derived and determined by the By-Laws.
- Responsible to make sure that association is being governed by its By-Laws.
- Responsible to develop annual strategic plan in consultation with the BoD that states objectives and associated performance measures for the year.
- Responsible for producing end-of-year report in consultation with the BoD that summarizes accomplishments for the year and make recommendation for the future actions.
- Has the authority to cast a deciding vote in case of a tie vote in the BOD.
- Can render his/her services in any sub-committees as well as he/she can also lead any sub-committee.

6.3.4.2: Vice-Chairman

- Shall assist the Chairman in all his association related activities.
- Responsible to act on behalf of Chairman in his/her absence
- In case of resignation from Chairman; Vice-Chairman will resume the role of Chairmann till BOD elects a new Chairman.
- Can render his/her services in any sub-committees as well as he/she can also lead any sub-committee.

6.3.4.3: General Secretary

- Shall be the custodian of all official records in duplicate, except the records concerning finance, which will be maintained by the Treasurer.
- Responsible for the provision of advice to the BOD for association activities and implementation of its decisions.
- Responsible for the coordination of all of the operations and activities of the association under the directives of the BoD.
- Shall maintain the record of all registered members.
- Shall act as a spokesperson of the association and responsible for all formal communication of the alumni matter outside the BOD.
- Shall record the minutes of BOD meetings and distribute it within a reasonable time frame.
- Responsible to release information (where required) related to the meeting of the BOD to the registered organizational and general member of alumni.

- Shall perform any duty assigned by the BOD from time to time necessary for the effective and efficient operation of the association.
- Can render his/her services in any sub-committees as well as he/she can also lead any sub-committee.

6.3.4.4: Treasurer

- Responsible for receiving and maintaining all funds paid to the Alumni association.
- Responsible for entire budget planning for each fiscal year of the tenure.
- Responsible for maintaining cash-flow records for all activities.
- Responsible for managing all accounts.
- Responsible to produce year-end financial statements.
- Responsible for proposing funds allocation model for future projects and events of the association.
- Has an authority to spend up to US\$2500/- on any project/ event of the association.
- Responsible to take written approval for any expense exceeding US\$2500/- from Chairperson.
- Responsible for directing fund raising efforts and activities.
- Responsible for filing tax-return and for facilitating financial audit as and when required.
- Can render his/her services in any sub-committees as well as he/she can also lead any sub-committee.

6.3.4.5: Media Secretary

- Responsible for maintaining the association's website and social media forums (Facebook, LinkedIn, Twitter, YouTube etc.) and solving all its related issues.
- Act as an administrator/moderator of discussion forums on association's website and social media.
- Responsible for facilitating communication of the alumni matter outside the BoD through association's website and social media.
- Responsible for maintaining database of all the records related to the association's general and organizational membership.
- Can render his/her services in any sub-committees as well as he/she can also lead any sub-committee.

6.3.5: Meetings.

- i. The BOD shall hold at least bi monthly meetings (teleconferences / face to face)
- ii. Special meetings of the BOD can be convened by the Chairman of the BOD
 - on his own initiative
 - on request from at least three members of the BOD
- iii. Both the Primary and Alternate Member from each Organization will attend the meetings; however only the Primary Member will have voting rights. In the absence of a Primary Member, the Alternate from that Organization will have the voting right.
- iv. More than 50% of the Organization Members must be represented (either by a Primary

Member or the Alternate Member) to meet the quorum requirements. The decisions of the BOD shall be made by a simple majority of the voting members present, except as otherwise stated in the by-laws. In the event of a tied vote, the Chairman will cast a second “deciding” vote.

6.4 Standing and other Committees

- a. For the functioning of NEDIAN-NA and to achieve its objectives, the BOD may establish and manage at the outset the following Standing Committees:
 - i. Membership & Outreach Committee
 - ii. Information & Public Relations Committee
 - iii. Professional Development Committee
 - iv. NED / NEDIAN Liaison Committee
 - v. Finance Committee
- b. BOD will establish and manage additional Standing and other Committees from time to time as deemed necessary.
- c. Charter (Definition, Responsibilities and Functioning of Standing Committees): To be developed
- d. The BOD will make every effort to ensure that no member organization has more than one member on any committee.

6.5 Charter Members Council:

6.5.1. The Council shall be named “Charter Members Council (CMC) of NEDIAN NA. The CMC will not be an executive body and shall not be involved in the routine or day to day operations of the NEDIAN NA.

The purpose and function of the Charter Member Council (CMC) will be to

- a. Uphold the vision and charter of the of the NEDIAN NA
- b. Providing continuity in functioning of NEDIAN NA from BOD to BOD
- c. Offering interpretation of the By-Laws, if and when required
- d. Functioning in the capacity of an “Advisory Council” to the BOD
- e. Providing financial support for the functioning of the NEDIAN NA.
- f. Providing guidance to the NEDIAN NA Board when so requested by the NEDIAN NA Board
- g. Provide strictly an oversight role to the nomination and election process for members of the Executive Committee of the NEDIAN NA Board
- h. Provide a forum for Organization Members to address their concerns and grievances

6.5.2: Charter Members Council and Criteria of Membership

6.5.2.1. For the period 01-01-18 to 12-31-20. The Charter Members Council shall be formed with a minimum of three and a maximum of eleven individuals, each meeting the following criteria:

- i. He/she shall be an NEDian
- ii. He/she shall pay the yearly Charter Membership Fees of \$ 2,500.00

6.5.2.2. The slate of proposed individuals will be presented to the NEDINA NA BOD for approval.

6.5.2.3 For subsequent one-year periods prior to December 31st of the year, the Charter Member Council will decide the Members of the Charter Members Council for the following year

6.5.2.4 The Serving Members will have the option to continue on the Charter Members, subject to meeting the following criteria:

- a. He/she shall be approved a majority of the incumbent members of the Charter Members Council
- b. Except in case of an Honorary Member, he/she shall pay the Charter Membership Fees for the year, as determined by the Charter Committees Council.

6.5.2.5. New Members meeting the criteria in “a” above can be added to the Charter Members Council.

6.5.2.6. Sitting Members of NEDIAN NA BOD shall not be eligible to be a Member of the Charter Members Council

6.5.2.7. Members of the CMC shall not be eligible to hold any office in the NEDIAN NA Board

6.5.2.8. If a CMC member ceases to be a member of the CMC, he/she shall not be eligible to run for any office for the NEDIAN NA Board for twenty four months after ceasing to be a member of the CMC
CMC members can however hold an elected office in Organization Members.

6.5.3: Specific Functions / Authorities of the Charter Member Council:

The primary function of the CMC is to ensure that the vision and charter of the NEDIAN NA is maintained. To this end, the CMC shall have the following functions:

6.6.3.1 While the CMC will not have the authority to nominate and / or select any members of the Executive Committee, it shall by a vote of two thirds majority have the authority to reject the nomination of any candidate running for a position on the BOD. In such instances, CMC shall act only if it deems that the election of the said member will adversely and materially impact the functioning of the BOD against the established vision and charter of the NEDIAN NA.

6.5.3.2 In case an organization member has any grievances against the NEDIAN NA or it's BOD, it to the NEDIAN NA BOD.

6.5.3.3 In the event that any decisions or actions of the NEDIAN NA BOD are clearly against the vision and charter of NEDIAN NA, the members of the BOD (at least three) may approach the CMC for intervention in the matter. If the majority of the members of the CMC deem the said actions to be against the vision and charter of the NEDIAN NA, the BOD of NEDIAN NA will be required to reconsider it's actions and hold a new vote on the subject matter.

7. FINANCES

- a. NEDIAN-NA shall be financed by the membership dues, contributions and donations.
- b. Donations subject to any implicit and explicit pre-conditions shall not be accepted under any circumstances.
- c. The BOD shall reserve the right by a vote of two-thirds to accept or reject the donations.
- d. The fiscal year of NEDIAN-NA shall begin on January 1 and end on December 31.
- e. NEDIAN NA will make all reasonable efforts to help the Organization Members financially for their annual events.