

THE ALIGARH ALUMNI ASSOCIATION OF TEXAS

BYLAWS

ARTICLE I: NAME AND LOCATION

Section 1: Name

- a. The name of the Association shall be The Aligarh Alumni Association of Texas, hereinafter referred to as "The Aligarh Alumni Association".

ARTICLE II: OBJECTIVES AND PURPOSE

Section 1: Mission Statement

- a. The Objective and Purpose of the Aligarh Alumni Association of Texas is to provide academic and financial support to needy students; and to promote linguistics and its art forms through, including but not limited to, publications, lectures, discussions, recitals, or otherwise.
- b. The charitable, literary, and educational activities of this Association shall be open to every person irrespective of race, religion, ethnicity, or nationality.

ARTICLE III: MEMBERSHIP

Section 1: Categories

- a. There shall be three categories of membership in the Association: Regular, Life, and Honorary.
 1. Regular Membership shall be open to every person irrespective of race, religion, ethnicity, or nationality who has ever been an alumni, or who at any time was ever employed by Aligarh Muslim University or to any person who is a spouse, parent, or child of any person who has ever been an alumni or who at any time was ever employed by Aligarh Muslim University or anyone who sympathizes and agrees with the mission of the Association.
 2. Life Membership shall be open to any person qualified to be a Regular Member of this Association and who satisfies all other requirements for Life Membership set forth in these Bylaws.
 3. The Association may recognize and bestow upon a living individual an Honorary Membership for outstanding services to or the sympathizer of the Aligarh Muslim University, or the Association.

Section 2: Application for Membership

- a. All persons eligible for membership in the Association may obtain membership by submitting an application and the required membership fee to the Executive Council.
- b. The President of the Association shall confer the Honorary Membership on behalf of the Association in accordance with rules prescribed in these Bylaws.

Section 3: Membership Term and Dues

- a. The term of Regular Members shall be for one full calendar year starting January 1st.
- b. The term of Life Membership shall be perpetual. Life Members shall be subject to a one-time payment of Two Hundred Fifty Dollars.
- c. Regular Membership shall be subject to an annual payment of Fifteen Dollars for single members and Twenty-Five Dollars per family.
- d. The Executive Council may prescribe other charges or fees for special events and activities.
- e. The fee for Life and Regular Membership shall be reviewed for future members at each annual meeting of the General Assembly and may be changed by a simple majority of votes.

Section 4: Privileges and Duties of Members

- a. All Members in good standing (those who have fully paid their annual membership dues) shall have the privilege of attending General Assembly Meetings and to participate in activities of the Association.
- b. All Members in good standing, who have been members for at least forty five days, shall have the right to vote in annual and special sessions of the General Assembly.
- c. The Members shall be the source of all power.
- d. Members in good standing may attend meetings of the Board and the Council, without having voting rights in those bodies.
- e. All Life and Regular Members in good standing who are Members for at least one (1) year shall be eligible to seek election and hold office.
- f. All Life and Regular Members in good standing who have served on the Council or Board for at least one (1) year shall be eligible to seek the office of President or Chairman of the Board.
- g. A candidate for President of the Executive Council or Chairman of the Board must be an alumnus (for the purposes of this bylaw alumnus includes both students and staff) of Aligarh Muslim University.

- h. All Life and Regular members in good standing who are not alumni of Aligarh Muslim University shall be eligible to seek election for a position on the Council or Board, except for the President and Chairman. However the number of non-alumnus members elected to the Council or Board may not exceed more than one (1) on each of the above bodies.
- i. Life and Regular Members in good standing shall each be entitled to one vote. Duly signed proxy votes, if any, that are submitted in writing will be permitted.
- j. Life and Regular Members, including those on the Council or Board, who are not alumni of the Aligarh Muslim University shall not vote to amend the Constitution and Bylaws of the Association.

Section 5: Suspension, Revocation, and Termination of Membership

- a. Members shall be deemed to have terminated their membership by any one of the following actions:
 - 1. Non-payment of the annual dues.
 - 2. Renunciation of the aims and objectives of the Association.
 - 3. Deliberate violation of the Constitution and Bylaws of the Association.
 - 4. Written resignation sent to the Executive Council or the President of the Association.
- b. Termination of membership shall automatically cause termination of membership in each and every committee of the Association and revocation of all privileges of membership.
- c. The Executive Council may recommend termination of a member from the Association subject to approval of the General Assembly. A General Assembly meeting will be called within 45 calendar days to approve the council action.

ARTICLE IV: THE GENERAL ASSEMBLY

Section 1: Powers

- a. Collectively, the Members of the Association shall constitute "The General Assembly" of the Association. All powers of the Association belong to the General Assembly. No individual or group may arrogate to himself/itself any power or privilege not specifically delegated to and confirmed on him by the General assembly.

Section 2: Rights, Privileges and Duties of the General Assembly

- a. The General Assembly shall elect the Board and Executive Council of the Association.
- b. The General Assembly shall remove and recall any officer of the Association in accordance with the procedures contained in the Bylaws.
- c. The General Assembly shall have the exclusive power to amend provisions of the Bylaws.

- d. The General Assembly shall review and approve all termination action of the Council against an Association member. Prior to voting, a hearing will be held. The General Assembly has a right to over-rule the Council action and reinstate the member.

Section 3: Annual Meeting of the General Assembly

- a. The Annual meeting of the General Assembly shall be held during the month of December each year. The time, date, and place of the meeting shall be fixed by a resolution of the Council and a minimum of three weeks' notice in writing shall be given to each voting member, mailed to his last known address. The following items of business shall be transacted in the annual general meeting:
 1. Minutes of the last general meeting.
 2. Annual report by the Board Chairman.
 3. Annual report by the President.
 4. The Treasurer's report, which shall include a balance sheet, general statement of income and expenditures.
 5. Collection of membership dues.
 6. Action on termination proceedings, if any, against a member of the Association.
 7. Elections to the vacancies on the Board.
 8. Elections to the Council.
 9. Appointment of an independent auditing firm, or of an auditor, who is not a member of the Council or the Board, audits the accounts of the current fiscal year.
 10. Transaction of the general business of the Association and discussion of any other matters referred to the meeting by the Council or the Board or brought up by its membership.

Section 4: Special Meeting of the General Assembly

- a. Special meetings of the General Assembly may be held at any time of the call of the Board or the Council or at the written request of at least one-third of the voting members addressed to the Council. Notice of such a meeting shall be given to the members in the same manner as provided for the annual meeting, which notice shall specify the nature of business to be conducted.

Section 5: Other Meetings

- a. Members of the Association may assemble at any time to exchange information, discuss matters of general interest, and participate in charitable, educational, or literary activities.

ARTICLE V: THE BOARD OF DIRECTORS (THE BOARD)

Section 1: Number

- a. The Board of Directors shall consist of six (6) members including the Chairman of the Board.

Section 2: Qualifications/Terms of Office

- a. All Life and Regular Members in good standing who are Members for at least one (1) year shall be eligible to seek election and hold office.

- b. All Life and Regular Members in good standing who have served on the Council or Board for at least one (1) year shall be eligible to seek the office of Chairman of the Board.
- c. A candidate for Chairman of the Board must be an alumnus (for the purposes of this bylaw, alumnus includes both students and staff) of the Aligarh Muslim University.
- d. All Life and Regular members in good standing who are not alumni of Aligarh Muslim University shall be eligible to seek election for a position on the Board, except for the Chairman. However the number of non-alumnus members elected to the Board may not exceed more than one (1) on the Board.
- e. The Board shall hold a meeting within fifteen (15) days after the annual meeting of the General Assembly in order to elect a Chairman of the Board from within the Board. The Chairman shall hold office for two (2) years and shall not be eligible for re-election as a Chairman for more than two consecutive terms.
- g. Six (6) members will serve on the Board. Three (3) members will be elected in the year 2009 for three (3) years-term (2010-2013) and three (3) members will be elected in year 2010 for four (4) years-term (2011-2015). In subsequent years, all six (6) board members will be elected for four (4) years-term. Of the six (6) members, three (3) members will be elected in one year while three (3) members will be elected in the next election cycle.

Section 3: Rights, Privileges and Duties of the Board

- a. The Board will act as overseer and policy advisor to the Executive Council.
- b. The Board will develop long-term plans and policy for approval by the General Assembly.
- c. The Board will act on matters referred to it by the Council or the General Assembly.
- d. The Board will review and approve the yearly budget presented to it by the Executive Council. The yearly budget shall be presented to the Board within forty-five (45) calendar days of the general elections each year.
- e. The Board will interpret the Constitution and the Bylaws in case of a dispute.
- f. The Board will hold Joint sessions with the Council as required by the Bylaws.
- g. Any three members of the Board may request a Board meeting by writing to the Board Chairman. The Board Chairman will call a meeting within fifteen (15) days of receipt of such request.
- h. A member of the Board shall not be a member of the Council at the same time.
- i. The Board will review and approve candidates for Honorary Membership of the Association

by a majority vote.

- j. Fifty percent (50%) of the Board members shall constitute quorum. The Board decisions shall be made by a simple majority vote of the members present. An absent member may cast his vote by a written and signed proxy or in writing.
- k. Any Member of the Board, consistent with Article V, Section 2(c), who is not an alumni of the Aligarh Muslim University shall not vote to amend the Constitution and Bylaws of the Association.

Section 4: Rights, Privileges and Duties of the Chairman of the Board

- a. The Chairman of the Board shall call and chair all Board meetings.
- b. The Chairman of the Board shall address the annual General Assembly meetings.
- c. The Chairman of the Board may call for joint session of the Board and the Council.

ARTICLE VI: THE EXECUTIVE COUNCIL

Section 1: Number

- a. The Executive Council shall consist of the President, Vice-President, Secretary, Joint Secretary, Treasurer and the immediate Past-President.

Section 2: Qualifications/Terms of Office

- a. All Life and Regular Members in good standing who are Members for at least one (1) year shall be eligible to seek election and hold office.
- b. All Life and Regular Members in good standing who have served on the Council or Board for at least one (1) year shall be eligible to seek the office of President.
- c. A candidate for President must be an alumnus (for the purposes of this bylaw alumnus includes both students and staff) of Aligarh Muslim University.
- d. All Life and Regular members in good standing who are not alumni of Aligarh Muslim University shall be eligible to seek election for a position on the Executive Council, except for the President. However the number of non-alumnus members elected to the Executive Council may not exceed more than one (1) on the Council.
- e. All six Members of the Executive Council shall serve for a term of two (2) years.

Section 3: Rights, Privileges and Duties of the Executive Council

- a. The Executive Council shall manage all affairs of the Association and shall be the administrative and executive organ of the Association.

- b. The Executive Council shall prepare and present to the Association members an annual schedule of events.
- c. The Executive Council shall act on membership applications, accept resignation of members, and determine when an automatic resignation has occurred because of nonpayment of dues.
- d. The Executive Council shall recommend to the Board the conferral of Honorary Memberships.
- e. The Executive Council shall recommend to the General Assembly the suspension or revocation of membership, for cause after due hearing.
- f. A member of the Executive Council shall not be a member of the Board at the same time.
- g. The Executive Council shall prepare and present to the Board of Directors an annual operating budget.
- h. The Executive Council shall prepare and present to the General Assembly an annual report and a financial statement summarizing the activities of the previous year.
- i. The Executive Council has the right to appoint as many individuals or committees as it deems essential for achieving the aims and objectives of the Association.
- j. The Executive Council shall seek and collect membership dues and donations.
- k. The Executive Council is authorized to spend monies for administrative purposes in accordance with the budget approved by the Board of Directors.
- l. Members of the Executive Council are expected to attend all Council meetings and maintain regular contact with the Association rank and file.
- m. Any Member of the Executive Council, consistent with Article VI, Section 2(c), who is not an alumni of the Aligarh Muslim University shall not vote to amend the Constitution and Bylaws of the Association.

Section 4: Executive Council Meeting

- a. The Executive Council shall meet at least quarterly.
- b. The Executive Council shall meet at the call of the President. The Secretary shall issue notification of date, time and place at least five (5) days before the meeting.
- c. The Executive Council decisions shall be made by a simple majority vote of the members present. An absent member may cast his vote by proxy, by telephone, or in writing.

- d. Any two members of the Council may request a Council meeting by writing to the President. The President will call a meeting within fifteen (15) days of receipt of such request.

Section 5: Rights, Privileges and Duties of the President

- a. The President shall convene and preside over all meetings of the Executive Council and the General Assembly.
- b. He/she or his/her designated representative shall act as the official spokesman of the Association.
- c. He/she shall be responsible for coordinating activities of the Association.
- d. He/she or his/her designated representatives shall confirm minutes of the Council and General Assembly meetings.
- e. He/she shall be responsible for expending funds after the budget is approved.
- f. He/she shall assist the Treasurer in formulating a yearly budget.
- g. He/she shall represent the Association at all meetings of the Federation of Aligarh Alumni Association.
- h. He/she shall be responsible for the execution of the programs and policies of the Association.
- i. The President may call for joint session of the Board and the Council.

Section 6: Rights, Priviledges and Duties of the Vice-President

- a. The Vice-President shall assist the President in carrying out his responsibilities and functions for the Association.
- b. In the absence of the President, the Vice-President shall assume all responsibilities of the President.
- c. The Vice-President shall succeed the President in case of removal or resignation of the President.

Section 7: Rights, Privileges and Duties of the Secretary

- a. The Secretary shall be responsible for maintaining records of the Executive Council meetings.
- b. He/she shall be responsible for maintaining records of the General Assembly meetings.

- c. He/she shall maintain an updated mailing list for the Association.
- d. He/she shall correspond on behalf of the Association.
- e. He/she shall prepare an agenda for council and General Membership meetings.
- f. He/she shall coordinate with the President in the conduct of the Council affairs.
- g. He/she shall be the custodian of all records of the Association.

Section 8: Rights, Privileges and Duties of the Joint Secretary

- a. The Joint Secretary shall assist the Secretary in his functions and the duties, and shall take over the Secretary's duties and functions during his absence.
- b. He shall succeed the Secretary in case of removal or resignation of the Secretary.

Section 9: Rights, Privileges and Duties of the Treasurer

- a. The Treasurer shall maintain accurate financial records of the Association.
- b. The Treasurer shall collect membership fees from members of the Association to whom he shall issue appropriate receipts.
- c. The Treasurer shall maintain a joint bank account with the President and the Secretary.
- d. The Treasurer shall pay bills and reimburse expenses incurred on behalf of the Association, as approved by the executive Council.
- e. The Treasurer shall prepare and present to the Council and the Board an annual operating budget.
- f. The Treasurer shall prepare budgets, reports and financial status to the General Assembly meetings, upon request. He/she shall present the yearly financial statement to the General Assembly at its annual meeting.
- g. All financial transactions above Fifty Dollars (U.S. \$50) shall be made by a bank check, unless a written authorization is provided for by the Chairman and the President.
- h. The Treasurer shall make sure that there are no cost over-runs of the budget approved by the Board. In case a cost over-run does occur, the Treasurer shall immediately prepare a revised budget, which will be submitted to the Board for approval.
- i. The Treasurer shall not allow expenditure of monies on items not contained in the approved

budget.

Section 10: Rights, Privileges and Duties of the Past-President:

- a. Past-President will be an ex-officio, non-voting members of the Executive Council.
- b. The Past-President will not constitute the quorum of the Executive Council
- c. The Past-President will attend all the Executive Council meetings and give non-binding advice based on his/her experience as Past-President.

ARTICLE VII: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments

- a. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

- a. Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by any two of the President, Treasurer and Secretary.

Section 3. Deposits

- a. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts

- a. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE VIII: COORDINATION BETWEEN THE BOARD AND THE COUNCIL

Section 1: Cooperation

- a. The Board and the Council shall make every effort to perform their respective duties and use their respective powers in complete harmony with each other. Each body shall nominate one

of its members to attend the meetings of the other body as a non-voting participant. There shall be at least two joint sessions of the two bodies in a year. The joint session shall be held at the request of either body, within fifteen (15) days of such a request. Such joint sessions will be presided by the Chairman and the President by rotation with the Chairman of the Board presiding the first session.

ARTICLE IX: REMOVAL FROM OFFICE

Section 1: Procedure

- a. An officer of the Executive Council, or a member of the Board, may be removed from his/her office or membership of the Board, for cause, after due hearing, in accordance with the following procedure:
 1. A recall petition for such action, stating the reasons for the proposed action and bearing the signatures of at least one-third of the total number of the voting members of the Association shall be submitted to the Council and the Board in writing. The Council and the Board will Jointly select a Presiding Officer for the recall session of the General Assembly meeting within thirty (30) calendar days from the date of submission of the petition. This officer shall not belong to the Board or the Council. Written notices shall be sent to the last known address of each voting member stating the purpose of the recall session and including a brief summary of the petition.
 2. The recall session will hear the charges and the defense, if any, prior to voting on the recall petition.
 3. To be carried, the recall petition shall require the approval of at least two-thirds majority of the members present and voting.
 4. The process of an individual's removal from office or membership of the Board, as the case may be, is automatically terminated at any time if the individual in question resigns from such office or membership.
 5. The term of the Presiding Officer shall be limited to the recall session.

ARTICLE X: ELECTIONS OF THE BOARD AND THE COUNCIL

Section 1: Notice of Vacancies

- a. The notice of the annual meeting of the Association, wherein the election is an item of business, shall contain the information regarding the number of vacancies in the Board and Council and the name of the Election Officer.

Section 2: The Election Officer

- a. The Annual Election of the Board and the Council shall be conducted by an Election Officer appointed jointly by the Board and the Council at least thirty (30) calendar days before the election.
- b. The Election Officer shall be prohibited from seeking election. His/her term shall expire after the election
- c. The Election Officer shall compile the votes cast for each nominee and shall announce the results.
- d. The Election Officer shall supply nomination papers to all members eligible to vote in elections.

Section 3: Nominations

- a. Each nomination paper, signed by one voting member and seconded by another voting member, shall be submitted to the Election officer on or before the election date.
- a. The voting members nominated for election shall personally be present during the election. In case they cannot be present, they shall express their acceptance of nomination in writing to the Election Officer.

Section 4: Election Procedure

- a. The election to the vacant positions in the Board and the Council shall be held in the annual meeting by secret ballot.
- b. Each Life and Regular Member in good standing shall have the right to vote.
- c. Each candidate shall be introduced to the General Assembly.
- d. Each candidate to the Board and Council seat shall be allowed a maximum of five (5) minutes to state his position prior to the election.
- e. Vacant positions in the Board shall be filled first. Each eligible voting member shall name as many Board members as there are seats vacant. The members with the highest tally of votes will be declared elected to the Board.
- f. The Council members will be elected in the following order:
 - 1. President.
 - 2. Vice-President.
 - 3. Secretary.

4. Joint-Secretary
5. Treasurer.

Section 5: Assignment of Members to Vacant Positions

- a. Should a vacancy arise on the Board or the Council, due to resignation, succession, or any other reason, the vacancy shall be filled by a person designated by either the Board or the Council, and approved by a simple majority vote of both the Board and the Council respectively, until the next election, provided such person meets the qualifications for the position as stated in the appropriate section of the Bylaws. If at any time there remains less than a majority of the Board or Council members originally elected by the General Assembly, a special meeting of the General Assembly shall be called to elect the replacements. The term of the new members shall not exceed the remaining term of the originally elected members.

ARTICLE XI: AMENDMENTS

Section 1: Proposals for Amendment

- a. Proposals for amendments may be initiated by the Board or the Council or by a group of not less than 20% of the General Assembly members. All proposals for amendments must be submitted in writing to the Board and the Council. For amendments, 30% of the General Assembly members--physically present plus those voting by signed proxy -- would constitute a quorum.

Section 2: Required Votes

- a. The Bylaws may be amended by a two-thirds majority of the General Assembly members present and voting, including duly signed proxy votes, if any, that are submitted in writing, provide that a written notice of a minimum of thirty (30) days shall have been given to all members eligible to vote; and provided that such members shall have been sent the text of the proposed amendments and the text of the clauses to be amended, at least thirty (30) days in advance of the meeting. Such notices shall be sent to the last known address of each voting member.

ARTICLE XII: SUCCESSION OF COUNCIL

Section 1: Succession of Council

- a. The outgoing Council, after the election, shall transfer all files, documents, records, assets and liabilities, and bank account to the incoming council within fifteen (15) calendar days from the day of election.

ARTICLE XIII: MEETINGS AND QUORUM

Section 1: Quorum Requirement

- a. Quorum for various meetings shall be defined as follows: General Assembly (1/10 of the General Assembly members), Executive Council (President plus Two Executive Council member), Board (Chairman plus two Board members), Combined meeting of the Executive Council and Board (President, Chairman, plus any three Executive or Board members). However, for amendments to the constitution or Bylaws, 15% of the General Assembly members -- physically present plus those voting by signed proxy -- would constitute a quorum.

Section 2: Vote for Decisions

- a. All decisions shall be made be a simple majority of vote of the quorum, except for any amendments, which shall require two-third majority of its quorum.

ARTICLE XIV: FISCAL YEAR

Section 1. Fiscal Year of the Corporation

The fiscal year of the corporation shall begin on the 1st of January and end on December 31st of each year.

ARTICLE XV: PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 1. Prohibition Against Sharing Corporate Profits and Assets

- a. No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of Aligarh Alumni Association of Texas, a Texas nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 15 pages, as the Bylaws of this corporation

Date: _____

Director

Director

Director

Director

Director