



ARAB AMERICAN ASSOCIATION OF ENGINEERS AND ARCHITECTS

AAAEA – ILLINOIS

ILLINOIS CHAPTER BY-LAWS

Proposed By-Laws Amendments
To be Presented to the General Assembly Meeting

On December 11, 2021

**ARAB AMERICAN ASSOCIATION OF ENGINEERS AND ARCHITECTS
BY-LAWS**

Table of Contents

MISSION STATEMENT	3
PREAMBLE	3
ARTICLE I – NAME, PLACE OF REGISTRATION AND OBJECTIVES	3
ARTICLE II – MEMBERSHIP CATEGORIES, RULES AND REGULATIONS	5
ARTICLE III – BUDGET, DUES AND DONATIONS	8
ARTICLE IV – MANAGEMENT, TENURE AND DUTIES	10
ARTICLE V – CHAPTER’S EXECUTIVE BOARD	10
ARTICLE VI – BOARD OF TRUSTEES	14
ARTICLE VII – GENERAL ASSEMBLY MEETING	15
ARTICLE VIII – ELECTIONS AND QUALIFICATIONS OF CANDIDATES FOR OFFICES	16
ARTICLE IX – SCHOLARSHIP	17
ARTICLE X – SECTIONS	18
ARTICLE XI – DISSOLUTION CLAUSE	19
ARTICLE XII – AMENDMENTS	19

ARAB AMERICAN ASSOCIATION OF ENGINEERS AND ARCHITECTS BY-LAWS

MISSION STATEMENT

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

PREAMBLE

WE, professionals in the fields of Engineering, Architecture and Information Technology of Arab heritage by ancestry or affinity, residing in the State of Illinois, 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: Arab American Association of Engineers and Architects (AAAEA)
- Section 2. Place of Registration: State of Illinois, United States of America.
- Section 3. The Arab American Association of Engineers and Architects (AAAEA) – Illinois, is part of the National Arab American Association of Engineers and Architects network; and these By-Laws are in adherence with the National AAAEA By-Laws.
- Section 4. AAAEA 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 fields of engineering, architecture and information technology.
 - B. To promote cooperation and mutual assistance among its members.
 - C. To conduct and/or provide resources for review courses to help members and non-members prepare for examinations to become licensed engineers, registered architects, and certified information technology professionals.

- D. To conduct and/or provide resources for technical seminars to enhance members' knowledge in technology and regulations affecting the engineering, architectural and information technology professions.
- E. To establish scholarship programs and assist qualified and talented students in their academic studies to pursue an engineering, architectural and information technology careers.
- 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 AAAEA presence in the engineering, Architectural and Information Technology Professions.
- 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 Sections within Illinois and student chapters at academic institutions.
- J. Shall not carry on any activities not authorized to be carried on by an organization exempt from Federal income tax under Section 501 (c) (3) or by an organization to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code.
- K. No substantial part of the activities of the Association shall be to carry on propaganda or otherwise attempt to influence legislation, and shall not participate in any political campaign on behalf of any candidate running for public office.
- L. To promote community outreach and involvement that will impact our community in a positive way via programs and events.

Section 5. Definitions

- A. Association: Arab American Association of Engineers and Architects (AAAEA) in Illinois.
- B. National: Encompassing all chapters of AAAEA in the United States (National AAAEA).
- C. Chapter: The Illinois Chapter and its Sections and Students Chapters. It is locally based and registered in the State of Illinois.
- D. Section: A sub-groups to the Illinois Chapter within jurisdiction of the Illinois chapter and/or based in a City or a County of Illinois, (such as Peoria Section).

- E. Student Chapter: A sub-group of student members only based at academic institutions located within the jurisdiction of Illinois Chapter.

ARTICLE II - MEMBERSHIP CATEGORIES, RULES AND REGULATIONS

Section 1. Definition of an engineer, architect, or information technology professions shall mean a person who holds a degree in Engineering, Architecture, or Information Technology Professions from an accredited institution.

Section 2. Membership Categories:

- A. Members are those individuals, described in Article II, Section 1, who subscribed to the By-Laws and who are Arab and/or of Arab ancestry residing or working in the State of Illinois, United States of America and/or residing temporarily in other countries. The Members shall have the right to vote on all proposals submitted to the membership at large and the right to attend all meetings of the Association. The Members also are eligible to hold any office and receive any honor bestowed by the Association.
- B. Associate Members are those individuals who do not meet the requirements of Article II, Section 2A and who have expressed and demonstrated interests in the Association. Associate Members shall have all the privileges of the Members including the right to attend and participate in all meetings of the Association, but excluding the right to vote or to hold an office.
- C. Honorary Members are distinguished Professionals chosen by the Chapter's Executive Board of the Association. The Honorary Member shall have all the privileges of the Member including the right to attend and participate in all meetings of the Association, but excluding the right to vote or to hold an office within the Association.
- D. Life Members are Members with the minimum age of sixty and have been in good standing with the Association for a minimum of fifteen (15) years, and shall have made a written request to the Chapter's Executive Board for such a membership classification and shall have been awarded such membership classification by the Executive Board. The Life Member shall have all privileges of Members including attending, participating in all meetings of the Association, and have the right to vote or hold an office within the Association.
- E. Corporate Members are those engineering, architectural, information technology companies, developers, contractors or other corporations/organizations with interest to our members and have demonstrated interest in the Association. A Corporate Member shall

be granted up to 5 (five) Members or Associate Members who will have the privileges as prescribed in Article II, Section 2 A and B and subject to the requirements of Article II, Section 3.

- F. Student Members are students who are studying Engineering, Architecture or Information Technology residing or studying in the State of Illinois. The Student Member shall have all the privileges of the Member, including the right to attend and participate in all meetings of the association, but excluding the right to vote or to hold an office, except in a student chapter.
- G. The membership grade of Fellow is conferred upon a Member in recognition of faithful and loyal commitment, demonstrated leadership, sustained and significant contributions for the advancement, well-being, reputation and growth of the Association. The member so recognized must be an active member. The Fellow Member retains all the privileges of membership including attending, participating in all meetings of the Association, and have the right to vote or hold an office.

Section 3. Rules and Regulations

- A. Membership in the Association shall be accomplished by filing the appropriate application form, paying the annual dues, and upon receiving approval by the Membership Committee.
- B. All members are entitled to receive a copy of the Professional Code of Ethics and a copy of the Association By-Laws upon membership approval.
- C. All members of the Association shall be familiar with the Association's Code of Conduct and bound by its provisions. Refer to Exhibit 1. The online application shall have a check box acknowledging that they have read and agree with its content. (Exhibit 1 is attached below as a reference).

Every member is encouraged to report promptly to the Chapter's Executive Board any observed violation of the Association's Code of Ethics or By-Laws and to the Board of Trustees any observed violation of the same from the Chapter's Executive Board.

- D. Membership shall be terminated as a result of (a) death of the member, (b) nonpayment of dues, (c) resignation, or (d) expulsion.
 - 1. Nonpayment of Dues. Membership shall terminate in the event that the Association member's dues become twelve (12) months in arrears.

2. Resignations. Any member of the Association may tender resignation of Association membership. Separation from Association membership will be effective upon written receipt of notification of resignation.
3. Reinstatement of Membership. Former members of the Association may be reinstated to the same grade in the manner prescribed by the Association.
4. Expulsion. Any member of the Association may be expelled/disciplined for misconduct. The following procedure shall be followed:
 - a. The Chapter's Executive Board shall investigate the issue. A 2/3 vote of the Chapter's Executive Board is required to carry this issue further.
 - b. The accused member shall be invited to present his/her case to the Chapter's Executive Board.
 - c. The Chapter's Executive Board shall revote on the issue. If 2/3 vote of the Chapter's Executive Board recommend expulsion/disciplinary action then
 - d. The issue shall be presented to the Board of Trustees. A 2/3 vote by the Board of Trustees is need to concur with the Chapter's Executive Board decision.

The nullification of any expulsion shall be the responsibility of the Chapter's Executive Board.

- E. Disciplinary Proceedings: An Association member may be subjected to disciplinary action for violation of any of the provisions of these By-Laws, Code of Conduct, or other governing documents of the Association, or for conduct which in the opinion of the majority of the Chapter's Executive Board is improper and prejudicial to the best interests of the Association.
 1. Procedures for Professional Conduct Cases. Professional Conduct Cases shall be conducted in accordance with the Professional Rules of Policy and Procedure.
 2. Outcomes of Professional Conduct Proceedings. Professional Conduct Proceedings result in one of the following: exoneration, letter of admonition, suspension, or expulsion, and may include additional disciplinary actions.
 3. Nonpayment of Dues While Under Investigation. If at the time a member's dues become twelve (12) months in arrears and the member has been advised by the Association that it is investigating the member's possible involvement in activities for

which he/she could be subjected to disciplinary action, termination of Association membership shall be with prejudice.

4. During the period of suspension, an Association member who has been suspended shall not serve on any committee or be allowed any of the rights and privileges of membership in the Association, except they may continue to participate in the Association insurance program if one has been established.

F. Reinstatement of Membership.

1. Expulsion. A former member of the Association separated by expulsion proceedings shall not be reinstated to Association membership except by action of the Board of Trustees. The former Association member shall make an application to the Chapter's Executive Board, which shall then prepare a report and recommendation on the reinstatement to the Board of Trustees. A two-thirds (2/3) vote of both the Chapter's Executive Board and the Board of Trustees shall be required to effect such reinstatement.
2. Membership Termination. A former member of the Association who either resigns voluntarily or is separated for nonpayment of dues after having been advised by the Association that it is investigating the member's possible involvement in activities for which the member could be subjected to disciplinary action, shall not be reinstated except by a two-thirds (2/3) vote of the Chapter's Executive Board. The former Association member shall make an application to the Chapter's Executive Board for reinstatement.

ARTICLE III - BUDGET, DUES AND DONATIONS

Section 1. Dues.

- A. The Member and Follow membership fee shall be Fifty dollars (\$50.00) each to be paid annually.
- B. The Associate membership fee shall be Fifty dollars (\$50.00) to be paid annually
- C. The Honorary and Life Members shall pay no dues.
- D. The Corporate membership fee shall be Two hundred Fifty dollars (\$250.00) to be paid annually.
- E. The Student membership fee shall be Ten dollars (\$10.00) to be paid annually.

Section 2. A Section may choose to have higher or lower membership dues.

- Section 3. The Illinois Chapter and its Sections shall contribute \$10 to the National Association for each paying member, excluding students, to cover National Association expenses.
- Section 4. The Illinois 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 individual, section, or chapter may contract any financial or other obligation in the name of National AAAEA, unless expressly so authorized in writing by the National Executive Board.
- Section 5. Operating Funds. The general revolving funds of the Chapter 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 Chapter's Executive Board, except as expressly authorized in other articles and sections of these By-Laws.
- Section 6. Illinois Chapter's Reserve Fund.
- A. General Reserve Funds shall be established 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 an emergency as requested by the Chapter's Executive Board and approved by the Board of Trustees and/or during the General Assembly meeting.
 - C. At the end of each fiscal year, a minimum of ten percent (Min. 10%) of the remaining funds from general revolving funds shall be deposited in the Reserve Fund.
- Section 7. Scholarship Trust Funds. This fund shall be for the purpose of granting scholarships as described in Article IX.
- Section 8. The fiscal year shall be the calendar year. The outgoing Administration shall present a financial report for their activities during the General Assembly 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 President and the Treasurer.
- Section 10. No part of the earnings of this Association shall be distributed to its members, trustees, officers, or other private persons except for paying reasonable compensation for services rendered or expenses paid.

Section 11. The Chapter's Executive Board may hire paid Administrative Assistance(s) as needed for the purpose of increase visibility and membership of the Association and assist in carrying out selective Association's business and affairs. The Administrative Assistance shall not be a current Officer or a Committee Chairperson of the Association and shall have the right to attend board meetings.

Section 12. Chapter Auditing

- A. The yearly financial reports shall be audited by a Certified Public Accountant (CPA) and/or as required by the state of Illinois.
- B. The financial reports shall be audited by the Financial Auditing Committee (appointed by the President and/or the Chapter's executive board) at least once a year.

ARTICLE IV - MANAGEMENT, TENURE AND DUTIES

Section 1. Management of the Association comprises of the Chapter's Executive Board and the Chapter's Board of Trustees.

- A. The Chapter's Executive Board shall be the governing body of the Association and shall be comprised of the Officers and Committee Chairpersons. The Executive Board shall run the operations of the Association, handle all administrative duties, and shall coordinate all Chapter's activities. It shall also administer the Annual Meeting, and the Chapter's Continuing Education.
- B. The Board of Trustees 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 Chapter's Executive Board Officers and Chairpersons shall have one (1) year tenure. The President may not serve for more than two (2) consecutive terms in the same office. All Board members shall be elected or selected on a yearly basis.
- B. The Board of Trustees appointed members shall have a one year tenure. The appointed Trustees may serve more than one consecutive term on the Board. All appointed Trustees shall be appointed on a yearly basis. Past Presidents will continue to serve in that capacity unless the individual declines or resigns as indicated in Article VI Section 3.B.
- C. The tenure will start on January 1 and end on December 31.

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 Chapter's President, with concurrence of the Chapter's Executive Board, shall appoint any member to fill such vacancies until the next election.

ARTICLE V – CHAPTER'S EXECUTIVE BOARD

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

- A. The Chapter's Executive Board shall manage the affairs of the Association in conformity with the provisions of these By-Laws.
- B. The Chapter's Executive Board shall not receive any compensation for their services as Officers and Committee Chairpersons of the Association. The Chapter's Executive Board shall approve the compensation of all services hired by the Association in carrying out its business and affairs.
- C. Any Chapter's 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 Chapter's Executive Board. The Chapter's Executive Board should accept or reject by resolution the resignation of any elected or appointed Board Member during his/her term and the resulting vacancy may be filled by the Chapter's President with the concurrence of the Chapter's Executive Board.
- D. A Chapter's Board Member who does not attend three scheduled meetings without a reasonable cause during his or her term shall be deemed to have submitted his or her resignation and shall be replaced after been notified by the Chapter's Executive Board. The Chapter's Executive Board will appoint the replacement to serve the balance of the term.

Section 2. The Executive Board shall consist of President, Vice-President, Secretary, Treasurer, the two most recent living Past Presidents who continue to be Members of the Association and five (5) Committee Chairpersons.

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

- 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 conform to all Federal, State and Local laws.

- B. The Chapter's President shall preside over all Executive Board, General Assembly and Special meetings; administer the day to day activities of the Association; approve disbursement of funds not to exceed three hundred dollars (\$300.00) for each specific purpose in the proper administration of the Association and for other disbursement of funds as specifically authorized under Article III, deliver the annual report of the State of the Association to the General Assembly; call Special meetings as needed; sign all necessary organizational documents; and represent the Association in technical, civic and social activities. The Chapter's President with concurrence of the Chapter's Executive Board shall appoint an Auditing Committee consisting of a minimum of three (3) and maximum of five (5) in February of every year to audit all the Association finances and give a full report to the Chapter's Executive Board and to the General Assembly.
- C. The Vice-President will assume the duties of the President in his absence; performs duties delegated to him/her by the President; shall be the Chairperson of the Public Relation Committee. In case of death, absence or disability of the President, he or she shall assume and discharge all the duties and functions of the President.
- D. The Chapter's Secretary shall record and file the minutes of all Association meetings; shall handle all official correspondence; keep and file records of all other papers pertinent to the members and the Association. In addition, keep a record of all Association activities. Send all members in good standing reports, copy of the By-Laws and publications per their request. Custodian of the Association's seal. Attend to all correspondences of the Association. Prepare the agenda for all meetings of the Association in consultation with the President. Send out appropriate notices for meetings or other functions of the Chapter's Executive Board.
- E. The Chapter's Treasurer shall assume all official financial transactions of the Association, such as collection of dues and payment of expenses; shall issue accurate monthly financial reports to the Chapter's Executive Board and a properly audited annual financial statement to the members and the proper government agencies. Custodian of all funds and properties of the Association. Keep current, correct and accurate accounts of funds, properties, assets and liabilities of the Association, and has such accounts open to examination at all reasonable hours by any member or government agencies. Deposit all checks, notes and negotiable instruments and disburse funds as authorized by the President. Present financial reports during Chapter's Executive Board and General Assembly meetings.

Section 4. The descriptions of Committees and duties of the Committee Chairpersons:

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

The Committees are:

1. The Membership Committee shall keep an up-to-date central membership database, put in place programs to attract members within the Chapter's state, examine membership growth or lack of, and propose solutions to recruit new members. Shall promulgate the necessary procedures of accepting prospective members, such as the confirmation of credentials and other pertinent data and update status and addresses of all members of the Association. Shall keep records of all member Engineering and IT Firms, Contractor, and Developers and promote corporate membership among these firms.
2. The Career Enhancement Committee shall assist members in the pursuit of employment opportunities by helping members prepare and update their resumes, holding workshops to train members on job interview techniques, and providing leads on engineering positions through networking.
3. The Education Committee shall be responsible for activities relating to the continuing education and technical interests of the members such as arranging seminars and lectures, arranging or providing resources for the Engineer-in-Training/Fundamentals of Engineering and Professional Engineer exam review courses, and providing information on Professional Registration and/or Certification for Engineers, Architect and Information Technology professionals. Committee should provide the National Publication Committee with the technical articles for the National Newsletter on a monthly basis.
4. The Activity Committee shall be responsible for the planning of all programs and activities, such as networking, social and other activities of the Association.
5. The Information Technology and Communication Committee shall be concerned with the handling, manipulating and presenting of information usually through text, pictures and sounds using a computer and the web for the purpose of AAAEA. This committee shall manage e-mails and other electronic records and shall send out appropriate notices for meetings or

other functions of the Association. In addition, the committee shall handle, maintain, and present a fully functioning website.

Section 5. Ad hoc committees may be formed at the discretion of the President with the approval of the Chapter's Executive Board for specific projects or objectives. These ad hoc committees shall report to the Chapter's Executive Board.

A. The ad hoc committees created for a specific task shall include, but are not limited to: Annual Meeting, Scholarship, Nomination/Election, By-Laws, Professional Conduct, E-Week, Financial Auditing and Public Relations.

Section 6. Meetings

A. The Chapter's Executive Board shall hold a regular meeting once a month at a time and place designated by the President. Special meetings may be held as required by the President or by a request of at least six (6) members of the Executive Board.

B. Minutes of all meetings of the Chapter's Executive Board shall be kept carefully preserved as a record of the business transacted at such meetings.

C. The Chairman of the Board of Trustees shall be informed of all the meetings and have the right to send a representative to attend them. Minutes of all the Chapter's Executive Board meetings shall be available on the member's page of the Association Website.

ARTICLE VI - BOARD OF TRUSTEES

Section 1. A Board of Trustees shall be advisory body to the Association and shall consist of an odd number not to exceed fifteen members. There shall be a maximum of five appointed members and up to ten past Presidents of AAAEA after serving at least one full term.

A. The Board of Trustees shall be responsible for the oversight duties of the Association.

B. The Board of Trustees shall have no control or involvement in the daily conduct of the Association business by the Chapter's Executive Board as not to conflict with Article VI Section 2.B.

C. All members of the Board of Trustees shall be Members in good standing with the Association, known for their professional and organizational experience and for their service and commitment to the Association.

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

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

- A. Advisory. Shall advise, consult and assist the Chapter's Executive Board as needed
- B. By-Laws Compliance. Shall insure the Association is adhering to, and that all activities of the Chapter's Executive Board are in conformance with, the By-Laws of the Association.
- C. Chapter's Policy and Strategy. Shall set the Chapter's policy, strategy and future planning, and produce a five-year plan.
- D. The duties also include the execution of any assignment given by the Chapter's Executive Board as well as provide clarifications to any request for consultation and/or advice.

Section 3. The Board of Trustees shall have the following structure:

- A. Up to three (3) appointed Trustees. These shall be industry leaders nominated and appointed by the Chapter's President of the Association with the concurrence of the Chapter's Executive Board.
- B. All past Chapter's Executive Board Presidents. Past Presidents who served at least one year shall automatically become members of the Board of Trustees and continue to serve in that capacity unless the individual declines or resigns.

Section 4. The Chairperson of the Board of Trustees shall be the immediate past President, other past President, or as the Board of Trustees may choose respectively.

Section 5. The Vice-Chairperson, shall be selected by the Chairperson of the Board of Trustees.

Section 6. Tenure of service as a Trustee, except for former presidents, shall be for a period of one year, unless the individual member resigns or is removed by a two-thirds (2/3) vote of "no confidence" from Chapter's Executive Board as well as the Board of Trustees. No more than one-fifth of the appointed members may be replaced in any twelve-month period. There shall be no limit on the number of terms an individual serves as a Trustee.

Section 7. Under extreme, unforeseen and highly unusual circumstances, the Board of Trustees shall have the power to call for a General Assembly meeting, and the call for the meeting shall indicate the circumstances necessitating the meeting and the nature of the business to be conducted.

Section 8. Board of Trustees Meetings

- A. Board of Trustees 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 Executive Board President or by a request of at least 51% of the Board of Trustees.

- B. The Executive Board President may attend any of Board of Trustees meetings unless otherwise requested to the contrary by 2/3 of the Board of Trustees.

ARTICLE VII - GENERAL ASSEMBLY MEETING

- Section 1. There shall be one (1) General Assembly Meeting to be held in the fall of each year. Date, time and Location are to be at the discretion of the Executive Board, but no later than December 20th of each year. Elections of Officers and Committee Chairpersons shall be held during the General Assembly Meeting.
- Section 2. The turnover of the administration to the incoming officers shall be done in the period after the election and before the end of the year.
- Section 3. Amendments and the ratification of the Constitution and By-Laws may be voted upon during any general membership meeting and/or during any special General Assembly Meeting called by the President.
- Section 4. Quorum: The presence in person of 25% of the voting members shall constitute a quorum for the transaction of business. Members present at a duly called or held meeting at which a quorum is present may continue to conduct business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.
- Section 5. Proxies: No voting by proxies.
- Section 6. Voting on issues will need the 51% of the quorum, a required two thirds of the quorum to vote on amending the By-Laws.

ARTICLE VIII - ELECTIONS AND QUALIFICATIONS OF CANDIDATES FOR OFFICES

- Section 1. Qualifications
 - A. Any candidate or nominee for any office shall be a current Member with good moral character and has been a member in good standing for at least one year.
 - B. A nominee for the office of President shall also have served this Association for an aggregate of at least two years in the Chapter's Executive Board or its Sections.
- Section 2. Nominations/Election
 - A. Nominations for any Office shall be made to the Nomination/ Election Committee only. There shall be no nominations from the floor.
 - B. The deadline for nominations shall be at least four (4) weeks prior to the announced election date.
- Section 3. Nomination/Election Committee

- A. The President, with the approval of the Chapter's Executive Board, shall appoint no later than September 30, a Nomination/Election Committee consisting 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.
- B. Beginning in October, the Nomination/Election Committee shall, by letter or announcement to the membership, solicit candidates to fill all positions of Officers or Committee Chairpersons. Any qualified member of the Association may nominate him/her self or any other qualified member by submitting the name of the individual to the Nomination/Election Committee and the office for which the individual is being nominated.
- C. The individual whose name is submitted for nomination shall submit a letter to the Nomination/Election Committee indicating his/her qualifications for the Office, past offices held in this or other Associations, activities and services undertaken for the Association, and his/her short term and long term goals for the Office for which he/she wishes to be nominated.
- D. The Committee shall evaluate according to the By-Laws all candidates, including interviewing them by telephone or in person. The Nomination/Election Committee shall submit the slate of all nominees who meet the By-Laws requirements to the President at least two weeks prior to election date.

Section 4. A majority of the vote cast shall be necessary for the election of the members of the Chapter's Executive Board.

Section 5. If the number of candidates for the same office exceeds two and no candidate receives a majority vote, a runoff election will be held immediately between the two candidates receiving the most votes, or between all candidates if there is a tie between them. If the number of candidates for the same office does not exceed two and a tie occurs, the tie will be broken by lottery. This will apply also in the event of a tie in a runoff election.

Section 6. Election Voting. Votes may be cast by all eligible members in person at the Election Meeting (the General Assembly Meeting) or via the web.

Section 7. All elections shall be conducted by the Nomination/Election Committee. The results of the balloting for an election shall be announced to the General Assembly and reported to the members.

ARTICLE IX – SCHOLARSHIP

Section 1. The scholarship award is to be presented to an undergraduate or graduate student in the field of Engineering, Architecture or Information Technology Professions, with preference to the undergraduate students.

The objective is to promote engineering, architecture and Information Technology as worthy professions and to foster stronger ties between AAAEA and the Arab American Community. Subject to availability of funds, one or more scholarships will be awarded in an amount not to exceed \$3000 each, based on the applicant's qualifications which will be examined and graded in accordance with the criteria established by the Scholarship Committee. The grade attained shall determine the amount of the award. The award will be presented at an AAAEA function.

Section 2. The President, with the approval of the Chapter's Executive Board, shall appoint an Ad Hoc Scholarship 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. If a scholarship applicant is the relative of a Committee member, that Committee member shall step down.

Section 3. Applicant Minimum Requirements

- A. Must be a Student Member of AAAEA.
- B. Must be an undergraduate or graduate student currently studying in the field of Engineering, Architecture or Information Technology Professions at an accredited four year academic institutions in the State of Illinois or a resident of the State of Illinois.
- C. The recipient should be present in person to receive the award.
- D. Applicants must complete the AAAEA Scholarship Award Application. All Applications will be acknowledged within fifteen (15) days after the deadline. Guidelines, application form and deadline shall be established by the Scholarship Award Committee.

Section 4. The AAAEA may establish one or more scholarships for college-bound high school students in an amount not to exceed \$500 each. The Scholarship Committee shall establish rules and conditions governing eligibility requirements, qualifications, required documentation, scholarship amount and other matters necessary for the implementation.

ARTICLE X – SECTIONS

Section 1. The Chapter's Executive Board may authorize any group of 10 or more members to establish a self-governing Section in a designated geographical area within the Illinois Chapter.

Section 2. Minimum Requirements

- A. The Section shall adopt its own Constitution and By-Laws for its operation and must adhere to the Illinois Chapter's By-Laws. Section's Constitution and By-Laws, and any proposed amendments

thereto in the future, shall be submitted to the Chapter's Executive Board for approval prior to adoption.

- B. Each Section shall have an Executive Committee or Board to conduct its operations and activities. The Section Board shall have a minimum of three (3) members and include at least the following positions: President, Secretary and Treasurer.
- C. The Section shall have a yearly election meeting. All Section Board elections shall be concluded by November 30.
- D. The Section shall provide reports as required by the Illinois Chapter. The report shall summarize the activities of the Section during the preceding year.
- E. The Section may arrange activities, including technical programs and social events

Section 3. Qualified individuals residing outside the designated area of any Section may apply for membership to the Section of their choice.

Section 4. The Chapter's Executive Board retains the authority to make rules governing such matters as Section operations, financial management and controls, chartering, suspension and dissolution. No individual or Section may contract any financial or other obligation in the name of AAAEA, unless expressly so authorized in writing.

Section 5. The Section shall be notified of Chapter's Executive Board Meetings and is entitled to send a representative to attend the Meeting and/or send items to be included in the Meeting Agenda.

ARTICLE XI - 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 Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United State Internal Revenue Law), as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said courts shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII - AMENDMENTS

Section 1. These Constitution and By-Laws may be adopted, amended, or repealed at the General Membership Meeting by a majority vote of at least 2/3 of

the quorum members. Such proposal must be prepared by a permanent or interim committee and presented to the Executive Board prior to any General Membership Meeting. Amendments must be e-mailed to all members one month in advance of a scheduled meeting.

AMENDED and RATIFIED

This 11th day of December 2021, at the General Assembly Meeting at Reza's Banquet, 40 N. Tower Rd. Oak Brook, IL.

Signatures:

2021 Bylaws Committee Chairman: Jamal Grainawi

2021 Executive Board Secretary: Reem Abdullh

2021 Executive Board President: Hussam Alkhatib