



# **CONSTITUTION AND BYLAWS**

**OF**

# **THE FEDERATION OF ALIGARH ALUMNI ASSOCIATIONS**

AS AMENDED BY THE COUNCIL ON APRIL 14, 2013

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# The Federation of Aligarh Alumni Associations

## CONSTITUTION

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### ARTICLE I: NAME AND LOCATION

#### SECTION 1.1: NAME

Name of the organization shall be **The FEDERATION OF ALIGARH ALUMNI ASSOCIATIONS** (also to be known as ‘the Federation’ or ‘FAAA’).

#### SECTION 1.2: LOCATION

- a) The Registered Office of the Federation shall be in Greater Washington Metropolitan Area.
- b) The Administrative Head Office of the Federation shall rotate with the President.

### ARTICLE II: AIMS AND OBJECTIVES

#### SECTION 2.1: ORGANIZATIONAL NATURE

The Federation shall be a non-political, non-profit, secular organization devoted exclusively to charitable, educational, literary, cultural, and social activities.

#### SECTION 2.2: OBJECTIVE

The main, though not necessarily exclusive, objectives of the Federation shall be to promote:

- a) Closer cooperation and better understanding among member-organizations;
- b) Closer social and cultural cohesiveness among, student body, alumni, and well wishers of the University, as also the community;
- c) Interest of the University, its student body, alumni and well -wishers from the community, and
- d) Promote education among the under-privileged communities in India.

## **ARTICLE III: MEMBERSHIP**

### **SECTION 3.1: ELIGIBILITY**

- a) Membership of the Federation shall be open to all associations and organizations that have organic link with the University, or believe in and adhere to the aims and objectives of the Federation, with the provision that non-Aligarh Muslim University Alumni Associations shall have no voting rights.
- b) Only organizations can be members; individuals cannot be members of the Federation.

## **ARTICLE IV: ORGANIZATION**

### **SECTION 4.1: ORGANIZATIONAL STRUCTURE**

The Federation shall have a three-tier organizational structure – the General Council (also to be known as ‘the Council’); the Board of Directors (BOD); and the Board of Trustees (BOT).

### **SECTION 4.2: THE GENERAL COUNCIL**

The Council shall:

- a) Be composed of Councilors elected or nominated by and representing all member-associations;
- b) Be the supreme decision-making body of the Federation;
- c) Elect a Board of Directors;
- d) Elect a Board of Trustees;
- e) Appoint committee(s) to advise it on its long term plans and policies; and
- f) Provide an ongoing structure for activities offered to member-associations.

### **SECTION 4.3: THE BOARD OF DIRECTORS**

The Board of Directors (BOD) shall:

- a) Be policy advisor to the Council; and
- b) Be the administrative and executive organ of the Federation.

#### **SECTION 4.4: THE BOARD OF TRUSTEES**

The Board of Trustees (BOT) shall:

- a) Interpret and ensure that the functioning of the FAAA is as per the Constitution and the Bylaws;
- b) Be the custodian of the Federation;
- c) Manage the Federation's funds and assets;
- d) Develop long-term strategy and planning along with BOD;
- e) Resolve conflicts among member organizations and/or BOD/BOT;
- f) Not be a governing body of the Federation.

#### **ARTICLE V: BYLAWS**

The Council shall frame Bylaws that will govern functions and working of the Federation.

#### **ARTICLE VI: AMENDMENT**

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

#### **ARTICLE VII: DISSOLUTION**

The Council shall have the authority and power to dissolve the Federation by two-third majority of votes.

# The Federation of Aligarh Alumni Associations

## BYLAWS

### ARTICLE I: DEFINITIONS

#### SECTION 1: DEFINITIONS

Unless otherwise specified:

- a) **Alumnus** shall mean former student and staff of the University.
- b) **Associate member organizations** are those that do not have any link with the University but believe in and adhere to the aims and objectives of the Federation.
- c) **Bank** shall mean all financial institutions.
- d) **BOD** shall mean Board of Directors of the Federation.
- e) **BOT** shall mean Board of Trustees.
- f) **Council** shall mean General Council of the Federation.
- g) **Federation** shall mean, The Federation of Aligarh Alumni Associations.
- h) **Gender Neutrality**: In this document the pronoun “he” and its associated pronouns are used in a gender-neutral fashion and shall refer to both genders.
- i) **Regular member organizations** are those that have organic link with the University and that believe in and adhere to the aims and objectives of the Federation.
- j) **University** shall mean The Aligarh Muslim University.
- k) **Tax year** shall mean: July 1 – June 30
- Accounting year** shall mean: July 1 – June 30
- Members’ term** shall mean: January 1 – December 31
- Councilor’s term** shall mean: January 1 – December 31
- BOD term** shall mean: July 1 – June 30/Date of Convention (one Year)
- BOT term** shall mean: July 1 – June 30 /Date of Convention (five Years)

## **ARTICLE II: NAME**

### **SECTION 2: NAME**

The name of the organization shall be **THE FEDERATION OF ALIGARH ALUMNI ASSOCIATIONS** (also to be known as ‘the Federation’ or ‘FAAA’)

## **ARTICLE III: LOCATION**

### **SECTION 3: LOCATION**

- a) The Registered Office of the Federation shall be in Greater Washington Metropolitan Area.
- b) The Administrative Head Office shall rotate with the President.

## **ARTICLE IV: AIMS AND OBJECTIVES**

### **SECTION 4: AIMS AND OBJECTIVES**

- a) The Federation shall be a non-political, non-profit, secular organization devoted exclusively to charitable, educational, literary, cultural, and social activities.
- b) The main, though not necessarily exclusive, objectives of the Federation shall be to:
  - (i) Promote closer social and cultural cohesiveness among member-associations, alumni, student body, the staff and well wishers of the University;
  - (ii) Help upgrade the quality of University and affiliated institutions; and
  - (iii) Promote education among the under-privileged communities in India.
  - (iv) Promote Sir Syed Ahmad Khan’s vision of education

## **ARTICLE V: MEMBERSHIP**

### **SECTION 5.1: ELIGIBILITY**

- a) Membership of the Federation shall be open to all associations and organizations that have organic link with the University, or believe in and adhere to the aims and objectives of the Federation, and have at least 10 (ten) primary members on its record. Non-Aligarh Alumni Associations (Associate Members) shall have no voting rights, and shall not participate in elections.
- b) Only organizations can be members; individuals cannot be members of the Federation.



## SECTION 5.2: CATEGORIES OF MEMBERS

- a) There shall be two categories of members: Regular and Associate (See Article I for definitions).
- b) All associations/organizations that believe in and adhere to the aims and objectives of the Federation are eligible to become member of the Federation, attend meetings, and participate in all discussions. However, only Councilors from Regular member-organizations can vote at any meeting of the Council.

## SECTION 5.3: FEES

a) Each organization will be required to pay two kinds of fees: a one-time Admission Fee of \$100 at the time of admission into the Federation, and an annual Membership Fee to be paid by the organization every calendar year payable January 1, or latest by March 31. The annual Membership Fee of the organization will be based on number of Councilors @ \$100 per Councilor. Organizations/associations desirous of becoming member shall send their applications in writing to the BOD along with both the fees. Such organizations will be required to send all documents electronically to all members of the BOD and to mail one set of original documents and a check to the Treasurer of the Federation.

b) All member associations shall have at least one Councilor representing them in the Council to continue their membership.

c) The BOD is authorized to review and, if need be, change the fee structure from time to time.

d) Membership will be automatically renewed by paying the required annual membership fee during the first quarter of the calendar year, as long as the organization satisfies the membership requirements.

## SECTION 5.4: TERM OF MEMBERSHIP

a) Term of member shall be one calendar year (January 1 - December 31).

b) Unless renewed as provided in Section 5.3. (a) and (c) above, the term of member shall automatically terminate at the close of the first quarter of the calendar year (March 31).

## SECTION 5.5: RIGHTS OF MEMBERS

a) Councilors representing member-associations that are current in their dues shall have a right to attend and participate in the deliberations of the Council, the BOD and the BOT.

b) Only members of the BOD shall vote in any BOD meeting, and only BOT members shall vote in any BOT meeting.

c) Councilor(s) representing Associate members shall have no voting rights.

d) All elected office bearers and Councilors shall be current members of their respective associations; if membership in their own association ends for any reason, their position in the

they become member of another member association of Federation they will be able to retain their position.

- e) Proxy by e-mail shall be allowed provided that the e-mail came from the voter's registered e-mail address. All proxies must reach **the Secretary or the President** of the Federation at least 24 hours before the meeting.

#### SECTION 5.6: SUSPENSION, REVOCATION, AND TERMINATION OF MEMBERSHIP

- a) The BOD may, at its own or on a complaint from a member-association, terminate and/ or revoke membership of an association. Action(s) that may trigger initiation of termination process may, inter alia, include:
  - (i) Public denouncement and/or renouncement of the aims and objectives of the Federation;
  - (ii) Deliberate defiance of any explicit decision of the Federation;
  - (iii) Deliberate violation of any provision of the Constitution and/or Bylaws of the Federation;
  - (iv) Deliberate violation of provisions of the Constitution and/or Bylaws of the parent association;
  - (v) Submission of written resignation to the BOD; or.
  - (vi) Any other just cause.
- b) Termination of membership will automatically result in the removal from membership in any committee appointed by the Federation.
- c) A member whose membership is terminated shall have the right to appeal to the Council against the decision of the BOD.

### **ARTICLE VI: ORGANIZATIONAL STRUCTURE**

#### SECTION 6.1: THE STRUCTURE

The Federation shall have a three-tier organizational structure – a General Council (to be also known as ‘the Council’), an elected Board of Directors (BOD), and a Board of Trustees (BOT).

#### SECTION 6.2: THE GENERAL COUNCIL

- a) Each member-association shall nominate at least one Councilor to the Council for each additional set of ten or part thereof of primary members in its records may nominate subject to a minimum of one and maximum of four Councilors. The nomination(s) shall be in writing and signed by two elected officers of the nominating association.
- b)The Council shall review, and if need be, change the numbers referred to in 6.2(a) above.
- c) Councilors nominated by member-associations shall together constitute the General Council.

- d) The term of a Councilor shall be from January 1 to December 31.
- e) All decision-making power of the Federation shall rest with the Council. Unless otherwise specifically provided, the Council will be assumed to have delegated all of its powers to the BOD subject to review.
- f) All decisions taken by the Council shall be final.
- g) The Council shall be the sole authority to amend the Constitution and/or the Bylaws.
- h) The General Council shall meet at least once every quarter.

#### SECTION 6.3: THE BOARD OF DIRECTORS: COMPOSITION

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

#### SECTION 6.4: THE BOARD OF DIRECTORS: TERM OF OFFICE

- a) The term of office of the Board shall be one accounting year (July 1- June 30) with the provisions that a member of the Board of Directors may be re-nominated by the Council for another term, and that a person may not serve on the BOD for more than two consecutive terms.
- b) No elected position shall be with the same member-association for more than two consecutive terms.

#### SECTION 6.5: THE BOARD OF TRUSTEES: COMPOSITION

In the first year of its inception, the Council shall elect, from among its Councilors, a total of five Trustees. The term of these first-time Trustees shall be from one year to five years, with the Trustee getting the most votes serving the longest term. In the second and subsequent years, one Trustee shall retire each year and the vacancy shall be filled by election from among the Councilors. In addition, the BOD and BOT will have the authority to nominate up to subsequent five additional Trustees from among its benefactors who need not be councilors. All Trustees (elected and nominated) together from amongst themselves for a period of one year shall elect a Chair from amongst themselves for a period of one year.

## SECTION 6.6: THE BOARD OF TRUSTEES: TERM OF OFFICE

- a) The term of the elected Trustee shall be five years from election to election, with the provision that no Trustee may serve more than two consecutive terms;
- b) The term of the nominated Trustees shall be five years from election to election, with the provision that they can be nominated to serve for additional consecutive terms;
- c) No more than two Trustees may be elected from the same member-organization;
- d) The term of the Chair shall be one year, with the provisions that a Chair may not serve more than two consecutive terms, and a Chair may not be elected from the same member-organization more than two consecutive years.

## SECTION 6.7: ELIGIBILITY

- a) At the time of being appointed, nominated or elected to any position in the Council, BOD, or BOT, the individual must be a member in a respective member-association. Subsequently, if the individual's membership in his association ends for any reason, his position in the Federation also shall terminate automatically with effect from the date when the said membership ended.
- b) At the time of being elected to BOD or BOT, the individual must be a Councilor in the Federation. Subsequently, if the individual ceases to be a Councilor, he will continue to retain his elected position on the BOD or BOT, provided that he maintains membership in his own member-association.
- c) If an individual holding any position on the Council, BOD, or BOT moves from one geographical area to another, he shall retain his position on the Federation, provided that he either maintains membership in his member-association, or becomes a member in another member-association.
- d) If an organization ceases to be a member of the Federation for non-payment of membership fees by the deadline, or for any reason, the services of all persons representing that organization will automatically terminate from the Council, BOD and BOT.
- e) The President and President Elect of BOD shall be alumni of the University.
- f) All Councilors of Regular member associations are eligible to be elected to and vote for BOD and BOT positions.

## **ARTICLE VII: FUNCTIONS AND RESPONSIBILITIES**

### **SECTION 7.1: THE GENERAL COUNCIL**

The main responsibilities of the Council shall be to:

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

### **SECTION 7.2: THE BOARD OF DIRECTORS**

The main responsibilities of the Board shall be to:

- a) Act as the administrative and executive organ of the Federation;
- b) Prepare policy papers for, and be the policy advisor to the Council;
- c) Prepare, and inform all BOT members, the plan of action and operating budget for the year within the first quarter of the accounting year;
- d) At the end of each accounting year, prepare and present to the Council in writing an annual report and financial statement summarizing the activities of the Federation and all the decisions taken by it during the previous year;
- e) Discuss, and recommend to the Council any suggested amendment to the Constitution and/or Bylaws as submitted by any member-association;
- f) Ensure smooth functioning of the Federation;
- g) Provide an ongoing structure for activities offered to member-organizations; and keep a close eye on the financial health of the Federation;
- h) Approve all new association memberships in accordance with the attached guidelines in the Appendix (1);
- i) Seek prior approval of the BOT in case an expenditure item exceeds ten thousand dollars;

j) Follow the Accounting and Record Keeping Procedures as included in the attached Appendix.

### SECTION 7.3: THE BOARD OF TRUSTEES

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

- a) Manage the Federation's funds;
- b) Manage the Federation's assets;
- c) Maintain the Federation's records;
- d) Seek approval of the Council before taking actions related to assets and finances of the Federation.
- e) Participate in developing long term strategy and planning along with the BOD;
- f) Interpret and ensure the implementation of the Constitution and Bylaws of the Federation;
- g) Resolve conflicts among member organizations in accordance with Article XVI, Section 16.2
- h) Report to the Council on all matters;
- i) Expenses in excess of \$10,000 shall require the explicit approval of the Council.
- j) Follow the Accounting and Record Keeping Procedures as included in the attached Appendix 2.

### SECTION 7.4: THE PRESIDENT

The President shall:

- a) Be answerable to the Council, BOD and the BOT;
- b) Be responsible for successful execution of all on-going programs of the Federation;
- c) Call, preside over and conduct all meetings of the Council and the BOD;
- d) Authenticate minutes of all Council and BOD meetings;
- e) Be the official spokesperson of the Federation;
- f) Represent the Federation at other meetings;
- g) Report to, and seek approval from, the Council of all decisions of the BOD taken since the last meeting of the Council;
- h) Prepare and present an Annual Report of the activities of the Federation to the Council at the end

of the year.

- i) Temporarily delegate any or all his powers to the President-elect in case he is, for any reason, temporarily unable to so function;
- j) Seek prior approval of the BOD in the event his yearly expenditure items exceed one thousand dollars.

#### SECTION 7.5: THE PRESIDENT-ELECT

The President-elect shall:

- a) Be responsible for arranging the annual general assembly and/or convention along with the Secretary-elect.
- b) Assist the President in the discharge of his responsibilities and functions;
- c) Temporarily assume all responsibilities and discharge all functions of the President in his absence;
- d) Succeed the President in the event of resignation.
- e) Assume full charge of the Presidency in the year following the year he was elected President-elect.

#### SECTION 7.6: THE TREASURER

The Treasurer shall:

- a) Keep and maintain all financial records of the running account of the Federation;
- b) Receive membership fee/donations from members/well wishers and issue receipts for the same;
- c) Prepare and present to the BOD and/or the Council an operative budget for the year;
- d) Pay all bills and reimburse all expenses which have been duly approved by the appropriate organ or functionary of the Federation and which are in accordance with the approved operative budget;
- e) Revise the annual operative budget and have the same approved by the BOD in case there are cost over-runs or unforeseen developments;
- f) Prepare and present to the BOD and the Council, for approval, the balance sheet as at the end of, and a year-to-date statement of income and expenditure during the appropriate year;
- g) Prepare separate year-to-date income and expenditure statement in respect of each special event approved and organized by the Federation;
- h) Prepare and present to the BOD each quarter a statement showing year-to-date income-expenditure position;
- i) Make all payments of \$50 and above by check;

- j) Sign all checks after obtaining approval of the President;
- k) Act in consultation with the President or, in his absence, the President-elect;
- l) Seek approval of the BOD if his/her yearly expenditure items exceed five hundred dollars.

#### SECTION 7.7: DIFFERING OPINIONS

In case of differences of opinion between the President, the Treasurer or any BOD member, the matter must be resolved by the BOD at its next meeting.

#### SECTION 7.8: TREASURER ELECT

- a) Assist the Treasurer in the efficient discharge of his/her duties;
- b) Perform all duties delegated to him/her by the Treasurer;
- c) Temporarily assume responsibilities of the Treasurer in case the Treasurer is not in a position to discharge his/her duties;
- d) Succeed the Treasurer in the event of resignation.
- e) Assume full charge of the Treasurer in the year following the year he was elected Treasurer-elect.

#### SECTION 7.9: THE SECRETARY

The Secretary shall:

- a) Prepare, in consultation with the President, the agenda for all meetings of the BOD and the Council;
- b) Prepare and maintain authenticated record and minutes of all the meetings of the BOD and the Council;
- c) Keep and maintain all records of the Federation and have handy at all meetings the file of authenticated minutes, updated list of all members and their telephone numbers, addresses, etc;
- d) Temporarily assume all responsibilities of the President in case both the President and the President-elect are not in a position to discharge their duties due to resignation, death or removal from their respective positions;
- e) Assist the President and the President-elect in the smooth conduct of the affairs of the BOD and the Council;
- f) Correspond for and on behalf of the Federation in consultation with the President;
- g) Discharge his duties in consultation with the President or, in his absence, the President-elect;



h) In case of differences of opinion between the President and the Secretary, the matter shall be resolved by the BOD at its next meeting;

i) Seek prior approval of the BOD if his yearly expenditure items exceed five hundred dollars.

#### SECTION 7.10: THE SECRETARY ELECT

The Secretary-elect shall:

a) Be responsible for arranging the annual general assembly and/or convention along with the President-elect.

b) Assist the Secretary in the efficient discharge of his/ her duties;

c) Temporarily assume responsibilities of the Secretary in case the Secretary is temporarily not in a position to discharge his/her duties;

d) Succeed the Secretary in the event of resignation, or any other reason;

e) Assume charge of the Secretary in the following year he was elected Secretary-elect.

#### ARTICLE VIII: REMOVAL FROM OFFICE

##### SECTION 8: PROCESS

a) The Council may, on its own or on a specific complaint from a member-association, initiate due process for removal of an elected functionary from office;

b) Charges that may trigger initiation of such proceedings would, inter alia, include:

(i) Deliberate violation of provisions of the Constitution and/or the Bylaws of

the Federation or his parent association;

(ii) Willful defiance of Council and/or BOD decisions;

(iii) Willfully working against the interest of the Federation or his parent association.

(iv) Bypassing the regular channel and going public with any complaint against the Federation or any member-association or any elected member of the BOD/Council or any Councilor;

(v) Representing or speaking on behalf of the Federation at any outside forum without authorization;

(vi) Misappropriation of funds;

(vii) Use of Federation platform for personal promotion;

(viii) Resignation from his parent organization;

(ix) Each office bearer is required to attend at least seventy five percent (75%) of the meetings held in a given term to maintain their position.

(x) Any other genuine cause.

## **ARTICLE IX: MEETINGS AND QUORUM**

### **SECTION 9.1: GENERAL COUNCIL MEETINGS**

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

### **SECTION 9.2: BOD MEETINGS**

- a) The President shall call a meeting of the BOD at least once in each calendar quarter and eight meetings in an accounting year to review, take stock of the progress of work, and if need be modify the plan of action and the operating budget. Such meetings may be conducted by means of teleconferencing.

- b) The President shall, if requested by any two Directors, call an Emergency Meeting of the BOD to discuss an urgent matter. Such a meeting shall be called within fifteen days of the receipt of such a notice.
- c) The meeting may be conducted by means of teleconferencing.

#### SECTION 9.3: NOTICE PERIOD

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

#### SECTION 9.4: QUORUM

##### a) The General Council

- (i) Quorum for a Regular or Emergency Meeting of the Council shall be one-third, rounded to the nearest whole number, of the total number of Councilors and shall include at least two members of the BOD including the President or the President-elect.
- (ii) Quorum for any Extraordinary Meeting of the Council shall be one-half of the total number of the Councilors representing Regular member organizations and shall include at least two members of the BOD including the President or the President-elect.

b) The Board of Directors Quorum for any meeting of the BOD shall be three-seventh of BOD members and shall include the President or the President-elect.

##### c) Adjournment

- (i) All meetings of the Council and/or the BOD shall stand adjourned if the quorum is not complete.
- (ii) All such adjourned meetings shall be reconvened one hour later on the same day and at the same place.
- (iii) Quorum for adjourned meetings shall be two-thirds of the required quorum as laid down in Section 9.4(a), rounded to the nearest whole number, of the numbers specified above.

#### SECTION 9.5: BOARD OF TRUSTEES

The BOT shall follow the same principles of meeting, decision making, and quorum as laid down in this article for the BOD except that the BOT shall meet at least three times in one accounting year.

## **ARTICLE X: DECISION MAKING**

### **SECTION 10.1: VOTING**

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

### **SECTION 10.2: PROXY**

Proxy by e-mail shall be allowed provided that the e-mail came from the voter's e-mail address. All proxies must reach the President and/or the Secretary of the Federation at least 24 hours before the meeting.

## **ARTICLE XI: COMMITTEES**

### **SECTION 11: COMMITTEES**

The BOD and BOT may appoint as many standing or ad-hoc committees as they deem necessary for achieving the objectives and smooth functioning of the Federation.

## **ARTICLE XII: FEDERATION VS. MEMBER ASSOCIATIONS**

### **SECTION 12.1: CONTROL**

Member-associations shall continue to control their activities and be the master of their individual funds.

### **SECTION 12.2: NON-INTERFERENCE**

Except in the case of joint projects/programs, member-associations shall continue to make their own decisions, with no interference from the Federation.

### **SECTION 12.3: PARTICIPATION**

Member-associations shall have the right to participate or not to participate in any project/program sponsored by the Federation.

### **SECTION 12.4: COMMITMENT**

Once a member-association decides to participate in a joint project/program sponsored by the Federation, it is not expected to withdraw in mid-stream.

### **SECTION 12.5: JOINT PROGRAMS**

In all joint projects/programs, guidelines provided by the Federation shall be binding on all participating member-associations.

### **SECTION 12.6: NON-COMPETING**

- (a) The Federation and member-associations shall not compete with each other in conducting projects/programs. Thus, if the Federation has sponsored a joint project/program, no member-association shall be allowed to run a parallel project/program on its own that might compete with the Federation-sponsored program. Similarly, if a member-organization has sponsored a

project/program, the Federation shall not run a parallel project/program in the same geographical area.

- (b) If the Federation wishes to conduct a project/program, in a geographical area where the local member-association has refused to participate, then the Federation must obtain prior written consent from the local member-association.

## **ARTICLE XIII: AMENDMENTS**

### **SECTION 13.1: INITIATION OF PROPOSAL**

Proposals for amendments to the constitution and/or bylaws may be initiated by the BOD or the BOT or by a group of not less than 10% of the Councilors representing Regular member-organizations.

### **SECTION 13.2: SUBMISSION OF PROPOSAL**

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

### **SECTION 13.3: REQUIREMENTS FOR AMENDMENTS**

(a) Only Councilors representing Regular member-organizations shall vote, those from Associate member-organizations are not authorized to vote. The Constitution and/or Bylaws may be amended by a two-third majority of Councilors present and voting including duly signed Proxy votes as per Section 10.2 of the bylaws, provided that a written notice of minimum thirty days along with the written text of the proposed amendments is given to all Councilors in advance of the meeting.

(b) Any Council Meeting to amend the constitution or bylaws shall meet the quorum requirement of the Extra-ordinary Meeting as in Section 9.4.

## **ARTICLE XIV: ELECTIONS**

### **SECTION 14.1: POSITIONS**

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

### **SECTION 14.2: DATES**

- The BOD shall set the following guidelines in connection with the election of the BOD and BOT: BOD ensures that all member-associations have appointed their Councilors by December 31.
- Councilors start their new term: January 1.
- BOD and BOT will jointly appoint an Election Officer sometime in March: at least 90 days before the election.
- BOD ensures that all member-associations have paid their membership dues by March 31.

- BOD provides voter list to the election Officer in April: at least 60 days before election.
- BOD mails election notice in April: at least 60 days before the election.
- Deadline for nominating candidates in May: 30 days before the election.
- Date of Annual Election: in June or at the FAAA Convention.
- Newly elected officers begin their term: July 1 or at the Convention.

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

#### SECTION 14.3: ELECTION OFFICER

- The elections shall be conducted by an Election Officer to be appointed by the BOD and BOT at least ninety calendar days before the election.
- There shall be no requirement for the Election Officer to be a Councilor.
- The Election Officer shall be prohibited from seeking a position on the BOD or BOT or supporting any candidate. His term shall expire after the election.
- The Election Officer shall receive all nominations, and in consultation with the BOD prepare a Nomination Form and Ballot containing all valid nominees for all positions. He shall make available the Nomination Form and Ballot to the voting members in time before the election.
- The BOD shall provide to the Election Officer a list of all Councilors with their addresses at least sixty days before the election.
- The Election Officer shall provide a list of the nominees to all Councilors for their information within ten days after the nomination closing date. The Election Officer shall provide the names of nominee with nominators to any Councilor upon request.
- The Election Officer shall compile the votes for each nominee and shall announce the results.
- The Election Officer may be relieved of his responsibility by the BOD and BOT for any irregularities or just cause.
- If the Election Officer becomes unavailable for any reason, the BOD and BOT shall appoint a new Election Officer. The ninety-day restriction for the appointment of the Election Officer as in Section 14.2 shall not apply.

#### SECTION 14.4: NOTICE OF ELECTION

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

#### SECTION 14.5: NOMINATIONS

- Only Councilors representing Regular member organizations may submit nominations for the BOD and BOT.
- All nominations must reach the Election Officer by the closing date and time as set forth in the election notice.
- Floor nominations shall not be allowed, except when the number of nominations is less than

the number of available positions.

- (d) In order for a nomination to be valid, the following information must reach the Election Officer by the closing deadline either separately or as one document by FAX or e-mail. Name of the nominee, position for which nominated, proposed and seconded by two Councilors with their names, addresses and signatures and the signed consent of the nominee.
- (e) A person may not be a candidate for more than one position.

#### SECTION 14.6: ELIGIBILITY AND RESTRICTIONS

- (a) Only Councilors of Regular member organizations shall be eligible to nominate, vote and contest in the elections.
- (b) A person who holds an 'Elect' office (President-Elect, Secretary-Elect and Treasurer-Elect) shall not seek election for any BOD or BOT positions. Not more than two BOD or BOT positions shall reside with the same member organization in a given year. The total membership of an association in the BOD and BOT shall not exceed 3 (three).

“No member association will hold more than three (3) positions in the BOD and the BOT combined at the same time.”

- (c) The President and President-Elect shall be alumni of the Aligarh Muslim University
- (d) A member of the BOD shall not seek re-election to the corresponding position for more than two terms.
- (e) A person shall not serve on the BOD for more than four one-year terms in a row.
- (f) A person shall not serve on the BOT for more than two five-year terms in a row.

#### SECTION 14.7: ELECTION PROCEDURE

- (a) Each candidate shall be introduced to the Council prior to the election.
- (b) Each candidate shall be allowed to state his/her position and experience prior to the election.
- (c) Elections for all positions on the BOD and BOT shall be carried out using a single ballot that lists all candidates for all positions.
- (d) Each Councilor shall be given a ballot on which the voter may cast his vote secretly and shall deposit it in a ballot box provided.
- (e) The Election Officer shall compile the votes and announce the results after the elections.
- (f) The Chairman, BOT and the outgoing President or their representatives may assist the Election Officer in counting votes.
- (g) In the event two candidates for the same position receive identical votes, the Councilors present shall revote. Absentee ballots at this time shall not be counted. If, however, the second vote also results in a tie then the Election Officer shall invite the candidates for that position, write their names on two different identical pieces of paper and ask someone from

the floor to come and pick one of the two names. One whose name is picked shall be declared the winner.

- (h) If no nominations are received from the floor for any position(s) on the election day then the BOD & BOT shall nominate a candidate to fill the position and get the Council approval within 30 days of election.

#### **SECTION 14.8: ASSIGNMENT OF MEMBERS TO VACANT POSITIONS**

- (a) Should a vacancy arise on the BOD or BOT due to resignation, succession or any other reason, it shall be filled by a person designated by the Council, provided such person meets the qualifications for the position as stated in the appropriate section of the bylaws. If at any time there remains a less than a majority of the officers originally elected by the Council, a meeting of the Council shall be called to elect the vacant position(s). The term of the new members shall not exceed the remaining term of the originally elected members.

### **ARTICLE XV: DISSOLUTION**

#### **SECTION 15.1: AUTHORITY OF THE COUNCIL**

The Council shall have the power to dissolve the Federation by a two-third majority of votes.

#### **SECTION 15.2: BOD AND BOT**

The Council shall consider, and take a decision on dissolution of the Federation on the joint advice of the BOD and the BOT.

#### **SECTION 15.3: DISPOSITION**

In the event of dissolution of the Federation, the BOD and the BOT with the approval of the Council shall arrange to make provision for, discharge of all financial and other liabilities of the Federation, dispose of all assets of the Federation and distribute the remaining balance to all Regular member-associations, with aims and objectives of the Federation, as defined in Article II of the Constitution, in accordance with all applicable laws as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of the U.S. Internal Service laws.

### **ARTICLE XVI: CONFLICTS**

#### **SECTION 16.1: INDEMNIFICATION**

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



## SECTION 16.2: ARBITRATION

If a dispute arises between the FAAA Members, Officers or Council members and cannot be resolved through the efforts of the BOT of FAAA, it shall first be referred to an Arbitration Panel administered by three Arbitrators. The Arbitration Panel will consist of three members, one member selected by each party to the dispute and the third neutral arbitrator selected by the BOT. These arbitrators will be selected within thirty days after the BOT efforts have been unsuccessful to resolve the dispute. Prior to the commencement of hearings each of the arbitrators shall take an oath of impartiality. The judgment of the arbitrators, in writing, shall be final and binding on all parties. Any judgment rendered by the arbitrators may be entered in any court of law having jurisdiction thereof.

However, if there is a conflict between the BOD & the BOT, which they are unable to resolve within a thirty-day period in a joint session, then a commission consisting of three members (one nominated by the BOD, one by BOT and one by the Councilors) who are not serving either on the BOT or the BOD to examine the issues involved and render their judgment. The decision of the commission shall be final and binding on all parties. The members of this commission may not be Councilors but must have served as Councilors in the past.

## SECTION 16.3: INTERPRETATION OF CONSTITUTION & BYLAWS

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

## **APPENDICES**

### **APPENDIX 1: GUIDELINES FOR APPROVAL OF NEW MEMBER-ASSOCIATIONS**

**(Refer to Article VII, Section 7.2 (h))**

The following guidelines shall be used for membership approvals:

- (a) The new association must be registered or incorporated in its respective state or jurisdiction and must send its proof of registration, constitution and bylaws and the names and addresses of all office bearers and councilors along with admission fee, membership fee, and membership application to the Secretary of the Federation.
- (b) The association must have a minimum of ten members.
- (c) The association may have non-alumni members who will be ineligible for election as the Federation President-elect or President.
- (d) The existing member association of the Federation, if any, in that city or state where the new association is formed will be requested to provide a no objection letter, in writing, to the Federation from their elected officers to avoid any conflict and to promote cooperation between them, if the new association is within fifty miles of the existing member association.
- (e) The BOD of the Federation shall consider the membership application of a new association and may recommend it for membership to the Council for approval.
- (f) Upon approval of the Council, the new association will become member of the Federation.

### **APPENDIX 2: PROCEDURES FOR ACCOUNTING AND RECORD KEEPING**

#### **ACCOUNTING**

- (a) The President and the Treasurer shall maintain the Federation account in a nationally known and recognized bank/institution in a regular checking account hereinafter referred to as the Operating Account.
- (b) The Treasurer shall maintain the Operating Account in an acceptable accounting format and shall maintain monthly statements with receipts, check book, bank cancelled checks and bank statements during his/her term.
- (c) The Treasurer shall provide quarterly income and expense statements to the BOD and BOT.
- (d) The Treasurer shall prepare and provide an Annual Financial Report to the BOD, BOT and the Council before the Annual Convention or meeting of the Federation.
- (e) The Annual Financial Report must be approved by the BOD and BOT before it is sent to the Council and distributed at the Convention or annual meeting.
- (f) The President and the Treasurer shall be responsible for filing the annual state and federal income tax returns as required by law.

#### **RECORD KEEPING**

- (a) The President, Secretary and Treasurer shall be responsible for maintaining all important records and documents of the Federation during their term of office.

- (b) The Secretary shall maintain all minutes of the BOD and Council meetings.
- (c) The Chairperson, BOT shall be responsible for keeping all minutes of the BOT meetings.
- (d) The President, Secretary and Treasurer shall be responsible for proper taking over and handing over of all important documents and records at the time of transfer of their responsibilities.
- (e) The transfer of all financial and other records shall be done within seven days after the transfer of their responsibilities.
- (f) The transfer of responsibilities shall include providing a detailed memorandum stating all completed and incomplete items, unpaid bills and amounts to be received from an individual or organization.
- (g) The President, Secretary and Treasurer will hand over all financial and other important documents and records to the Chairperson, BOT who shall properly file them in accordance with the guidelines provided being the custodian of all records.

### **TRUSTEES' CUSTODIAL RESPONSIBILITY FOR FEDERATION FINANCES**

- (a) A Principal Trustee of Funds and an Alternate Trustee of Funds shall be appointed by the BOT from amongst the Trustees to manage the funds of the Federation. The two shall work jointly such that the Federation's business does not suffer as a result of the absence of one. If both are absent at the same time the Chair may appoint another Trustee to carry on the business.
- (b) These Trustees of Funds shall be responsible for overseeing and maintaining all funds for the Federation.
- (c) The Operating Account shall be managed by the Treasurer, who will receive bank statements directly from the bank. The Trustees shall not operate this account under normal circumstances. The Trustees shall ensure that at the end of a year all funds in excess of twenty five thousand dollars (\$25,000) are transferred out of the Operating Account managed by the Treasurer to an Asset Management Account managed by the Trustees. The number of twenty five thousand dollars (\$25,000) may be adjusted periodically by the Trustees. [amount increased to provide ease in the operations and easily abide by the bylaws]
- (d) The Trustees will have the authority to open, close or freeze any account of the Federation. No other individual or entity shall open, close or freeze any accounts or change its mailing addresses on behalf of the Federation. Their decision will be communicated to the councilors and the BOD within one week.
- (e) The two Trustees of funds shall maintain all other funds of the Federation and shall have joint signature authority on them. They shall both receive duplicate bank statements directly from the financial institution.
- (f) The Trustees of Funds shall prepare printed guidelines and samples showing how the Treasurer will prepare monthly, quarterly and annual reports concerning the Operating Account. Similarly the Principal and Alternate Trustees of Funds will prepare quarterly and annual reports. The Trustees shall provide such guidelines and samples to the newly elected officers on the day of election each year.
- (g) The Trustees shall prepare the financial statement in accordance with the generally accepted accounting principles (GAAP).

## **TRUSTEES' CUSTODIAL RESPONSIBILITY FOR FEDERATION RECORDS**

- (a) A Principal Trustee of Records and an Alternate Trustee of Records shall be appointed by the BOT from amongst the Trustees to manage the records of the Federation. The two shall work jointly such that the Federation's business does not suffer as a result of the absence of one. If both are absent at the same time the Chair, BOT may appoint another Trustee to carry on the business.
- (b) The Trustees of Records shall maintain all records of the Federation collated by the year. Only the current year's records shall be kept with the BOD. The Alternate shall also know how and where the records are kept.
- (c) The Trustees of Records shall develop guidelines showing how the BOD will do their record keeping for the current year. The Trustees shall provide these guidelines to the newly elected officers on the day of the election each year.
- (d) The records will include but are not limited to financial records, tax-filing records, meeting minutes, official notices, fliers, election records, distinguished visitors' list, etc.
- (e) Maintain all Federation records for a period as required by the council.

### **Record of Amendments Approved and Date of Approval**

Amendments approved by the Council on May 11, 2008, effective immediately.

### **Record of II Amendments Approved and Date of Approval**

II Amendments approved by the Council on April 14, 2013, effective immediately.