

NEDA-DC

NED Alumni Association of Washington, DC

BY-LAWS **(Updated to include Amendment No2)**

December 8, 2012

Article I: NAME

1. Name the non-profit corporation: NED Alumni Association of Washington DC (NEDA-DC).

Article II: MISSION STATEMENT:

Promote education for the underprivileged by providing scientific and financial assistance to deserving students at NED University of Engineering and Technology, underdeveloped and poverty stricken areas in Karachi and in Washington DC.

Article III: OBJECTIVES:

Said organization is created exclusively for charitable, educational, and scientific purposes, including, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific purposes of the organization are:

- to support students of NED University of Engineering & Technology, Karachi, Pakistan
- to support needy and underprivileged children in obtaining education in Pakistan;
- to provide innovative educational programs for school-age children in Washington, DC metro area
- to help alleviate human suffering due to natural calamities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be carrying on of propaganda, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IV: FUNCTIONS:

The purpose of **NEDA-DC** shall be to advance the cooperation and understanding among its members and with other NEDians to serve the cause of education for the underprivileged. To that end it shall:

- a. Establish, promote and support relationship, understanding and interaction between NEDians.

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- b. Create and facilitate opportunities for NED Alumni, Students and Faculty to serve NEDA DC Mission.
- c. Highlight the achievements of NED and NEDians in upholding the mantra **NEDians For A Better World**.
- d. Collaborate with NED International Alumni Network of North America and work towards the achievement of significant progress in educating underprivileged.
- e. Initiate and support efforts for promoting scientific and educational awareness.
- f. Encourage increasing awareness of responsibilities and community integration here in homeland USA
- g. Organize social and cultural programs and provide opportunity for family interaction and entertainment for the purpose of fund raising and funding NEDA-DC charitable educational and scientific Projects

Article V: NATURE & LEGAL STATUS:

- 1. NEDA-DC is created exclusively for charitable educational and scientific purposes including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal revenue Code or corresponding section of any future Federal Tax code.
- 2. It will be registered in the District of Columbia of as a Federal not-for-profit, tax-exempt organization under the section 501(c)(3) of Internal Revenue Service.

Article VI Dissolution

Only the General Assembly shall have the authority to dissolve the Association.

Upon the dissolution of the organization the assets shall be distributed for one or more exempt purposes of IRS SEC 501C 3 of the Internal Revenue tax code or corresponding section of any future tax code or will be distributed to the Federal Government or state or local Government for public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the country in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

Article VII: MEMBERSHIP

Section I. Types and Eligibility:

- 1. **Full Member:** Any Graduate and Ex-teaching faculty member of N.E.D. Engineering College, N.E.D. University of Engineering & Technology and any of its affiliated colleges residing in the District of Columbia, Maryland or Virginia, is eligible to become a “Full member” of NEDA-DC.
- 2. **Associate Member:** Any individual with a four (or more) years’ bachelor’s degree, residing in the District of Columbia-Maryland-Virginia area, and proposed for membership by at least two full members of NEDA-DC is eligible to become an “Associate member”, subject to the approval of the Board of Directors.
- 3. **Affiliate Member:** Any individual supporting the cause of NEDA-DC and proposed for membership by at least two full members of NEDA-DC is eligible to become an “Affiliate member” of NEDA-DC,

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subject to the approval of the Board of Directors.

The spouse and immediate family members of a Full / Associate Member are eligible to become “Affiliate members”

4. **Honorary Member:** Any individual who has demonstrated leadership and excellence in engineering or its related arts, science, or business or community building and proposed for membership by at least two full members of NEDA-DC is eligible to become an “Honorary member” of NEDA-DC, subject to the approval of the Board of Directors.
5. **As a pre-requisite for Membership, all individuals shall be required to:**
 - a. Agree to abide by these By-Laws, and as may be amended from time to time
 - b. Concur and are willing to devote time for the achievement of the aims and objectives of the Association, and
 - c. Agree to pay membership and other fees, as applicable.

Section II. Membership dues:

1. **Annual Membership:** All Full Members and Associate Member shall pay annual dues as established by the Board of Directors, on a calendar year basis.

Annual Membership dues are paid on a calendar year basis and must be paid by December 31 for the following calendar year. A grace period of one month for payment of dues will expire on January 31st, after which a Late Fee, as established by the Board of Directors, will apply.
2. **Affiliate Membership:** There shall be no membership dues for Affiliate Membership.
3. **Life Membership:** Full and Associate Members at their option may obtain a Life Membership upon payment of dues as established by the Board of Directors; such members shall not pay annual dues.
4. **Honorary Membership** There shall be no membership fees for Honorary Members
5. Membership dues can be changed by the Board of Directors, if and when deemed necessary.
6. A membership shall begin from the day the person submits a completed application form along with
7. The payment of required membership fee in cash or in personal check for that calendar year.

For Memberships that begin in the fourth quarter of the year, annual dues shall be valid through the end of the following year.

No late fees will apply for new memberships.
8. The right to be nominated for the Board will be suspended until all dues are paid in full, provided such dues are paid before June 30th of that year.
9. The right to vote will be suspended until all dues are paid in full, provided such dues are paid before September 30th of that year.

Section III. Rights and Obligations

1. **Rights:**
 - a. All members shall have the right to participate in all activities of the Association, with the exception of serving on the Board of Directors or voting, as explained under voting rights (Article V, Section III, Clause 3) and Election Procedure. (Article VIII, Section II, Clause 4)
 - b. Full & Associate Members shall have the right to receive the notice of Annual General Meetings and any other meetings of the General Body, minutes of all the meetings and a copy of the by-laws of the Association.

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- c. All members shall have the right to receive the annual audited accounts of the Association.
2. **Obligations:** All members shall be obligated to:
 - a. Be familiar with the purpose, objectives and functioning of the Association
 - b. Maintain respect for others at all times
 - c. Maintain dignity and decorum in all meetings and gatherings.
3. **Voting rights:**
 - a. Only Full & Associate Members, having paid membership by September 30th of the year are eligible to vote.
 - b. Associate Members are eligible to vote after one full year of membership and participation supporting the objectives of NEDA-DC.
 - c. Each member shall be entitled to have one vote on each matter submitted for voting.
 - d. Voting right shall be exercised in person or electronically, subject to approval of the Board.

Section IV: Termination:

1. Misrepresentation of facts in the Membership Application may be cause for termination.
2. Upon written charges brought against any member of NEDA-DC by at least twenty-five (25) % of the combined total of Full and Associate Members for reasons including participation directly or indirectly in activities which are against the interest and objective of NEDA-DC and upon filing such charges with the Board of Directors, the member may be suspended or expelled by the affirmative vote of more than three quarters of the members of the Board Directors.
3. Associate yearly or Life membership may be suspended at the discretion of NEDA-DC Board of Directors and body of NEDA-DC Charter Members Council for reasons determined to be detrimental to overall functioning and image of NEDA-DC.

Section V. Reinstatement:

Upon submitting a written request for reinstatement by the terminated member and supported and signed by at least twenty-five (25) % of the combined total of Full and Associate Members of NEDA-DC and upon filing of such a request with the Board of Directors and upon hearing by the general assembly of NEDA-DC, in a duly convened meeting, the member may be reinstated by affirmative vote of majority of the members present at that meeting.

Section VI. Transfer of membership

The membership of NEDA-DC is not transferable or assignable.

Article VIII: ORGANS OF NEDA-DC & ORGANIZATIONAL SETUP:

Section I NEDA-DC shall achieve its objective through the following organs:

- A. General Assembly
- B. Board of Directors (BOD)
- C. Committees
- D. Charter Members Council (CMC)

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Article VIII-A. GENERAL ASSEMBLY:

Section I. Composition:

Full and Associate members of NEDA-DC shall constitute the General Assembly.

Section II. Functions

1. Be responsible for the acceptance of the by-laws, and amendments thereof.
2. Elect the Board of Directors and Chairman of the Board.
3. Make decisions pertaining to the functioning of the Association.

Section III. Meetings

1. The General Assembly shall be called into session once a year by the Chairman of the Board of Directors. At the final meeting of the year the Chairman of the Board shall present annual report and financial report.
2. Special meeting of the General Assembly may be called into session by the Board of Directors.
3. Upon a written petition of **(twenty-five) 25%** of the combined total of Full and Associate members, a special meeting of the General Assembly shall be called by the Chairman of Board of Directors.
4. Alcohol and drugs will be strictly prohibited in all gatherings and activities of NEDA-DC.

The following shall constitute quorum and voting requirements for decision making:

Purpose of Meeting	Quorum Requirement	Voting Requirement
A. Dissolution of NEDA-DC	75%	Greater than 75%
C. Amendments to By-Laws	51%	Greater than 75%
D. Election of the Board of Directors	51%	Greater than 50%
E. Election of Chairman of the Board	51%	Greater than 60%
F. Approval of Chairman's Veto	51%	Greater than 50%

In the event the number of members present at a General Assembly Meeting falls short of the required quorum, electronic communication shall supplement physical presence of members to attain quorum requirements.

Article VIII-B - BOARD OF DIRECTORS:

Section I. Composition

The Board of Director shall consist of seven (7) Board members as follows;

1. Chairman of the Board of Directors (CBD):
CBD will report to Charter Council and will be responsible for among other things, planning of all NEDA-DC activities during his or her tenure.
2. Director of Information and Communication (DIAC):
DIC will be responsible for website management, newsletter, and interface with membership.
3. Director of Membership and Finance (DMF):
DM&F will be responsible for maintaining membership and finance record.
4. Director of Social Affairs (DSA):

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DSA will be responsible for organizing social activities within NEDA-DC and when approved by the Board of Directors, in collaboration with other organizations.

5. Director of Management and Administration (DMA)
DMA will be responsible for administrative management affairs and record keeping, including minutes of BOD meetings of NEDA-DC.
6. Director of Charitable Projects (DCP)
DCP will be responsible for proposed projects evaluation for feasibility, budget recommendations and implementations based on BOD approval, ensuring sustainability and accountability.
7. Director of Public Relations (DPR)
DPRL will be responsible for maintaining liaison with NED University and NED Alumni and other professional Associations and for interface with the outside community, media, etc.

Section II. Election Rules and Procedure

1. General

- a. The General Assembly shall be responsible for the election of the Board of Directors on a person-one vote basis.
- b. Election for the Board of Directors shall be held every two years.
- c. The Charter Members Council in office will form an Election Committee comprising of three members of NEDA-DC to conduct the elections.
- d. The Charter Members Council will have the authority to accept or reject nominations
- e. The following will be the time-line for elections
 - i. First Day to File Nominations: April 01 of election year
 - ii. Last Day to File Nominations: May 31 of election year
 - iii. Last Day to Withdraw Nominations: November 15 of election year
 - iv. Finalization of election slate: November 15 of election year
 - v. Elections: Any Saturday or Sunday of December of election year

2. Eligibility for Candidacy: The eligibility requirement for the Board members shall be as follows:

- a. Shall be a Full Member of NEDA-DC in good standing for a period of one year.
- b. Be actively involved in NEDA-DC's program and activities.
- c. Be nominated by at least two other Full members of NEDA-DC

3. Voting rights:

- a. A Full Member, who has been a member by the cut-off date for the election, as established by the Board of Directors, shall have the right to vote in the election.
- b. Associate Members are eligible to vote after one full year of membership and participation supporting the objectives of NEDA-DC.
- c. Each member shall be entitled to have one vote
- d. The voting right shall be exercised in person. Electronic voting may be acceptable for members who cannot vote in person due to special circumstances, subject to approval of NEDA-DC BOD.

4. Procedure

- a. The Election Committee will receive written nominations via electronic mail.
- b. Nominations will be verified for eligibility of nominees and nominators.

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- c. A slate of candidates will be posted (electronically) for review by Members.
- d. On the date of election, ballots will be circulated to the eligible voting Members.
Alternately, if approved by the Board of Directors, an electronic balloting may also be set up, in addition to, or in lieu of in-person balloting.
- e. The General Assembly will elect seven Directors, without assignment of portfolio.
- f. Once elected the Directors-elect will deliberate and select the Chairman.
- g. In the event the Directors-elect are not able to elect a Chairman, the General Assembly will elect the Chairman.
- h. The remaining Directors-elect, along with the Chairman-elect will deliberate and distribute portfolios of Directorship.

5. Special Conditions:

Eligibility and Voting Criteria

- a. One-year membership criteria for Eligibility of Candidature for Board of Directors shall be waived for the first election.
- b. Condition of paid membership for voting eligibility will be waived for the first election.

Section III. Governing Rules and Regulations

- 1. **Volunteerism:** All member of Board shall serve on a voluntary basis without any compensation.
- 2. **Term:** A Member of the Board will be elected for a term of two years. No Member will serve more than two consecutive full terms.
- 3. **Termination:**
 - a. Due to misconduct: Upon charges brought against any member of the Board by fifty-one percent of combined total of Full and Associate Members of NEDA-DC or three members of the Board and filed with Board of Directors and upon hearing by the Board, the charged member may be terminated from the Board with a unanimous vote of other members present at the meeting. Five members of the Board shall constitute the quorum.
 - b. Due to Absence: Any Board member who does not attend three consecutive Board meetings without any advance notice or genuine cause shall be terminated from the Board by unanimous decision of the Board.
- 4. **Filling Vacant Position:** The Board of Directors will select an eligible member to fill any vacancy occurring in the Board by a simple majority for the remaining term of the outgoing member

Section III. Functions:

The Board shall oversee, guide, and direct the work of NEDA-DC. For this purpose it shall:

- 1. Approve the budget.
- 2. Approve funds to NED University for charitable purposes or organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal revenue Code or corresponding section of any future Federal Tax Code.
- 3. Manage and maintain audit trail of funds sent to any organization at the secondary beneficiary level - such as name and address of the student being awarded on a need based charitable assistance

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4. Manage auditability of all charitable funds with the intent of being dispensed internationally through 501(c)(3) organizations in United States that are OFAC compliant.
5. Manage all approved activities and finances of NEDA-DC.
6. Appoint independent auditors to audit annual financial report of NEDA-DC, if necessary.

Section IV. Meetings / Decision-making

1. The meeting of the Board of Directors shall be held at least once a quarter.
2. The presence of five members of the Board will constitute the quorum.
3. Special meetings of the Board shall be called by the Chairman of the Board
 - i. On his own initiative, or
 - ii. On request from at least two members of the Board, or
 - iii. On request by at least twenty-five (25) % of the members of the General Assembly.
4. The decision of the Board shall be made by a simple majority of the members, except as stated otherwise. In the event of a tie on a matter, the matter will be deferred to the next regular or special meeting, wherein all five members will undertake the matter and vote.
5. In the event of a 4-3 vote on a matter, the Chairman may veto a decision of the Board of Directors. However, the veto needs to be approved by a simple majority of the General Assembly, per requirements of Article VII, Section III.

Section V. Chairman of the Board

1. The Directors-elect will select the Chairman, from amongst themselves.
2. The Chairman of the Board shall be elected for a period of two years.
3. The Chairman shall be the principal spokesperson of NEDA-DC.
4. The Chairman, together with the Director of Membership and Finance shall appropriate funds within the budget set by the Board and control the expenses of NEDA-DC.
5. The Chairman shall prepare with the help of Director of Membership and Finance and present the annual budgets and financial reports to the General Assembly for approval.
6. The Director of Management and Administration shall be responsible for preparing and distributing the Board meetings and General Assembly meetings Notice and Agenda and Meetings, to all eligible members.

ARTICLE VIII-C COMMITTEES:

1. The Board of Directors shall form Committees to enhance activities of NEDA-DC.
2. The Board of Directors shall define the Charter of the Committee so formed.
3. A Committee can be formed for a specified or unspecified period of time.
4. The Committee will submit a working budget to the Board of Directors.

Once the Budget has been accepted, The Director of Administration and Finance will coordinate the disbursement of funds
5. The Committee shall report to the Board of Directors on a quarterly basis, unless otherwise established by the Board of Directors at the time of the formation of the Committee.
6. The Board of Directors, when deemed necessary, shall dissolve a committee.

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Article VIII-D - CHARTER MEMBERS COUNCIL

1. The Council shall be named “Charter Members Council”.
2. Concept and Long term benefits of Charter Members Council to NEDA- DC

The idea is to have a group of serving individuals with the purpose of:

- a. Upholding the vision of NEDA-DC, as formulated by the Founders
- b. Providing continuity in functioning of NEDA-DC from BOD to BOD
- c. Offering interpretation of the By-Laws, if and when required
- d. Functioning in the capacity of an “Advisory Council” to the BOD
- e. Administering NEDA-DC members’ grievances with NEDA-DC BOD
- f. Providing financial support for the functioning of the organization.
- g. Functioning in the capacity of “Ombudsman” for NEDA-DC
- h. Oversee the nomination and election process for members of BOD

3. Number in Charter Members Council and Criteria of Membership

I. For the period 02-01-12 to 12-31-12

- a. The Charter Members Council shall be formed with a minimum of three and a maximum of eleven individuals, each meeting the following criteria:
 - i. He/she shall be an NEDian
 - ii. He/she shall be a Founding Member or a Life Member of NEDA-DC
 - iii. He/she shall pay the yearly Charter Membership Fees of \$ 1,000.00
- b. The slate of proposed individuals will be presented to the BOD for approval; a two-thirds or greater majority will be required for approval.
- c. Once approved by the BOD, the slate will be presented to Founder Members for approval; a three-fourth or greater majority will be required for approval.

II. For subsequent one-year periods

- a. Prior to December 31st of the year, the Charter Member Council will decide the Members of the Charter Members Council for the following year including nomination for honorary Charter Council membership.
- b. The Serving Members will have the option to continue on the Charter Members, subject to meeting the following criteria:
 - i. He/she shall be approved by two-thirds or more of the incumbent members of the Charter Members Council
 - ii. Except in case of an Honorary Member, he/she shall pay the Charter Membership Fees for the year, as determined by the Charter Committees Council.
- c. New Members meeting the criteria in C.I.a above can be added to the Charter Members Council.
- d. Sitting Members of NEDA-DC BOD shall not be eligible to be a Member of the Charter Members Council.

ARTICLE IX FINANCES

1. NEDA-DC shall be financed by the membership dues, contributions, and donations.

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Donations that are subject to any implicit and explicit pre-conditions shall not be accepted.

2. Any expenditure of over \$500 for non budgetary items shall be approved by the Board.
3. Any checks, drafts or other negotiable instruments for the payment of money, notes, evidence of indebtedness issued in the name of NEDA-DC shall be signed jointly by the Director of Finance Committee and the Chairman of the Board.
4. The fiscal year of NEDA-DC shall begin on January 1 and end on December 31.

ARTICLE X AMENDMENTS

1. Amendments to the By-laws may be proposed by:
2. Three members of the Board of Directors Thirty percent (30) % of the eligible member of the General Body of Members
3. Three or more members of the NEDA-DC Charter Members Council
4. The proposed amendments shall be presented in writing to the Chairman of the Board prior to the General Assembly meeting.
5. The Board after deliberation shall present the proposed amendments to the General Assembly for discussion and approval.
6. No amendments to the proposed amendment shall be allowed during the General Assembly meeting.

APPENDIX A: FOUNDING MEMBERS

The following are the Founding Members of NEDA-DC, who gathered in Manassas Park, VA on December 04, 2010 and decided to form an Association of NED Alumni in the District of Columbia, Maryland and Virginia

Tanweer Alam Mallick	Civil 79
Waqar Siddiqui	Civil 84
Zahid Babar	Civil 68
Mohsin Zaidi	Civil 64
Tariq Hamid	Civil 88
Arif Mahmood	Civil 87
Syed Khurseed Ahmad	Elect 83
Athar Javaid	M&E 62
Khurshid Zaidi	Civil 86
Abbas Zaidi	Elect 89
Arif Sattar	Mech. 86
Anwar Ansari	Civil 82
Jameel Siddiqi	Civil 80
Nadeem Khan	Elect 89

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Wamiq Hamid	Civil 92
Ashfaq Ahmed	Civil 94
Syed Mehdi Kamal	Civil 82
Tariq Mohammad	Civil 80
Furqan Siddiqi	Mech. 78
Akbar Ansari	Mech. 78
Hasan Abid Askari	Civil 79
Tanveer Ahmed Baig	Civil 79
Sabhiuddin Pirzada	Mech. 83
Asma Ali	Civil 94
Muhammad Faraz Rafi	CIS 06