

Wisconsin Arab American Engineers & Architects

BYLAWS

PREAMBLE

WE, engineers, Architects and Computer Scientists of Arab heritage by ancestry or affinity, residing in the United States of America, recognizing the need for constructive technical interaction among various engineering 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: Wisconsin Arab American Engineers and Architects (WAAEA).

Section 2. Place of Registration: State of Wisconsin, United States of America

Section 3. WAAEA is a non-profit, non-political, and non-religious Engineering Organization, with the following objectives:

- a. To further the Public Welfare in relation to engineering knowledge and to act upon matters concerning Engineering Profession.
- b. To promote cooperation and mutual assistance of its members.
- c. To conduct academic review courses to help members and non-members to prepare them for examinations to become register as engineer interns and as professional engineers, and to conduct technical seminars to update members' knowledge in technology and regulations affecting Engineering Profession.

- d. To establish scholarship programs to assist qualified and talented students to pursue an engineering career.

- e. To cooperate with other professional organizations in relation to matters consistent with the by-laws, the professional engineering ethics and standards.

- f. To establish a presence in the State of Wisconsin.

- g. To serve the professional interest of the general membership and to strive to promote professional consciousness and fellowship through collective interdisciplinary activities all in accordance with recognized and established engineering ethics, and within applicable laws.

- h. 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.

- i. No substantial part of the activities of the organization 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.

ARTICLE II - GENERAL MEMBERSHIP

Section 1. Definition of An Engineer: Any person who holds an Engineering degree, a Computer Science degree, or an Architecture degree from an accredited institution.

Section 2. Full Members are those individuals who subscribed to the by-laws and who are Arab and/or of Arab ancestry residing in the United States of America and/or residing temporarily in other countries (but not to exceed a year). The Full Member shall have the right to vote on all proposals submitted to the membership at large and the right to attend all meetings of the Organization. The Full Member also is eligible to hold any office and receive any honor bestowed by the Organization. The Full Member may attend Executive Board meetings at the invitation of an officer of the Executive Board to discuss a specific subject.

Section 3. Associate Members are those individual engineers who do not meet the requirements of Article II, Section 2 and who have expressed and demonstrated interests in the Organization. The Associate Member shall have all the privileges of the Full Member including the right to attend and participate in all meetings of the Organization, but excluding the right to vote or to hold an office.

Section 4. Honorary Members are distinguished Professionals chosen by the Executive Board of the Organization. The Honorary Member shall have all the privileges of the full members including the right to attend and participate in all meetings of the Organization, but excluding the right to vote or to hold an office.

Section 5. Student Members are students who are studying Engineering, Architecture or Computer Science and have the interest to work and participate in the Organization (WAAEA). The Student Member shall have all the privileges of the Full Members including the right to attend and participate in all meetings of the Organization, but excluding the right to vote or to hold an office.

Section 6. Life Members are members with the minimum age of sixty and older and have been in good standing with the Organization for a minimum of ten (10) years. They shall have been retired from actively practicing engineering and shall have made a written request to the Executive Board for such a membership classification. The Life Member shall have all privileges of the Full Member including attending, participating in all meetings of the Organization, and shall have the right to vote or hold an office.

Section 7. Membership in the Organization shall be accomplished by filing the appropriate application form and an approval by the Membership Committee.

Section 8. All members are entitled to receive a copy of the By-Laws of the Organization.

ARTICLE III - BUDGET, DUES AND DONATIONS

Section 1. The Full and Associate membership fees are Thirty dollars (\$30.00) each to be paid annually.

The Student membership fee is Ten dollars (\$10.00) to be paid annually.

The Honorary and Life Members shall pay no dues.

Section 2. The Organization may accept donations and contributions, and engage in fund raising activities subject to the requirements of pertinent laws and regulations.

Section 3. Operating Funds. The revolving funds of the Organization shall consist of fees, dues, contributions, donations and other funds which may have been received or collected under the foregoing sections. Such operating funds shall only be disbursed by authority of the Executive Board, except as expressly authorized in other articles and sections of these By-Laws.

Section 4. Scholarship Trust Funds - To be determined in the future by the General Assembly.

Section 5. Reserve Funds

Sub-Section A - General

A General Reserve Funds Account shall be established and created in a financial institution. The purpose of this reserve funds account shall be to provide funding for the Organization's administrative expenses with its interest earnings. The capital itself may be increased but not diminished.

Sub-Section B

Ten percent of the remaining funds from general revolving funds shall be deposited in the Reserve Funds Account at the conclusion of any fiscal year.

Section 6. The fiscal year shall be the each calendar year. The incoming Administration shall present a budget for their activities during the April General Assembly meeting.

Section 7. All Disbursements and financial activities shall be signed by the President and the Treasurer.

Section 8. No part of the earnings of this organization shall be distributed to its members, trustees, officers, or

other private persons except for paying reasonable compensation for pre-approved services and expenses by the Executive Board.

ARTICLE IV - OFFICERS, TENURE AND DUTIES

Section 1. The Officers are the President, Vice-President, Secretary, Treasurer, and Information Technologist. They shall comprise the Executive Committee.

Section 2. The tenure of the Officers shall be established in the following manner: The President, Vice-President, Secretary, Treasurer, and Information Technologist shall have a one (1) year tenure. The President may not serve for more than two consecutive terms in the same office. All Officers shall be elected on a yearly basis.

Section 3. The tenure of Officers and Committee Chairpersons starts and ends during the second half of April. The tenure ends after each succeeding elected Officer and Chairperson has taken office.

Section 4. The duties of the Officers shall be:

A. General Duties of all Officers and Chairpersons shall be to perform the duties and responsibilities that may implement the provisions of the by-laws of the Organization and assist in insuring that all activities of the Organization shall conform to all Federal, State and Local laws.

B. The President shall preside over all Executive Board, General Assembly and Special meetings; shall administer the day to day activities of the Organization; and shall approve disbursement of funds not to exceed one hundred dollars (\$100.00) for each specific purpose in the proper administration of the Organization and for other disbursement of funds as specifically authorized under Article III, Section 4; The President shall also deliver a semi-annual report of the State of the Organization to the General Assembly; shall call Special meetings; shall sign all necessary organizational documents; and shall represent the Organization in technical, civic and social activities. The President 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 Organization finances and s/he shall then submit a full report to the Executive Board and to the General Assembly.

C. The Vice-President shall assume the duties of the President in his absence; shall perform duties delegated to him/her by the President; and 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 Secretary shall keep the minutes of all meetings; shall handle all official correspondence; and shall keep and file records of the minutes of the meetings of the Organization and of all other documents pertinent to the members and the Organization. The Secretary shall also keep a complete roster and directory of members, file of activities, awards and quests of meeting of the Organization. The Secretary shall send all members in good standing reports, copy of the By-laws and publications. He or she shall be the custodian of the Organization's seal. The Secretary shall attend to all correspondences of the Organization and shall prepare the agenda for all meetings of the Organization in consultation with the President. The Secretary shall send out appropriate notices for meetings or other functions of the Organization or the Executive Board.

E. The Treasurer shall assume all official financial transactions of the Organization, such as collection of membership dues and payment of bills; shall issue accurate monthly financial reports to the Executive Board and a properly audited quarterly financial statement to the members and the proper government agencies. Custodian of all funds and properties of the Organization. Keep current, correct and accurate accounts of funds, properties, assets and liabilities of the Organization, and has such accounts open to examination at all reasonable hours by any member or government agencies. Deposit all checks, notes and negotiable instrument and disburse funds as authorized by the President. Present financial reports during Executive Board and General Assembly meetings.

F. The Information Technology Officer shall be tasked with the handling, manipulating and presenting of information usually through text, pictures and sounds using a computer and the World Wide Web for the purpose of WAAEA. He or she shall have a committee to help him/her accomplish his/her tasks. This committee shall handle, maintain, and present a fully functioning website. They shall help advance the Organization members' computer knowledge.

Section 5. When a vacancy(s) arise due to resignation or inability to perform duties and responsibilities of any position where no succession is provided in these By-Laws, the President, with concurrence of the Executive Board, shall appoint any member to fill such vacancies until the next election.

ARTICLE V - EXECUTIVE BOARD

Section 1. The Executive Board shall be the governing body of the Organization and shall be comprised of the Officers and the standing Committee Chairpersons. 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 meetings of the Executive Board should be sent to the Board of Trustees.

A. The Executive Board shall manage the affairs of the Organization conformity with the provisions of the By-Laws.

B. The Executive Board shall hold a 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 five (5) members of the Executive Board.

C. The Executive Board shall not receive any compensation for their services as Officers and Committee Chairpersons of the Organization. The Executive Board shall define the compensation of all services hired by the Organization in carrying out its business and affairs.

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

E. Any Officer or Committee Chairperson may resign at anytime. Upon his/her resignation, it shall be his/her obligation to give an accounting of his/her duties, responsibilities and functions to the Executive Board. The Executive Board should accept or reject by resolution the resignation of any elected or appointed Officer during his/her term and the resulting vacancy may be filled by the President with the concurrence of the Executive Board.

F. Officers and Committee Chairpersons who do not attend two consecutive prescheduled meetings without a reasonable cause approved by the Executive Board during his or her term must be replaced. The Executive Board shall appoint a replacement to serve the balance of the term.

ARTICLE VI - BOARD OF TRUSTEES

Section 1. A Board of Trustees is hereby created to act as advisory body to the Organization (WAAEA). The Board of Trustees shall consist of not less than five members and not more than fifteen members. There shall be a minimum of five appointed members and up to ten past presidents of WAAEA after serving at least one full term.

Section 2. Chairperson of the Board of Trustees shall be the immediate past President, other past President or as the Board of Trustees may choose respectively. The Board of Trustees shall be assigned to do certain tasks as needed by the President of the Organization.

Section 3. The President of the Organization with the concurrence of the Officers and Chairpersons shall appoint a minimum of five members to the Board of Trustees and they shall serve for one year or until replaced and may be eligible for reappointment.

Section 4. The primary duty of the Board of Trustees is to assist in insuring that all activities of the Executive Board are in conformance with the approved by-laws of the Organization. Their duties also include the execution of any assignment given by the Executive Board and provide clarifications to any request for consultation and /or advice. The Board of Trustees has the right to call for a General Assembly meeting if it is urgently needed. The Board of Trustees has no immediate control over the Executive Board activities. The Board of Trustees shall not receive any compensation in their capacity as Trustees of the Organization.

ARTICLE VII - GENERAL ASSEMBLY MEETING

Section 1. There shall be two (2) General Assembly Meetings to be held in April and in October each year. Elections of Officers and Committee Chairpersons shall be held during the General Assembly Meeting in the second half of April.

Section 2. The turnover of the administration to the incoming officers shall be done during the April General Assembly Meeting.

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. Amendments must be mailed to all members one month in advance of a scheduled meeting.

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 shall need the 51% of the quorum, a required two thirds of the quorum to vote on mending the by-laws.

ARTICLE VIII - COMMITTEES

Section 1. There shall be five (5) Standing committees whose Chairpersons shall act as members of the Executive Board. The elected Chairperson of each Committee shall present an annual report at the General Assembly Meeting. The Chairperson of each Committee shall appoint the members of his Committee.

A. The Membership Committee shall recruit new members and promulgate the necessary procedures of accepting prospective members, such as the confirmation of credentials and other pertinent data and update status and addresses of the member of the Organization. They should keep records of all Engineering Firms and all Construction Companies owned by Arabs.

B. The Financial Committee shall prepare the annual budget of the Organization, shall devise ways and means to enhance the financial status of the Organization.

C. 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 the Engineer-in-Training and Professional Engineer's review course, providing information on Professional Registration and/or Certification and job opportunities for the members.

D. Publication Committee shall be responsible for collecting Engineering, Architecture, Computer Science news and materials which follows the guidelines of the WAAEA by-laws to be included in the News Letter. This shall include editing, printing and distributing the publication to the members. All materials not included above (non-related) shall need an approval of the Executive Board/the President to be published in the WAAEA News Letter.

E. Social Committee shall be responsible for the planning of all programs and activities such as Athletic Activities of the Organization

Section 2. Other ad hoc committees may be formed at the discretion of the President for specific projects or objectives.

ARTICLE IX - ELECTIONS AND QUALIFICATIONS OF CANDIDATES FOR OFFICES

Section 1. Qualifications

A. Any candidate or nominee for any office shall be a full Member practicing in his/her special field of engineering, architecture or computer science with good moral character and have been a member in good standing for at least one year.

B. A nominee for the Office of President or Vice President shall also have served this Organization for an aggregate of at least two years in the capacity of an Officer or a Committee Chairperson.

Section 2. Nominations

Nominations for any Office shall be made either by the Nomination Committee or by petition as provided in section 3 and 4 below. There shall be no nominations from the floor.

Section 3. Nomination Committee

A. The President, with the approval of the Officers and the Chairpersons shall appoint no later than December 31 a Nomination Committee consisting not less than three and not more than seven members of the Organization who are known for their active interest in the affairs of the Organization.

B. Beginning in January, the Nomination Committee shall, by letter or announcement to the General Assembly, solicit candidates to fill all positions of Officers or Committee Chairperson. Any qualified member of the Organization may nominate him/her self or any other qualified member by submitting the name of the individual to the Nomination 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 Committee indicating his/her qualifications for the Office, past offices held in this or other organizations, activities and services undertaken for his organization, and his/her short term and long term goals for the Office for which he/she wishes to be nominated. Failure to submit such letter shall disqualify the individual from being

nominated.

D. The Committee shall evaluate according to the by-laws all candidates including interviewing them by telephone or in person. The Nomination Committee shall submit the slate of all nominees who meet the by-law requirements to the President by February 28.

Section 4. Nomination by Petition

Any person, who has not previously submitted to the Nomination Committee, may still seek election by submitting a petition to the Nomination Committee no later than March 20th. The petition shall be signed by at least fifteen (15) voting members who have been members for at least one year prior to signing the petition. The petition shall include information required under article IX Section 3-C. The Nomination Committee shall acknowledge the receipt of the petition within ten days of its receipt. The Nomination Committee shall submit and noted the name of such person to the General Assembly at the election Meeting in May with the names slated by the Nomination Committee.

Section 5. A majority of the vote cast shall be necessary for the election of the members of the Executive Board.

Section 6. If the number of candidates for the same office exceeds two and no candidate receives a majority vote, a runoff election shall 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 shall be broken by lottery. This shall apply also in the event of a tie in a runoff election.

Section 7. All elections shall be conducted by the Nomination Committee described in Article IV Section 3. The results of the balloting of all election shall be announced to the General Assembly and reported to the members.

ARTICLE X SCHOLARSHIP

Section 1. Scholarship Committee

A. The President, with the approval of the Officers and Committee Chairpersons, shall appoint no later than January 31 a Scholarship Award Committee. The Committee shall consist of three (3), five (5), or seven (7) members of the Organization who are known for their active interest in the affairs of the Organization. If a

scholarship applicant is the relative of a Committee member, that Committee member shall step down.

B. The Award is to be presented to an undergraduate or graduate student in the studying field of engineering, architecture or a computer science who is a Student Member of WAAEA. The objective is to promote engineering, architecture and computer science as a worthy profession and to foster stronger ties between WAAEA and the Arab American Community. Depending on the availability of funds, scholarship in the amount of a thousand dollars (\$1000) is presented in November. The recipient must be present in person to receive the award.

C. The WAAEA Scholarship Award is open to Student Members of WAAEA only, who are attending any of the accredited four year Colleges or Universities in the State of Wisconsin.

D. Applicants must complete the WAAEA Scholarship Award Application. All Applications shall be acknowledged within fifteen (15) days after the deadline.

ARTICLE XI DISSOLUTION CLAUSE

Upon the dissolution of the Organization, the Organization shall, after paying or making provisions for the payment of all the liabilities of the Organization, dispose of all the assets of the Organization exclusively for the purposes of the Organization 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 (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 Organization 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 in a quorum consisting 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.

ARTICLE XIII CHAPTERS (to be voted on)

CREATED

This 16th day of January 2006 at the Steering Committee Meeting

ATTEST	Aziz Aleiow	Chairman
	Wessam Daoud	Secretary