

# **AMERICAN SOCIETY OF INDIAN ENGINEERS AND ARCHITECTS**

## **CONSTITUTION & BYLAWS**



(Approved at the General Body Meeting on September 4<sup>th</sup>, 2014 and  
Amended at the General Body Meetings on December 10<sup>th</sup>, 2015 & December 6<sup>th</sup>, 2018)

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# CONSTITUTION

(As approved at the General Body Meeting on September 4<sup>th</sup>, 2014)

## Article I. NAME, INCORPORATION AND ORGANIZATION

### Section 1.01 Name

The name of this society shall be AMERICAN SOCIETY OF INDIAN ENGINEERS & ARCHITECTS, hereinafter called "ASIE".

### Section 1.02 Incorporation

The ASIE is incorporated under the Texas Nonprofit Corporation Act, Article 1396.3.02, as a nonprofit, nonpolitical organization in the state of Texas.

### Section 1.03 Purpose

The ASIE shall be organized exclusively for one or more of the purposes specified in Section 501(c) (3) of the Internal Revenue Code, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding sections of any future federal and/or state tax codes.

Accordingly, the ASIE shall remain tax exempt and all the charitable contributions made by general public to this organization will be deductible under Sections 170 of the Internal Revenue Code.

## Article II. OBJECTIVES

### Section 2.01 General

The objectives of the ASIE are to engage in any and all lawful activities including conducting public discussion forums, panels, lectures, continuing education courses, technical seminars, networking, and career counseling to aid, promote, develop and benefit architects, engineers and engineering technicians of Indian origin who are the members of the ASIE. The word "Indian" shall refer to persons who were natives of or are descendants of India or whose heritage is rooted in India and who are now residing in the USA. It is not intended to restrict the benefits of the activities of the ASIE to the members of the ASIE only. The ASIE will promote programs and activities that will strengthen the technical advancement, the fellowship and friendship among its members and the community at large.

### Section 2.02 Principal Objectives

- (a) To provide a networking organization for engineers and architects of Indian origin in the Greater Houston Metropolitan Area and Texas at large.
- (b) To provide a forum for limited assistance to members in advancing their careers as follows:



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- (i) Career guidance and counseling.
  - (ii) Skill development through educational courses, seminars, workshops and field trips.
  - (iii) Encourage and assist in professional registration.
- (c) To provide a forum for limited assistance to members in entrepreneurship, business and professional interests.
- (d) To provide guidance and mentoring to students enrolled in the engineering and architecture curriculum as follows:
- (i) Offer scholarships based on merit and need.
  - (ii) Assist in practical training and job search.
- (e) To conduct technical conventions in association with and in cooperation with other professional societies with similar goals and objectives as that of the ASIE.
- (f) To sponsor activities to enhance public interest in engineering and technology.
- (g) To assist unemployed members through networking opportunities.
- (h) To potentially assist members with issues at work place, through network of members on a case by case basis.

## **Article III. MEMBERSHIP**

### **Section 3.01 Categories of Membership**

Individual membership of ASIE shall be in one of the following classes:

- Life
- Annual
- Student

In addition, Honorary and Corporate memberships are available as detailed in the Bylaws.

### **Section 3.02 Eligibility**

The membership of ASIE is open to any engineer, architect, and engineering technician of Indian Origin AND who meets the eligibility criteria as detailed in the Bylaws.



## **Article IV. OFFICERS AND BOARD OF DIRECTORS (BOARD)**

### **Section 4.01 Board of Directors**

The Board shall consist of nine directors.

### **Section 4.02 Officers**

The officers shall be: President, Vice President, Treasurer and Secretary, who are part of the Board.

### **Section 4.03 Term of the Board of Directors**

The term of the Board of Directors shall be for a period of two years.

### **Section 4.04 Election of Board of Directors**

The officers and directors will be elected in accordance with the Bylaws of ASIE.

### **Section 4.05 Vacancies**

Any interim vacancies occurring in the Board shall be filled by a majority vote of the remaining members of the Board of Directors. A Board member elected to fill a vacancy shall serve for the remaining term of his/her predecessor in office.

### **Section 4.06 Quorum for Board of Directors Meeting**

A majority of the Board of Directors (5 out of 9) shall constitute a quorum for the transaction of ASIE business. The act of the majority of the Board of Directors present at a meeting shall be the act of the Board of Directors. A tie vote shall be recorded as motion failed.

## **Article V. GOVERNANCE**

### **Section 5.01 Enforcement of Constitution and Bylaws**

The membership, except for the Honorary members, shall enforce the Constitution and Bylaws of ASIE through its power to elect the directors of the Board and vote in or vote out any changes to the Constitution and/or Bylaws. The membership of the ASIE, except Honorary members, shall also approve the annual financial reports of ASIE prepared by the Officers.

### **Section 5.02 Operating Policies and Funds**

The determination of operating policies that comply with Constitution and Bylaws of ASIE and administering properties and funds of ASIE shall be the responsibilities of Board of Directors.





## Article VI. AMENDMENT OF THE CONSTITUTION & BYLAWS

### Section 6.01 Proposal by Board of Directors

Board of Directors shall adopt a resolution by a majority vote in a Board of Directors meeting to propose amendments to the constitution. This proposal then shall be presented in a General Body meeting for discussion and passing. A two-third majority vote of the members present in the meeting with voting eligibility shall be required for the adoption of such a proposal. A minimum of 10 days written notice but no more than 30 days with description of proposed amendments to membership will be required before the general membership meeting date to discuss the amendments proposal from the Board of Directors. Absentee members may cast their vote electronically, if procedures for such a voting are adopted by the Board of Directors.

### Section 6.02 Petition by Members of ASIE

Amendments to constitution may be proposed in a petition filed to the Board of Directors by at least fifteen (15) % of the eligible voting members of ASIE. The Board of Directors, upon receiving such petition shall be required to call a General Body meeting within 30 days to discuss proposal for amendments. The passage of such proposals shall require a majority vote of eligible voting members present in such meeting. Members may cast their vote electronically, if procedures for such a voting are adopted by the Board of Directors. A thirty (30) days written notice with the description of proposed amendments to general membership will be required before the meeting date for the general membership to discuss the amendment proposals.

### Section 6.03 Notification of Amendments

Within 45 days of the passage of the amendments in the general membership meeting the President of ASIE shall notify the general membership in writing the amendments made along with a report on the general membership meeting that passed the amendments.

## Article VII. ADVISORY COUNCIL (Council)

### Section 7.01 Advisory Council

The Advisory Council shall consist of a total of five members – four elected members from among the Life Members and the immediate Past President.

### Section 7.02 Purpose

The purpose of the Advisory Council is to assist the Board in developing and promoting programs that will strengthen the advancement of ASIE's objectives. The Advisory Council will ensure the continuity of the programs once started.

### Section 7.03 Term of Members of Advisory Council

The term of the Members of Advisory Council shall be two years. No member of the Advisory Council shall serve more than two consecutive terms. The immediate past president shall serve a term of one year.



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### **Section 7.04 Election of Members of Advisory Council**

The members of the Advisory Council will be elected in accordance with the Bylaws of ASIE.

### **Section 7.05 Vacancies**

Any interim vacancies occurring in the Advisory Council shall be filled by a majority vote of the remaining members of the Advisory Council. A member elected from among the life members to fill a vacancy shall serve for the remaining term of his/her predecessor in office. The Council will have no obligation to fill any vacancy on the Advisory Council unless the number falls below three without such appointment.

### **Section 7.06 Quorum for Advisory Council Meeting**

A majority of the Advisory Council (3 out of 5) shall constitute a quorum for the transaction of ASIE business. The act of the majority of the Advisory Council present at a meeting shall be the act of the Advisory Council. A tie vote shall be recorded as motion failed.

*Note: As approved in the general body meeting of August 17<sup>th</sup>, 1994 and revisions approved on 7/15/1998, 1/18/2007, 11/17/ 2011, 11/14/2012 and 09/04/2014.*



# BYLAWS

(As approved at the General Body Meeting on September 4<sup>th</sup>, 2014 and Amended at the General Body Meetings on December 10<sup>th</sup>, 2015 and December 6<sup>th</sup>, 2018)

## Article I. FISCAL AND ADMINISTRATIVE YEAR

Both the fiscal and administrative year of ASIE shall be from January first through December thirty-first, both dates inclusive.

## Article II. CATEGORIES OF MEMBERSHIP

The following categories of membership are available for eligible individuals and corporations:

- Life
- Annual
- Student
- Corporate
- Honorary

## Article III. MEMBERSHIP & ELIGIBILITY

Life, Annual or Student membership is available to anyone who is an Engineer or Architect or pursuing education in those disciplines, is of Indian Origin and residing in the Greater Houston area.

### Section 3.01 Life Member

- (a) Eligibility Criteria: Any person who is qualified to become a member of ASIE may become a Life Member by paying a one-time lump sum fee.
- (b) Life Membership application shall be obtained from Secretary. Upon receiving the Life Membership application and after consulting with President, the Secretary shall have the application put on agenda for the next Board of Directors meeting for discussion. After discussion in the meeting, the application shall be accepted or rejected by a simple majority vote in the Board of Directors meeting. If accepted, Secretary shall issue a Life Membership acceptance receipt/card to the applicant indicating acceptance.
- (c) If the Life Membership application is rejected in the Board of Directors meeting, Secretary shall notify the applicant in writing of such decision providing explanation for the rejection. The applicant shall be allowed one more round of resubmission of the updated application for the Life Membership correcting deficiencies and/or providing missing information cited in the first rejection letter. After second round review of the updated application and reasoning provided in the first rejection letter to the applicant, if the Board of Directors accepts it by a majority vote, then



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Secretary shall issue a Life Membership acceptance receipt/card to the applicant indicating acceptance. If the application is rejected in this second round review in the Board of Directors meeting by a simple majority, then Secretary shall send a written explanation for the rejection to the applicant indicating that no further review of his/her application will be allowed. The decision made in this Board of Directors meeting by a majority vote shall be final.

- (d) Life Member shall have all the rights listed for Annual Member in Section 3.02(d) below.

### Section 3.02 Annual Member

- (a) Eligibility Criteria: Any person desiring to support the objectives of ASIE, pays annual dues for a Membership, and meets the eligibility criteria for membership shall be eligible to become an Annual Member of ASIE.
- (b) A membership application shall be obtained from Secretary or Membership Committee Chairperson. The duly filled application shall be submitted to Secretary. The application, if complete and containing satisfactory information, will be signed by Secretary/Membership Committee Chairperson and a membership receipt/card will be issued to the applicant to indicate acceptance.
- (c) If the application is not approved, a written explanation shall be provided to the applicant by the Secretary. Copies of this disapproval letter will be provided to President and to the ASIE files. The applicant may correct the deficiencies specified in the disapproval letter and apply again. If the application is received again after a second disapproval, the Board of Directors will review the application and reasons for the previous disapproval. A simple majority vote in the Board of Directors meeting that discussed the third application shall determine the final decision on the application. If accepted by the Board of Directors, then Secretary shall issue a membership acceptance receipt/card to the applicant. If rejected by the Board of Directors, no further applications shall be accepted from that applicant.
- (d) Annual Member shall have a voting right for any motions presented in any general membership meeting. Member shall also have the right to run for any office of ASIE, provided he/she meets other eligibility criteria listed elsewhere in this Bylaws document. Member can also be a part of a subcommittee created duly by the Board of Directors meeting. Member can nominate an Honorary member. Member can help any Board of Directors member in discharging his/her duties. Member has no voting right in a Board of Directors meeting. However, as a part of the duly created subcommittees, Member has a voting right for any motions presented to the subcommittee meetings.

### Section 3.03 Student Member

- (a) Eligibility Criteria: Any person who is registered as a full/part time student in an engineering, architecture or related technical curriculum, and who desires to support the objectives of ASIE, and



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who pays annual dues for Student Membership shall be eligible to become a Student Member provided he/she meets other eligibility requirements listed

- (b) A student can obtain membership application from Secretary. After completing the application it shall be returned to Secretary/Membership Committee Chairperson. If the application is complete and contains satisfactory information, then Secretary or Membership Committee Chairperson shall sign it and send a Student Membership receipt/card to the applicant indicating acceptance.
- (c) If the application is not approved, a written explanation shall be provided by Secretary to the applicant. Applicant may correct the deficiency and/or provide missing information and resubmit the application. If the application is resubmitted after second disapproval, then the Secretary, after consulting with the President, shall have the application put on the agenda for the next meeting of Board of Directors for discussion. The Board of Directors will review the application and the reasons for its disapproval. If the application is accepted by a simple majority vote in this meeting then Secretary shall issue a Student Membership acceptance receipt/card to the applicant. If the application is disapproved by the committee by a simple majority vote then the applicant will be provided a written explanation again for the disapproval. The decision by the Board of Directors shall be final.
- (d) The Student Member shall not have a voting right in any general membership meeting. Further, the Student Member is not eligible for running for any of the offices of ASIE. A Student Member can be a part of any subcommittee duly created by the Board of Directors and as such shall have voting right in meetings of such subcommittees. A Student Member can also help any Board of Directors member in discharging his/her duties.

### **Section 3.04 Corporate Membership**

- (a) Eligibility Criteria: Any corporation/company, not necessarily owned by persons of Indian origin, actively engaged in engineering, architecture and related technical disciplines shall be eligible to become a corporate member of ASIE.
- (b) A corporate member will have no voting rights. However, corporate membership shall be provided with three individual memberships, recognition on the ASIE website, recognition at all ASIE events, links to member websites from ASIE's host website, member rates for all paid events, eligibility for free attendance at members only events including social activities sponsored by ASIE, and ability to provide employment opportunities on ASIE website on an ongoing basis.

### **Section 3.05 Honorary Membership**

- (a) Eligibility Criteria: This membership may be conferred upon eminent and outstanding individuals, not necessarily limited to persons of Indian origin, who, by their actions, have promoted and contributed to the advancement of the objectives and goals of ASIE.



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- (b) Nominations for persons to be considered for Honorary membership can be provided by any member of the current Board of Directors or Advisory Council on a designated form available from Secretary, who will transmit it to the President. The President will have the nomination included in agenda for the next Board of Directors meeting. The nominations passed by a two - thirds majority vote at the Board of Directors meeting shall be forwarded to the Advisory Council for a similar approval for further action on conferment of the Honorary membership to the nominated individual.
- (c) The Honorary member shall have no voting right and is not eligible to contest for any Board of Director position, but shall have all other rights enjoyed by a member of ASIE.

### **Section 3.06          Transfer/Change of Membership**

Membership in ASIE is not transferable or assignable to persons other than that whose name appears on the membership acceptance receipt/card issued by ASIE.

### **Section 3.07          Proof of Membership**

Membership acceptance receipt/cards shall be issued annually by ASIE to all accepted members for the duration of the ASIE fiscal year. These receipt/cards will be required to be presented by the member as proof of membership and identification, when demanded, for use of the privileges of ASIE.

### **Section 3.08          Lapse of Membership**

The membership privileges shall be lost due to failure of payment of dues as required by Bylaws. The Board of Directors may, by passing a motion with a simple majority vote in a Board of Directors meeting, extend membership privileges for the entire membership (but not on an individual basis) for a period up to 60 days.

### **Section 3.09          Membership Period**

Annual Membership period shall coincide with the fiscal year for ASIE, which is from January 1 through December 31. Persons becoming members during the year shall pay prorated dues as listed in Bylaws.

### **Section 3.10          Voting Rights and Privileges**

Voting referred to in this Bylaws document shall apply to all matters pertaining to the activities of ASIE and requiring voting by the members. The voting rights for various categories of membership are defined in Article III of these Bylaws. Voting by any qualified member in absentia or by proxies may be allowed by electronic balloting, if approved by the Board.

### **Section 3.11          Obligations of Members**

All members shall strive to fulfill the aims and objectives as listed in the Constitution of ASIE. No member shall engage in any activities which are detrimental to ASIE or which may hurt the prestige and honor of the United States of America, or India, or Indian heritage, or the Indian community. Members shall engage all financial and/or physical assets of ASIE only towards the aims and objectives of ASIE. All members shall abide by the rules and procedures stated in this Bylaws and shall always maintain decorum at all meetings.



### **Section 3.12 Disciplinary Actions against Members**

- (a) Any member failing to meet the obligations stated in Section 3.11 above shall be subject to disciplinary actions recommended by at least a two-thirds majority of the Board of Directors.
- (b) The disciplinary action taken against a member per Section 3.12 (a) above may include:
  - (i) Denial of the membership privilege for the rest of the year and up to an additional consecutive three years
  - (ii) Denial of privilege to contest for one of the four offices or even for Board of Directors for up to consecutive three years
  - (iii) A permanent denial of privilege to become a member of ASIE.
- (c) Before specifying the disciplinary actions, the Board of Directors shall provide opportunity to the accused member to defend his/her actions in a hearing with the Board of Directors. The decision in this regards by a two-thirds majority of the Board of Directors shall be final.

## **Article IV. MEMBERSHIP DUES**

### **Section 4.01 Dues for Various Categories of Membership**

- (a) Life Member: One payment of \$450
- (b) Annual Member: \$50 per year
- (c) Student Member: \$10 per year
- (d) Corporate Membership: \$400 per year
- (e) Honorary Membership: None

### **Section 4.02 Changes in Membership Dues**

By a majority vote, Board of Directors may pass a proposal to modify the dues. The revised dues shall be effective only for the subsequent years until another change is passed by the Board of Directors. Such modification in dues is limited to once a year.

### **Section 4.03 Refunds**

Dues once paid are not refundable.

### **Section 4.04 Prorated Membership**

Persons becoming members during July 1st through December 31st are eligible to pay 50% of the prevailing rate of dues for the Annual Member category of the membership.



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### **Section 4.05      Membership Incentives**

Board of Directors may provide incentives for first time members as determined by the Board.

## **Article V.    BOARD OF DIRECTORS**

### **Section 5.01      Size**

The Board shall consist of nine elected members known as Directors.

### **Section 5.02      Officers**

The officers of ASIE shall be President, Vice-President, Treasurer and Secretary.

### **Section 5.03      Term of Office**

The term of office for all nine Board of Directors shall be 2 years. No person shall hold more than one position in the Board of Directors at any given time. President shall serve a one year term. The president shall not serve more than one term consecutively. The outgoing President has the option to continue on the Board (if he/she has one year term left to serve on the Board) or transition to Advisory Council. Vice-President, Treasurer and Secretary shall serve no more than three consecutive years in the same position.

### **Section 5.04      Handing Over Charge to New Committee**

The outgoing Board of the current year shall hand over the charges of operation to the newly elected Board as soon as possible but no later than December 31. All officers of the outgoing Board shall sign the transfer document along with the officers of the incoming Board. The Election Officer shall preside over such meeting and ensure that all required records are transferred and documented properly.

### **Section 5.05      Election**

#### (a) Board of Directors

- (i) A total of nine persons shall be elected from the general membership at the annual General Body Meeting called for election purposes. All Board of Directors shall be elected on a staggered basis to ensure continuity among the Board members. Five (5) directors shall be elected for a two-year term beginning in the odd years. Four (4) directors shall be elected for a two-year term beginning in the even years.
- (ii) No business other than the election proceedings shall be conducted during the annual General Body meeting. The date of election shall be arranged so as to have the final results ready by mid-December.

#### (b) Officers

- (i) The Board of Directors shall elect the President, Vice-President, Secretary and Treasurer annually.

#### (c) Eligibility





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- (i) All candidates for Board of Directors shall be current members of ASIE and shall not be a current election officer.
- (ii) The candidate for President must have served at least one full term as an officer in the Board preceding the election and he/she must be a member of ASIE for the past two years.
- (iii) Past President (s) shall be eligible to run for an officer position after a period of three (3) years following his/her latest term of office as President.
- (iv) The candidate for Vice-President, Secretary and Treasurer must be a member of ASIE for one full year in the preceding year and should have previously served on the Board for one full year.

### Section 5.06 Duties

#### (a) President

- (i) Preside over all Board of Directors Meetings and all general membership meetings.
- (ii) Be in charge, supervise, and provide operating guidelines for all activities of the members of the Board of Directors as they relate to ASIE.
- (iii) Perform or cause to perform all the tasks assigned to the Board of Directors by the decisions made in the general membership meetings.
- (iv) Be the official spokesperson of ASIE.
- (v) Preserve, protect and defend the provisions of the Constitution and Bylaws of ASIE.
- (vi) Promote the objectives of ASIE.
- (vii) Provide guidance and leadership to the general membership.
- (viii) Cause to maintain sound financial status of ASIE.
- (ix) Cast only tie-breaking votes in the Board of Directors meetings.
- (x) Contact potential guest speakers for ASIE membership meetings and provide official invitations to them.
- (xi) Ensure that the Treasurer maintains proper accounting of the incomes and expenses and that the Secretary maintains proper records of all the meetings.
- (xii) Interface with other related technical organizations in the USA to represent ASIE and to promote its objectives.
- (xiii) Appoint or cause to appoint, Chairs of various committees, Accounts Review Committee, and a Conflict Resolution Committee.



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### (b) Vice President

In the absence of the President or in the event of his/her inability to act, the Vice President shall perform the duties of the President. He shall become thoroughly familiar with the programs and operating procedures and responsibilities of the Board.

### (c) Treasurer

- (i) Manage all the funds, properties and securities of ASIE appropriately and shall be the official custodian of all financial records.
- (ii) Make financial records available to membership for review when requested in writing.
- (iii) Prepare semi-annual and annual reports of ASIE financial dealings and present to the Board of Directors for approval. The annual reviewed report shall be presented at the general membership meeting for approval. After the approval, the annual financial report shall be made available, upon written request, to the general membership. Such response shall be complied within seven days of the receipt of the request.
- (iv) Prepare and file IRS returns for ASIE, annually at the end of ASIE fiscal year (working with the next year's Treasurer-Elect).
- (v) Arrange for an appointed CPA to review ASIE accounts when the revenue is over the amount specified in Article VIII Section 8.04 of the Bylaws.
- (vi) On or prior to December 31, hand over all the relevant and supporting documents of ASIE accounts to the Treasurer and the President for the next year.
- (vii) Deposit all the funds in the ASIE bank accounts within one week after they are received.
- (viii) Settle all accounts related to ASIE event within four weeks after the completion of the event.
- (ix) Prepare annual budget for approval by the Board and maintain balances as required by the Bylaws.

### (d) Secretary

- (i) Send appropriate meeting notices to the members with advice and consent from the President.
- (ii) Take notes and prepare minutes for each of the Board of Directors meetings, monthly meetings and General Body meetings. Issue these minutes within a week of such meeting.
- (iii) Initiate necessary correspondence, handle mail and maintain documents/files. Handle membership applications in coordination with membership subcommittee chairperson.
- (iv) Be the official custodian of the ASIE Constitution and Bylaws documents, the State Charter and other relevant documents for IRS tax exempt status.



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- (v) Perform all duties reasonably assigned by Board of Directors and specified in the Bylaws.
- (vi) Hand over all the relevant documents of ASIE to the current President as required by the Bylaws. Assist the current President in transferring the documents to the new President for the next year.
- (e) Members of the Board of Directors
  - (i) Attend all the Board of Directors meetings and participate in the decision-making process.
  - (ii) Act responsibly to protect the image of ASIE. Perform duties assigned by the Board of Directors.
  - (iii) Work in close cooperation with each other to attain the goals of the ASIE.
  - (iv) Appoint an Election Officer by a majority vote.

### **Section 5.07 Resignation**

Any Director wishing to resign shall give a three-week written notice to the Board of Directors through the President or the Secretary of ASIE.

### **Section 5.08 Vacancy in the Board of Directors**

Vacancy for the President shall be filled by the Vice President. Vacancy for the Vice President, Treasurer, or Secretary shall be filled by any one of the Board of Directors by the majority vote of the Board of Directors. The vacancy of any director shall be filled by a member of ASIE nominated by the President and approved by the Board. The requirements of Article IV, Section 4.05 of the Constitution shall be implemented.

### **Section 5.09 Removal**

- (a) Any Director absent for three consecutive Board meetings shall be subject to removal from the Board. Such removal shall be in a scheduled Board meeting with a majority vote where quorum is present, provided such person has been notified in writing with ten days' notice from the date of notification to respond.
- (b) The Board shall remove any member of ASIE whose performance/involvement is in violation of the Constitution/Bylaws, in a scheduled Board meeting with a majority vote where quorum is present, provided such person has been notified in writing with ten days' notice from the date of notification to respond.
- (c) Any Director who is delinquent in his/her membership dues by January 31 shall be subject to removal from the Board.

### **Section 5.10 Conflict Resolution**

By a majority vote of the Board, the President may call for a joint meeting between the Board and the Council to discuss and resolve any conflicts between the Board and the Council, or shall appoint a Conflict Resolution Committee with the Election Officer as the chairperson.



## Article VI. ELECTIONS

### Section 6.01 Election Officer

- (a) No later than January 30, the Board of Directors shall appoint an Election Officer by a majority vote. The officer shall be a member of ASIE for at least previous two years. The members of the current Board of Directors and the candidates for the election are not eligible to be Election Officer nor will they be allowed to participate in any manner in conduction of the election.
- (b) The term of the Election Officer will be for one year.
- (c) The Election Officer will not be allowed to be a candidate for any elected position during his term as Election Officer.
- (d) The Election Officer shall agree that (1) he/she shall not be for or against any candidates, (2) he/she will not engage in any campaign activities, and (3) he/she will not vote in any ASIE elections during his/her term.

### Section 6.02 Duties of Election Officer

The Election Officer shall make all the arrangements for the general election of Board of Directors and any other election during the year. All election expenses incurred by the Election Officer shall be reimbursed from ASIE funds. No fees or wages of any kind shall be paid to the Election Officer. Election Officer is empowered to carry-out, all election related activities such as (1) inviting nominations, (2) validating nominations, (3) setting deadlines for candidacy as well as withdrawals, (4) preparing and handling ballots, (5) appointing election staff, (6) preparing registers of eligible voters, (7) establishing and enforcing proper election procedures, (8) counting votes, (9) declaring winners, and (10) submitting written official report(s) to the President, as required.

### Section 6.03 Removal of Election Officer

Election Officer found in violation of the agreement and rules described in Sections 6.01 and 6.02 above, may be removed from his/her position by majority vote of Board of Directors.

### Section 6.04 Vacancy of Election Officer

Vacancy of Election Officer shall be filled per process described in Section 6.01 above.

### Section 6.05 Date, Place and Timing of Elections

The Election Officer shall set the date, time and place of election in coordination with and by approval of the Board of Directors. A reasonable time shall be allowed for maximum participation in the voting.

### Section 6.06 Method of Voting

Eligible voters shall cast their paper and/or electronic ballots, as approved by the Board. Simple majority of votes cast shall govern the elections. Rules for electronic balloting, if allowed, shall be announced prior to election, after approval by the Board.



**Section 6.07 Eligibility to Vote**

Any ASIE member who is otherwise qualified to vote per these Bylaws must have been a member at least one month prior to the Election Day. This is to provide election officer enough time to prepare Register of Eligible Voters, printing etc.

**Section 6.08 Election Process**

- (a) Prior to any proposed election and six weeks prior to the General Election, the Election Officer and his appointees shall prepare and publish rules and procedures for the election on hand, which shall cover (1) nominations (2) withdrawals (3) canvassing for election (4) place, date and time of voting and vote-counting (5) eligibility to vote (6) validity of ballots (7) ballot counting (8) voters' ID requirements, and (9) any other relevant information.
- (b) Each nomination shall be proposed, seconded and accepted on a prescribed form. A member cannot propose or second more than one candidate in a particular election. No member shall be allowed to contest more than one position at a time. If qualified and valid nominations received are less than or equal to elected positions available, all candidates shall be declared elected uncontested and no formal voting will be necessary.
- (c) No campaigning shall be allowed inside the election room.
- (d) Membership receipt/card is required for voter's identification/ verification for voting.
- (e) Invalid Ballots: Any ballots without proper signature of the Election Officer, ineligible to read, has bad or good comments written on it, or the ballots in which votes have been cast for more than permitted numbers of candidates may be declared partially or wholly invalid by the Election Officer, whose ruling shall be final.
- (f) Candidates and their assigned representatives shall be allowed to inspect the election room, booths and ballot boxes prior to beginning of the polls. Ballot-marking shall be secret. But boxes for dropping marked ballots shall be in general view of election officer, his helpers and other members in the area. After completion of the elections, the boxes shall be sealed in presence of candidates' representatives, and seal shall be signed by Election Officer and two of the candidates or their representatives.
- (g) Each candidate and no more than one of his representatives will be allowed to be present during vote counting. The Election Officer shall open the sealed ballot boxes after verifying that the boxes were not tampered with, in the presence of candidates or their representatives. He shall then proceed with formal vote counting by picking one ballot at a time, and after determining the validity, announce the voting. Vote announcing may be delegated to his assistants. The representatives of the candidates present may observe the vote-counting and may keep track of counting to ensure accuracy of counting.



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- (h) Vote count by official election staff shall be final. However, if there is considerable difference between the official count and candidate's own count, the candidate may petition the Election Officer for a recount. The Election Officer and his assistants shall rule if recount was warranted under the circumstances.
- (i) In case of a tie between two candidates, the members of current Board of Directors shall elect one of the two candidates.
- (j) In the event that insufficient number of nominations are received, the vacancies shall be filled by the Board of Directors.
- (k) The newly elected Board of Directors members shall hold a meeting as soon as possible for electing President, Vice-President, Treasurer and Secretary from amongst themselves.
- (l) Final Authority: In any matter of controversy pertaining to the elections, the decision by a majority joint vote of the current Board of Directors and the Advisory Council shall be final.

## **Article VII. MEETINGS**

### **Section 7.01 Board Meetings**

- (a) Regular meetings of the Board of Directors shall be held once a month. Such meetings shall be convened by the President. Secretary shall send out the notice of such meetings. Additional meetings may be called by the President, or, with his advice and consent, by the Secretary, if and when necessary.
- (b) The quorum for a Board of Directors meeting shall be a majority of the Board of the Directors (5 out of 9).
- (c) A majority of the Board of Directors may convene a Board meeting provided at least three days' notice is given to all the Directors with a specific agenda. Decisions taken at such meetings shall be voted upon in a specially convened General Body Meeting, no later than 30 days from such Board Meeting.

### **Section 7.02 Membership Meetings**

Membership meetings shall be held and organized by the Board of Directors for providing a forum for the advancement of members. The frequency of such meetings shall be decided by the Board or as aspired by the membership. Such meetings may be canceled in months when a General Body Meeting or election meeting is held. At least 15 days prior notice of such meetings shall be given to members.



**Section 7.03          General Body Meetings**

- (a) General Body Meeting of ASIE shall be held annually at the time and place designated by the Board of Directors. The agenda for this meeting shall include: (1) Annual Report of ASIE activities (2) Annual Financial Statement, and (3) any other business as presented by the Board.
- (b) Additional General Body meeting(s) may be called by the Board of Directors or by the petition filed to the President of ASIE by at least 15% of eligible ASIE members. The Board of Directors shall give at least a three week notice to ASIE members of such meeting(s).
- (c) The quorum for General Body Meeting shall be 25% of eligible voting members or five times the number of Board of Directors, whichever is smaller. In the event quorum does not exist, the meeting shall be adjourned for half an hour and reconvened even without a quorum. However, no decisions shall be made at such a meeting. Any items that require voting by the General Membership shall be included in the next General Body Meeting to be reconvened within 30 days.
- (d) Decisions taken at General Body Meetings shall be reported to all members and shall be binding on all members.

**Article VIII.          FINANCES**

**Section 8.01          Funds**

- (a) Funds may be raised through membership dues, donations and fees for the seminars, workshops, and approved programs.
- (b) Funds may be raised for specific programs such as scholarships.
- (c) No part of the net earnings shall be used to benefit only a particular member of ASIE or its elected officers. The funds shall be spent for fulfilling the goals and objectives of ASIE.
- (d) All funds collected shall be managed by the Board of Directors.

**Section 8.02          Reserve Funds**

A one-time Reserve Fund shall be created by the Board with available savings in an amount to be determined and approved by the Board and Advisory Council. This fund will never decrease but may increase depending upon the needs of the future and will need to be reviewed once every two years.

- (a) The amount for the Reserve Fund shall be determined such that it is adequate to carry out all ASIE activities including scholarship program for a period of two (2) years, without any income.



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- (b) The purpose of this Fund is to be able to support the ASIE activities during the years of economic downturn, or to meet any unanticipated expenditures over and beyond the approved budget, or any other financial bind that the Board may encounter.
- (c) The amount in Reserve Fund shall not be considered in the preparation of annual budgets by Board of Directors.
- (d) Reserve Fund so created shall be deposited in accounts in USA banks or mutual funds backed by US Government security.
- (e) Funds may be withdrawn from Reserve Fund for purposes outlined in item (b) above by a majority vote in a joint meeting of the Advisory Council and the Board of Directors.
- (f) Amount withdrawn from Reserve Fund shall be replenished from surplus funds within one year of withdrawal.

### **Section 8.03 Expenditures – Approval of Payments**

- (a) All expenditures shall be preapproved by the Board of Directors prior to making payments
- (b) When preapproval cannot be obtained, the officers may make limited payments and seek approval of the Board in a subsequent Board meeting.
- (c) Payments without preapproval are limited to \$250 by the officers, except the President may make payments up to \$1,000.
- (d) All expenditures shall be documented with proper receipts and invoices.

### **Section 8.04 Review of Accounts**

- (a) The President shall appoint a three member review committee in the first Board meeting for reviewing the ASIE Annual Consolidated Statement. The committee shall be approved by the Board of Directors and shall be chaired by a member of the Advisory Council. The Treasurer shall not be part of this committee. The committee Chair shall present the findings at the Board meetings.
- (b) The review committee is also responsible for reviewing the previous year's accounts by March 15th of the current year. If the gross annual revenue for the preceding year is over \$100,000, a CPA shall be appointed by the Board to review the account books of ASIE, based on the review committee recommendation.
- (c) The accounts may also be inspected by any member of ASIE by making a request to the President and at a time convenient to both parties.





## Article IX. ADVISORY COUNCIL (COUNCIL)

### Section 9.01 Size

The Advisory Council shall consist of four elected members and the immediate past president of ASIE, for a total of five members.

### Section 9.02 Term

The elected members shall serve for a period of two years. Immediate past president has the option to either serve for a period of one year on the Advisory Council or remain on the Board, provided he/she has one-year term remaining to serve. If the immediate Past President chooses to remain on the board, he/she has the responsibility to identify a candidate eligible to serve on the Advisory Council, subject to the incoming Board approval. No member of the Council shall serve more than two (2) consecutive terms.

### Section 9.03 Election

Only Life Members are eligible to be elected as members of the Advisory Council at a general body meeting called for the election purpose. Election of Advisors shall be staggered in such a manner that only two advisors are elected in any given year. The Advisory Council shall elect their chairperson within 30 days of their election.

### Section 9.04 Responsibilities

- (a) The Chairperson shall conduct meetings and represent the Council at Board meetings.
- (b) The Council shall develop new programs keeping in view the provisions of the constitution and availability of funding for sustainability of such programs for at least two years and recommend to the Board of Directors for consideration. In case funding is not available, but the advisors feel the popularity of such programs will eventually increase visibility of ASIE, they may recommend to the board to implement on a trial basis and evaluate the progress at the end of the year. The Council shall also review and suggest changes to the ASIE website as needed and will work with the Board to keep it updated regularly.
- (c) The Council shall ensure that the Board follows the Bylaws and may prepare and recommend amendments to the Constitution and Bylaws as needed.
- (d) The Council shall arrange for the review of ASIE's financial records by a CPA, as required. The findings of the review report shall be presented to the general membership in the annual General Body meeting.
- (e) The Council shall ensure the maintenance of reserve funds.
- (f) The Council shall ensure that the transferred records to the new board are accurate including but not limited to, membership lists in all categories, financial records, accounting reports, custody transfer documents, election results, minutes of board and general body meetings, website



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development, inventory items and any historical commitment documents/contracts. The Council shall work to ensure the history of ASIE is preserved.

- (g) In case of inability of the Board of Directors to function for any reason, the Council shall manage all activities of ASIE until a new board has been instituted.
- (h) By a majority vote of the Council, the chairperson may call for a joint meeting between the Council and the Board of Directors to discuss and resolve any conflicts between the Council and Board.

### **Section 9.05 MEETINGS**

The Council shall meet on a quarterly basis.

## **Article X. CONSTITUTION AND BYLAWS**

In the event of conflict between requirements of the Constitution and these Bylaws, the requirements of the Constitution shall prevail. In the event of differing opinions, the contentious issue shall be referred to the Conflict Resolution Committee which shall give a final ruling as per the Robert's Rules of Order. The Conflict Resolution Committee with the Election Officer as the Chairperson shall be nominated by the President and approved by the Board of Directors.

## **Article XI. AMENDMENTS TO BYLAWS**

### **Section 11.01 Proposal by Board of Directors**

The Board of Directors may adopt a resolution by a majority vote to propose an amendment to the Bylaws. This proposal shall then be presented in a general membership meeting for discussion and passing. A two-third majority vote of the members present shall be required to adopt the proposal. A minimum of ten (10) days written notice but no more than thirty (30) days, describing the proposed amendments, to the membership shall be required prior to such meeting.

### **Section 11.02 Petition by Members of ASIE**

Amendments to the Bylaws may be proposed in a petition filed to the Board of Directors by at least 15% of the eligible voting members of the ASIE. Upon receiving such petition, the Board of Directors shall be required to call a general body meeting with a 30 days written notice describing the proposed changes. The proposals shall be discussed in this meeting and shall be considered passed if a majority vote of members present approves them.

### **Section 11.03 Notification of Amendments**

Within 45 days of the passage of the amendments in the general membership meeting, the president of the ASIE shall notify the general membership in writing the amendments made to the Bylaws along with the report on the general membership meeting that passed the amendments.



## Article XII. DESTRUCTION OF RECORDS

All financial records including bank statements and financial statements shall be preserved for six years or as required by IRS regulations. Other unnecessary records not required to preserve the history of ASIE except meeting minutes, membership forms, nomination forms, election officers' reports, attendance sheets, and gala event souvenirs can be destroyed after three years with the approval of board of directors and such records shall be documented in the board of directors meeting minutes. Such records shall be maintained in electronic files.

## Article XIII. INDEMNIFICATION

- (a) ASIE will indemnify any current or former elected directors and advisors to the fullest extent permitted by the applicable laws for an act of such person(s) authorized by the board.
- (b) All disputes regarding membership, operations or any other matters of ASIE shall be resolved by binding arbitration. If a dispute develops among the members regarding membership, operations or any other matters of ASIE, the parties will submit to binding arbitration to address any controversy or claim. The arbitration shall be conducted by an independent arbitrator registered in the state of Texas. Both parties shall share the cost of the dispute resolution process equally.

## Article XIV. DISSOLUTION

ASIE members consisting of at least 50% of the eligible voters may propose dissolution of ASIE in writing to the Board. The Board shall call for a General Body meeting where such a proposal shall be voted on. If the proposal is approved by 80% of the entire eligible voters of ASIE, then ASIE shall stand dissolved. Upon dissolution, the assets and liabilities of ASIE shall be disposed in conformance with the Articles of Incorporation of ASIE and any applicable law of the land.

*Note: As approved in the ASIE meetings of 12/21/1994, 1/18/1995 & 2/15/1995 and revisions approved on 6/21/1998, 7/16/1998, 8/20/1998, 1/18/2007, 11/19/2009, 11/17/ 2011, 11/14/2012 and the General Body Meetings on 09/04/2014, 12/10/2015, and 12/06/2018.*

