



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

ARTICLE I: NAME AND ADDRESS:	4
ARTICLE II: MISSION STATEMENT:	4
ARTICLE III: PURPOSE:	4
ARTICLE IV: OBJECTIVES:	4
ARTICLE V: FUNCTIONS:	4
ARTICLE VI: NATURE & LEGAL STATUS:	5
ARTICLE VII: MEMBERSHIP:	5
1. REQUIREMENTS, TYPES AND ELIGIBILITY:	5
1.1 <i>Membership Requirements</i>	5
1.1.1	5
1.1.2	5
1.2 <i>Membership Types:</i>	5
1.2.1. Full Member:.....	5
1.2.2. Student Member:.....	5
1.2.3. Affiliate Member (aka Associate Member):.....	5
1.2.4. Honorary Member:	5
1.2.5. Life-Time Member:	5
2. MEMBERSHIP DUES:.....	6
2.1. <i>Annual Membership Fee:</i>	6
MEMBERSHIP TERMS:	6
4. RIGHTS AND OBLIGATIONS:	6
4.1. <i>Rights:</i>	6
4.2. <i>Obligations:</i>	6
5. TERMINATION:.....	6
5.1	6
5.2.	6
5.3.	6
5.4	6
5.5	6
6. REINSTATEMENT:.....	7
7. TRANSFER OF MEMBERSHIP:	7
ARTICLE VIII: ORGANS OF NEDEAN GOVERNANCE – NED ALUMNI OF TEXAS & ORGANIZATIONAL SETUP:	7
A. GENERAL ASSEMBLY:.....	7
1. <i>Composition:</i>	7
2. <i>Functions:</i>	7
3. <i>Meetings:</i>	7
3.1	7
3.2	7
3.4	7
3.5	7
3.6	7
3.7	7
4. <i>Financials:</i>	8
B. BOARD OF DIRECTORS:	8
1. <i>Composition:</i>	8
2. <i>Functions of the Board of Directors (BOD):</i>	8
2.1 Board of Directors (BOD) and Advisory Council (AC) Responsibilities	8
2.2. Chair of the Board (CBD).....	8
2.3. Director of Finance (DMF).....	9



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

2.4. Director of Social Activities (DSA)	9
2.5. Director of Management and Administration (DMA).....	9
2.6. Director of Professional Development (DPD).....	10
2.7. Financial Oversight and Authorization.....	10
3. BOD Serving Term:	10
4. BOD Compensation:	10
5. Eligibility to Serve as a BOD Member:.....	10
6. Election Rules and Nomination:	11
7. Selection of election commissioner:.....	11
8. Election Procedure and timeline:	12
9. Termination and Vacant Seats.....	12
10. Conflict Resolution:.....	13
10.1.....	13
10.2.....	13
11. Resignation Policy:	13
11.1	13
11.2	13
12. Vacant Seats.....	13
C. ADVISORY COUNCIL (AC).....	13
1. <i>Definition:.....</i>	13
1.1	13
2. <i>Function and Responsibilities:</i>	13
2.1	13
2.2	13
2.3	14
2.4	14
2.5	14
2.6	14
2.8 Transition Oversight:	14
2.9 Final Reporting:	14
2.10 External Relations:	14
2.11 Strategic Guidance:.....	14
3. <i>Composition and Selection:.....</i>	14
3.1	14
3.2	14
3.3	14
3.4	14
4. <i>Terms and Tenure:.....</i>	14
5. <i>Powers of the Advisory Council</i>	15
5.1	15
5.2	15
6. <i>Leadership & Governance.....</i>	15
7. <i>Authority & Organizational Integrity.....</i>	15
8. <i>Policy for Establishing the Initial AC Quorum.....</i>	15
8.1	15
8.2	15
8.3	15
8.4	15
8.5 AC Member Selection and Eligibility Criteria.....	15
8.6. Expulsion or Termination from AC:	15
D. COMMITTEES.....	15
E. PATRON OF THE ORGANIZATION	16
F. ARBITRATOR EXECUTIVE COMMITTEE (AEC).....	16
1. <i>Unifying & Integrative Role</i>	16
1.1	16
1.2	16



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

1.3	16
1.4	16
2. <i>Independent Authority in Oversight & Conflict Resolution</i>	16
2.1	16
2.2	16
2.3	16
2.4	16
2.5	16
3. <i>Governance & Structural Oversight</i>	16
4. <i>Election & Committee Appointments</i>	16
5. <i>AEC Eligibility Requirements</i>	16
6. <i>Independent Structure & Appointment Process</i>	17
7. <i>AEC Election Policy</i>	17
7.1 <i>Election to Fill the Unexpired Term</i>	17
8. <i>Arbitration among BOD, AC, AEC and members:</i>	17
8.1 <i>Complaint and Review Process</i>	17
8.2 <i>Filing a Complaint:</i>	17
8.3 <i>Review by Executive Committee Arbitrator:</i>	17
8.4 <i>AEC Determination</i>	17
8.5 <i>Resolution of Disputes Between AC and BOD</i>	17
8.6 <i>No expulsion, termination,</i>	17
8.7 <i>BOD Impeachment/Removal Procedure:</i>	17
ARTICLE IX: FINANCES:	18
ARTICLE X: SCHOLARSHIP COMMITTEE (SC):	18
ARTICLE XI: BYLAWS AMENDMENTS:	18
ARTICLE XII: DISSOLUTION:	19



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

ARTICLE I: NAME AND ADDRESS:

The legal incorporated name of the organization shall be **NEDEAN – NED ALUMNI OF TEXAS** hereto simply referred as NEDEAN in these Bylaws.

NEDEAN shall be an alumni association established in Dallas, Texas for the graduates and faculty members of NED University of Engineering and Technology (NED), Karachi Pakistan residing in North Texas.

"NED University" or "NEDUET" or "NED" refers to all colleges and affiliated academic institutions under the umbrella of NED University of Engineering and Technology, Karachi, Pakistan.

The principal office of the organization in Dallas-Fort Worth Metropolis, North Texas.

ARTICLE II: MISSION STATEMENT:

Promote the interests of NED University of Engineering & Technology, Karachi, Pakistan, as a world class engineering institution; by strengthening the ties and communication among the University, it's alumni and current students, faculty (past and present), patrons and friends of NED.

ARTICLE III: PURPOSE:

NEDEAN shall be organized exclusively for educational, scientific and charitable purposes that qualify it as an exempt organization 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:

1. To support needy and underprivileged children in obtaining education at NED
2. To provide scholarships to needy students in NED and its graduates for higher education.
3. To support needy and underprivileged children of alumni families (NEDEAN's) in obtaining education.
4. To support NED alumni's education & seminars in US.
5. To support and create endowment fund through alumni of NED
6. To support students and help in improving the syllabus of NED
7. To help alleviate human suffering due to natural calamities.

No part of the net earnings of the corporation should be insured to the benefit of, or be distributable to its members, trustees, officers or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of section 501(c)(3) purposes. No substantial part of the activities of corporation shall be carrying on propaganda, and the corporation shall not participate in, or intervene in (including) the publishing or distribution of statements of any political campaign on behalf of or in provision of these articles, the corporation exempt from Federal income tax under section 501(c)(3) of Internal revenue Code, or the corresponding section of any future federal tax code, or 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: OBJECTIVES:

1. Establish and maintain an open and democratic educational, professional and social forum for networking
2. Provide and maintain support services to the Alma Mater, to enrich the lives and opportunities for its alumni
3. Initiate, support and improve education for the underprivileged students and implement grassroots level awareness programs in developing countries such as Pakistan
4. Promote community integration in North Texas.
5. Recognize accomplished entrepreneurs, innovators, scientists and engineers of the community; to mobilize such resources for the purpose of mentorship and guidance of younger NED alumni.

ARTICLE V: FUNCTIONS:

The role/function of NEDEAN shall be to advance the cooperation and understanding among its members and with other NED Alumni. To that end it shall:

1. Establish, promote and support relationships, understanding and interaction between NED alumni.
2. Create and facilitate opportunities for NED alumni, students and faculty to serve NED and engineering profession in Pakistan.



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

3. Highlight the achievements of NED and NED alumni and strive to enhance the image of NED.
4. Collaborate with NED alumni and other alumni associations towards achievement of common goals aimed at enriching alumni experience and service to Alma Mater
5. Link alumni with NED, NED with alumni, and alumni with each other for a goal of uniting and empowering alumni to serving and bettering our Alma-Mater (NED), thereby constantly improving and upgrading its resources and the quality of its education.
6. Assist NED Alumni in their pursuit of educational and professional opportunities in the US.
7. Develop and maintain a forum for business and professional development and provide employment assistance for its members.
8. Initiate and support efforts for the improvement of engineering and general education in Pakistan.
9. Encourage increasing awareness of responsibilities and community integration here at home
10. Organize social and cultural programs and provide opportunity for family interaction and entertainment.

ARTICLE VI: NATURE & LEGAL STATUS:

1. NEDEAN – NED ALUMNI OF TEXAS shall be an independent, non-profit, social and educational organization; dedicated to the welfare of NED students, engineers, faculty, alumni and NED.
2. It is registered in the Internal Revenue Service (IRS), as a Federal not-for-profit, tax-exempt organization under section 501 (c) (3) of the Internal Revenue Service.

ARTICLE VII: MEMBERSHIP:

1. Requirements, Types and Eligibility:

1.1 Membership Requirements: All individuals shall be required to:

- 1.1.1. Agree to abide by the latest approved NEDEAN Bylaws.
- 1.1.2. Agree to pay membership dues and event fees as applicable

1.2 Membership Types:

1.2.1. Full Member:

1.2.1.1. Any Graduate and Teaching Faculty member of NED Engineering College, NED University of Engineering & Technology and their affiliated colleges residing in North Texas at the time of membership term payment is eligible to become a “Full Member” of NEDEAN.

1.2.2. Student Member:

1.2.2.1. Any student currently attending graduate school in North Texas (USA) as an international or out of state student, having earned a bachelor’s degree from NED, shall be allowed to become a “Student NEDEAN Member” by only paying yearly dues (instead of a lump sum five-year term membership).

1.2.3. Affiliate Member (aka Associate Member):

1.2.3.1. Any individual supporting the cause of NEDEAN and proposed for membership by at least two full members of NEDEAN is eligible to become an “Affiliate Member” of NEDEAN,

1.2.3.2. The spouse and immediate family members of a Full / Affiliate Member are eligible to become “Affiliate Members” for the duration their primary NEDEAN member remains a paid member.

1.2.3.3. An affiliate member does not have any voting rights

1.2.4. Honorary Member:

1.2.4.1. 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 NEDEAN is eligible to become an “Honorary Member” of NEDEAN, subject to the approval of the Board of Directors.

1.2.5. Life-Time Member:

1.2.5.1. Full Members their option may obtain life-membership by paying applicable membership dues. They will be termed as “Life-time Full Members”

1.2.5.2. Affiliate Members at their option may obtain a life-membership by paying applicable membership dues. They will be termed as “Life-time Affiliate Members” Affiliate members will require a sponsorship of a life-time full member.

1.2.5.3. Honorary lifetime membership does not require any membership dues.



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

2. Membership dues:

2.1. Annual Membership Fee:

- 2.1.1. The membership fee for all Full Members and Affiliate Members will be \$100.00 for a five-years term. The Membership dues will be collected at the time of membership application. A grace period of one month (30 days) will be given for the payment of dues.
- 2.1.2. Student members shall be eligible to pay \$20/- per year on a yearly basis.
- 2.1.3. Life-Time membership fee is one-time payment of \$300/-.
- 2.1.4. Honorary members are not required to pay any annual membership fee.
- 2.1.5. Membership dues can be changed by the Board of Directors, when deemed necessary.
- 2.1.6. The right to vote will be suspended until all dues are paid in full, provided such dues are paid in full 5 days before the election start date.

Membership Terms:

- 3.1. Membership begins from the day the person submits a completed application form along with the payment of required membership fee in or in personal check or through online for that calendar year
- 3.2. Membership dues for five-year membership will be valid through the end of the five-year term.
- 3.3. No late fee will apply for new memberships.
- 3.4. The right to be nominated for the Board will be suspended until all dues are paid in full, provided such dues are paid before December 31st of that year. See section 5
The right to vote will be suspended until all dues are paid in full, provided such dues are paid before December 31st of that year.

4. Rights and Obligations:

4.1. Rights:

- 4.1.1. All members shall have the right to participate in all activities of the Association. Members who are NED graduates have the right to vote and to serve on the Board of Directors as explained under voting and Election Procedure.
- 4.1.2. All members except for honorary members shall have the right to receive the notices and minutes of General Assembly Meetings and any other meetings, and a copy of the Association Bylaws.
- 4.1.3. All paid members shall have the right to receive the annual audited accounts of the Association.

4.2. Obligations:

All members shall be obligated to:

- 4.2.1. Be familiar with the purpose, objectives and functioning of the Association
- 4.2.2. Always maintain respect for others
- 4.2.3. Maintain dignity and decorum in all meetings and gatherings

5. Termination:

- 5.1. Misrepresentation of facts in the Membership Application may be cause for termination.
- 5.2. Upon written charges (supported with valid proof) brought against any member of NEDEAN by Full and Affiliate Members, for reasons including participation directly or indirectly in activities which are against the interest and objective of NEDEAN and upon filing such charges with the Board of Directors, the member may be suspended or expelled by the affirmative vote of more than majority of the Board of Directors members.
- 5.3. A plaintiff member if found to harbor ill will, may also be suspended or expelled by the affirmative vote of majority of the Board members.
- 5.4. Disciplinary Action and Membership Termination.
Upon written charges brought against any member, the Board of Directors (BOD) of NEDEAN shall determine whether such charges constitute actions contrary to the interests and objectives of the organization. Upon filing and reviewing these charges, and after providing notice to the member, the Board may, by a majority vote, suspend or expel the member from NEDEAN.
- 5.5. Upon written charges brought against any Board Member of NEDEAN for participating directly or indirectly in activities contrary to the interests and objectives of NEDEAN, and upon filing such charges with the Board of Directors, most of the Board members, may propose suspension or expulsion of the Board member. The Board of Directors shall submit the proposed action to the Advisory Council (AC) for an affirmative vote and further recommendation, which will then be forwarded to the Arbitrator Executive Committee (AEC) for review and, if necessary, to the General Assembly (GA) for final approval.



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

6. 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 Members of NEDEAN and upon filing of such a request with the Board of Directors and upon hearing by the general assembly of, in a duly convened meeting, the member may be reinstated by affirmative vote of majority of the members present at that meeting in compliance with bylaws.

7. Transfer of Membership:

Membership of NEDEAN is not transferable or assignable.

ARTICLE VIII: ORGANS OF NEDEAN GOVERNANCE – NED ALUMNI OF TEXAS & ORGANIZATIONAL SETUP:

NEDEAN – NED ALUMNI OF TEXAS shall achieve its objective through the following organs:

- A. General Assembly (GA)
- B. Board of Directors (BOD)
- C. Advisory Council (AC)
- D. Committees
- E. Patron of the organization
- F. Arbitrator Executive Committee (AEC)

A. GENERAL ASSEMBLY:

1. Composition:

Full members, Life-time Full members and Student members of NEDEAN shall constitute the General Assembly.

2. Functions:

- 2.1 Responsible for the review and approval of the bylaws and amendments thereof.
- 2.2 Elect the five (5) members of the Board of Directors
- 2.3 Engage in decision making process pertaining to the functioning of the organization, when and as requested by BOD
- 2.4 Participate in association events and support its objectives.

3. Meetings:

- 3.1 The General Assembly shall be called into session at least twice a year by the Chair of the Board. At the final yearly meeting, the Chair of the Board shall present Annual and Financial reports.
- 3.2 Special meeting of the General Assembly may be called into session by the Board of Directors.
- 3.3 Annual picnic, dinner, high-Tea, and other social events arranged by the board can constitute as general assembly meetings provided duly announced in advance.
- 3.4 Upon a written petition of 25% (twenty-five percent) of the GA Members, a special meeting of the General Assembly shall be called by the Chair of the Board of Directors.
- 3.5 Alcohol and drugs will be strictly prohibited in all gatherings and activities of NEDEAN.
- 3.6 The following events shall require establishing quorums and percentages of votes for decision making.

<u>Purpose</u>	<u>Voting Requirement</u>
3.6.1. Amendments to Bylaws	Greater than 50% of votes cast by General Assembly
3.6.2. Election of the Board of Directors	Greater than 50% of votes cast by General Assembly
3.6.3. Election of Chair of the Board	Greater than 50% of the votes cast by BOD

- 3.7 In the event the number of members present at a General Assembly Meeting falls short of the required quorum, electronic communication shall supplement the physical presence of members to attain quorum requirement. Electronic communication shall not replace more than 10 percent of the physical presence for the quorum.



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

4. Financials:

The Board of Directors (BOD) shall be responsible for reviewing the financial resources and obligations of the NEDEAN and report on General Meetings as necessary.

B. BOARD OF DIRECTORS:

The governing body responsible for the overall management and strategic direction of the organization.

1. Composition:

The Board of Director shall consist of five (5) elected members with specific titles akin to their main responsibilities:

- 1.1. Chair of the Board of Directors (CBD)
- 1.2. Director of Membership and Finance (DMF)
- 1.3. Director of Social Affairs (DSA)
- 1.4. Director of Management and Administration (DMA)
- 1.5. Director of Professional Development (DPD)

2. Functions of the Board of Directors (BOD):

2.1 Board of Directors (BOD) and Advisory Council (AC) Responsibilities

The Board of Directors (BOD) shall oversee, guide, and lead NEDEAN by setting clear organizational goals, inspiring members, fostering collaboration and ensuring accountability to achieve shared objectives. The BOD shall ensure that all decisions and activities uphold NEDEAN's mission, values, and strategic vision.

Together, the BOD and Advisory Council (AC) shall review and approve the annual budget, oversee endorsed programs and initiatives, and ensure that all financial and organizational operations align with NEDEAN's mission statement, comply with applicable laws and maintain the organization's legal and ethical standing.

The annual budget shall be finalized through a joint meeting of the BOD and AC. During this meeting, members shall review financial reports, proposed expenditures, and funding priorities for the upcoming year, and formally adopt the budget by majority vote. No member of the BOD or AC shall make any purchase, enter into a financial agreement, or incur an expense on behalf of NEDEAN without prior approval from the BOD. Any purchase or expenditure made without such approval shall be considered unauthorized and will not be honored or reimbursed by the organization.

Attendance Requirement and Enforcement

Any Board member who fails to attend two (2) Board meetings within a term year without providing prior notice shall be subject to removal from the Board, in accordance with the termination procedures outlined in **Article 5.5**.

For purposes of this provision, "*prior notice*" shall mean written or electronic communication (such as email or text message) submitted to the Board President or Secretary at least forty-eight (48) hours before the scheduled meeting.

The Board of Secretary shall maintain a record of attendance at all meetings. Upon a member's first unexcused absence, the Secretary or President shall issue a written warning reminding the member of the attendance requirement. If a member incurs a second unexcused absence, the President shall present the matter to the Board at its next regular meeting to consider removal in accordance with **Article 5.5**, following due process and documentation of all communications. All attendance records, notices, and Board actions shall be documented in the official meeting minutes.

2.2 Chair of the Board (CBD)

Overview

The Chair of the Board (CBD) provides overall leadership to the Board of Directors (BOD) and oversees the strategic management of NEDEAN's activities. The CBD ensures effective governance, strategic alignment, and adherence to NEDEAN's mission, vision, and bylaws.

a. Leadership and Governance

Provide leadership and direction to the Board of Directors to ensure effective governance and compliance with NEDEAN's bylaws. Coordinate all Board operations and preside overboard meetings.

Uphold NEDEAN's mission and vision in all Board activities, working collaboratively with the Bylaws Committee—an independent committee under the Advisory Council (AC) to ensure alignment with governing documents and organizational goals.

Ensure implementation of effective governance practices that support transparency, accountability, and ethical conduct.

b. Strategic Collaboration and Oversight

Collaborate with the Board of Directors (BOD), AEC, and AC to establish organizational priorities and strategic goals.

Monitor progress toward strategic objectives and ensure alignment across departments and programs.

Oversee the execution of Board-approved plans and ensure compliance with established policies.

Maintain accountability to the membership through performance monitoring and reporting.



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

c. Communication and Coordination

Maintain regular communication with the BOD, AEC, and AC, providing timely updates on organizational initiatives, challenges, and progress. Ensure that any issues or disputes arising within the Association are promptly identified, addressed, and reported in accordance with NEDEAN's bylaws. Facilitate coordination and collaboration among the BOD, AEC, and AC to promote information sharing, unified decision-making, and effective execution of initiatives.

d. Advisory and Committee Engagement

Collaborate closely with the Advisory Council (AC) to obtain expert input, strategic advice, and recommendations on key programs and initiatives. Compliance and support the AEC an independent body—in all operational and administrative matters, ensuring alignment with Board directives and strategic objectives.

Assist in resolving disputes or operational challenges in cooperation with the AEC and relevant committees.

e. Reporting and Accountability

Provide regular reports on governance, operations, and progress toward strategic goals to the BOD, AEC, and AC. Ensure transparency and accountability in all Board activities, maintaining accurate and complete records in compliance with NEDEAN's bylaws. Oversee documentation of Board decisions, policies, and performance outcomes to ensure institutional continuity and compliance.

2.3. Director of Finance (DMF)

The DMF financial operations, ensuring accountability, transparency, and compliance with all applicable regulations. Key responsibilities include:

a. Digital Financial Management:

The DMF shall maintain accurate financial records using approved accounting software (e.g., QuickBooks, Xero) and establish secure digital processes for managing transactions. Any online money transfer or payment must receive prior written approval from the Board of Directors (BOD). No check or payment shall be issued without joint approval from the DMF and BOD. The DMF is authorized to access the organization's bank account; however, all transactions must be reviewed and approved by the BOD prior to execution.

b. Financial Reporting:

The DMF shall prepare and present periodic financial statements and audit financial reports to the BOD. During the Annual At the General Meeting, the DMF shall present a full financial summary utilizing secure, cloud-based reporting tools to ensure transparency.

c. Compliance and Recordkeeping:

The DMF shall ensure that NEDEAN complies with all Federal and State financial regulations, including timely digital filing of taxes, annual reports, and required financial documentation. The DMF shall also maintain financial correspondence in accordance with organizational policy.

2.4. Director of Social Activities (DSA)

The **Director of Social Activities (DSA)** shall be responsible for organizing both virtual and in-person social activities for NEDEAN members, fostering community engagement and member participation. DSA shall oversee both membership management and Maintain Membership database regularly.

Duties include:

2.4.1. Event Planning & Coordination: Utilize event management tools (e.g., Eventbrite, Meetup, zeffy) to plan, promote, and execute social activities. Organize hybrid events that incorporate both in-person and online participation.

2.4.2. Collaboration: Work in coordination with the Board and partner organizations to develop and co-host events. Use social media and digital platforms to promote activities and engage the broader NEDEAN community.

2.4.3. Follow-up membership renewal and offer and encourage lifetime membership. The DSA shall also maintain proper records of membership dues, renewals and coordination with DMF with all membership payments coordinate with other BOD members combine efforts; **Secondary role is established among BOD committee includes BOD Socially** responsible for all publications, Website, flyers, Posting and Newsletters

2.5. Director of Management and Administration (DMA)

The Director of Management and Administration (DMA) shall manage all administrative and management operations of NEDEAN, ensuring efficient coordination and compliance through the use of modern digital tools.

Key Responsibilities:

2.5.1. Document Management: Maintain and organize all official documents using secure cloud-based platforms (e.g., Google Drive, Dropbox). Ensure all meeting notes, reports, and records are accessible and backed up digitally.



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

2.5.2. **Compliance & Reporting:** Ensure that all administrative processes comply with federal, state, and organizational requirements. Maintain up-to-date and accurate administrative records, including digital archives.

2.5.3. **Meeting Coordination:** Schedule and coordinate all Board meetings, which shall preferably be conducted face-to-face or virtually upon agreement of the Board of Directors (BOD) and write and maintain minutes of meeting.

2.5.4. **Member Communication:** Facilitate communication with members through email, newsletters, and social media, ensuring that members remain informed about meetings, events, and organizational updates.

2.5.5. The DMA's primary role within the BOD committee is to assume social responsibility for all organizational publications, including the website, flyers, postings, and newsletters.

2.6. Director of Professional Development (DPD)

The **Director of Professional Development (DPD)** shall promote the professional growth of NEDEAN members by organizing educational and networking opportunities that support lifelong learning and advancement.

Responsibilities include:

2.6.1. **Seminars & Workshops:** Organize and facilitate at least two educational events per year, conducted either in person or through online platforms such as Zoom, Webinar, or LinkedIn Learning.

2.6.2. **Networking & Career Development:** Develop and maintain professional networking opportunities for members, with primary emphasis on in-person events, supported by online platforms such as LinkedIn groups and mentorship programs, and ensure all professional events are publicized through social media.

2.6.3. **Continuous Learning:** Collaborate with other professional organizations to offer educational or training programs to NEDEAN members.

2.6.4. **Create program schedule for the year**

2.6.5. **Digital Outreach:** Manage NEDEAN's website, social media platforms, and email campaigns to share organizational updates and public announcements.

2.6.6. **Media Relations:** Engage with media outlets, publish press releases, and promote NEDEAN's mission through digital communication channels.

2.6.7. **Community Engagement:** Strengthen relationships with NED University, NED Alumni, and affiliated organizations through online meetings and collaborative initiatives.

2.6.8. **Publication & Member Engagement:** Use newsletters, email, and social platforms to maintain consistent communication with members. The CBD shall serve as the primary point of contact for all official communications. Secondary role is established among BOD committee including BOD Socially responsible for all publications, Website, flyers, Posting and Newsletters

2.7. Financial Oversight and Authorization

Any online money transfer or payment must receive prior written approval from the Board of Directors (BOD). Any authorized individual issuing a check must obtain both DMF and BOD approval. The DMF is authorized to access the organization's account; However, all transactions must be reviewed and approved by the BOD to ensure transparency and fiscal integrity. Chairman BOD may authorize petty cash expenditures not exceeding \$200 without requiring prior board approval, to conduct routine activities of the organization. All such expenditure must be documented with receipts and reported to the Board in subsequent board meetings to ensure transparency and safeguard against misuse.

3. BOD Serving Term:

- 3.1. All BOD members shall be elected to serve for a period of two (2) calendar years starting January as described in Elections rules and procedures
- 3.2. BOD members shall be eligible to run for office for a second consecutive term. The GA will have to elect a member to be able to serve for the next term.
- 3.3. A BOD member must successfully complete two term (2) Years before running for another term. BOD members having served two consecutive terms must sit out before becoming eligible to run for another BOD term.

4. BOD Compensation:

- 4.1. BOD will not be compensated for time or services by NEDEAN. Theirs will be a voluntary position.

5. Eligibility to Serve as a BOD Member:

The eligibility requirements for the Board members shall be as follows:

- 5.1. Only the Full paid Members of NEDEAN in good standing for at least a period of one year prior to running for elections are eligible for serving on the board.
- 5.2. Be on record of active participation in NEDEAN programs and activities.
- 5.3. Be nominated by at least two other Full members of NEDEAN
- 5.4. For previous Board of Directors members, eligibility requires that they completed their prior term and were not



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

disqualified during that term due to lack of participation or disciplinary reasons. A member who resigned before completing a term shall be ineligible only for the next immediate term and may be eligible again thereafter.

5.5 BOD members NEDEAN / Advisors All candidates for the Board of Directors (BOD) and Advisory Council (AC) must thoroughly review, understand, and formally acknowledge the NEDEAN Bylaws. Each candidate shall commit to full compliance with these Bylaws as a condition of nomination, election.

6. Election Rules and Nomination:

6.1 Election of the Board of Directors (BOD): From the approved slate of candidates, the eligible General Assembly (GA) members shall elect five (5) members to the Board of Directors (BOD) through direct elections, conducted on a one-person-one-vote basis per open board member position.

6.2 Eligibility to Run: Only Regular Members in good standing shall be eligible for election to the Board of Directors. Associate Members shall not be eligible to stand for election.

6.3 Eligibility to Vote: Full-time Members, including Lifetime and Student Members, who have maintained paid membership in good standing for a minimum of six (6) months prior to the election date, shall be eligible to vote.

6.4 All terms of the Board of Directors (BOD), Advisory Council (AC), and Arbitrator Executive Committee (AEC), as well as any amendments to these bylaws, shall take effect from the beginning of the calendar year, in the month of January of each calendar year. All elections shall be decided by a majority vote of the General Assembly members.

6.5 Post-Election Procedures and Selection of the Chairman of the Board: Upon completion of the Board of Directors election, the Election Commissioner shall review and validate the results.

6.6 Eligibility for Chairman of the Board: The Chairman of the Board must be a member with prior Board of Directors experience. First-time Board members are not eligible. If no eligible candidate exists among the elected Board members, the Election Commissioner shall consult with the AEC regarding further determination.

6.7 Following the validation of results, the newly elected Board of Directors shall hold two meetings organized and supervised by the Election Commissioner:

6.8 First Meeting: A *meet-and-greet* session to introduce and orient the newly elected Board members.

6.9 Second Meeting: The election of the Chairman of the Board, to be conducted among the elected senior BOD members as a first choice

6.10 The Election Commissioner, with the full support and coordination of the AC, shall organize and oversee the entire election process as one unified team. The Election Commissioner's decisions regarding the conduct and outcome of the elections shall be final and binding for that election cycle.

6.11 Candidates proposed for the position of Chairman of the Board must be experienced individuals who have previously served successfully as members of the Board of Directors.

6.12 The Chairperson shall be elected annually from among the members of the Board of Directors.

6.13 All members of the Board of Directors (BOD) shall be elected for a term of two (2) years, with a maximum of two (2) consecutive terms, commencing in the month of January of the election year

6.14 Elections for the Board of Directors shall be conducted annually only for the expiring seats on a staggered basis.

- In one year, elections shall be held for **three (3)** director positions.
- In the following year, elections shall be held for **two (2)** director positions.

This ensures continuity and consistent leadership within the Board.

6.15 If any member of the Board of Directors (BOD) or the AC resigns or leaves for any reason, the Election Commissioner shall initiate the process of seeking a new candidate within one (1) month, following the procedures outlined in the bylaws.

6.16 The eligible General Assembly members shall elect the Board of Directors on a one-person-one vote basis, per open board member position without any directorship assignments. months prior to the election date shall be eligible to vote.

6.17 The BOD shall announce the upcoming election date. Announcement shall be made either in a General Assembly or communicated electronically via emails and posted on an organization website.

6.18 Election Commissioner Nomination and Tenure: AEC shall nominate an Election Commissioner to serve for the duration of the term until the next scheduled election. The nominated Election Commissioner must be a paid member of the NEDEAN General Assembly (GA) or a member of the Advisory Council (AC). If the Election Commissioner resigns or is unable to continue during their tenure, the AEC shall appoint a replacement from among the eligible GA or AC members. The newly appointed Election Commissioner shall serve for the remainder of the term until the next election.

6.19 Outgoing officers shall continue in their roles until the new board takes over.

6.20 In cases of unexpected vacancy or contested election where the process cannot be completed as scheduled, the Board shall follow the succession, interim appointment and/or vacancy fill procedures as defined in these bylaws, but in all normal cases the intent is a full transition such that the new officers commence after the election.

6.21 Once election date is announced, the current board is not allowed to use any funds except previously approved programs funding.

7. Selection of election commissioner:

7.1 The process for the nomination, election and announcement of results for all officer and board positions (including the NEDEAN Board of Directors (BOD), Advisory Council (AC) and Election Commissioner) shall be conducted and concluded before January 1 of the calendar year so the elections can be held in the month of January.



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

7.2 All nominees must be submitted by the deadline specified in these bylaws or in a procedural addendum (which shall be not later than date will decide by election commissioner with discuss with AEC of the prior year). The election shall be held, results announced, and any transition matters completed so that the incoming officer(s) are fully prepared.

7.3 The successful candidates for each position shall begin their official term in the month of January immediately following the election.

7.4 Once appointed, the Election Commissioner shall select an independent Election Committee comprising two (2) experienced paid members in good standing from within the organization. The Election Commissioner shall formally announce the Election Committee to the General Assembly via direct email, with a copy (CC) to all members.

7.5 The election committee shall be responsible for all steps of the election process including explaining the election process to GA, maintaining the election schedule, communicating directly with the GA, seeking nominations, vetting out nominees against eligibility criterion as set in these bylaws, counting the votes, and announcing the results including numbers of votes received by each candidate.

7.6 The Election Committee shall remain active throughout the entire tenure of the Board of Directors (BOD) until next term's election. If a BOD member resigns or a vacancy arises for any reason, the Election Committee shall take appropriate action to fill the position in accordance with the procedures outlined in the organization's bylaws. This may include conducting a special election or utilizing an alternative appointment method as permitted by the bylaws.

8. Election Procedure and timeline:

8.1 The election commissioner shall communicate to the NEDEAN General Assembly seeking nominations for the open BOD slots without any directorship assignment.

8.2 The nomination period will last for 14 days from election commissioner first communication seeking nomination.

8.3 Nominations will be received electronically by the election committee.

8.4 Within 2 (two) days from the nomination closing date, the election commissioner will announce the slate of eligible candidates.

8.5 After another 2 (two) days, the online election voting period shall commence through an online app such as Election.buddy.com. The voting period shall remain open for 14 days.

8.6 Voting results shall become permanent records of the organization.

8.7 In case an elected member fails to assume office for any reason, the position shall be offered to the recipient of the next highest votes and then the next. A byelection shall be held only if this route is exhausted.

8.8 If any member of the Board of Directors (BOD) or the Advisory Council (AC) resigns or vacates their position for any reason, the Election Commissioner shall have the authority without requiring any further approval—to initiate the process of seeking and appointing a new candidate within one (1) month, in accordance with the procedures outlined in these Bylaws. Before proceeding with the election, the Election Commissioner shall inform the BOD and AC and submit the nomination to the AEC for the final decision.

8.9 The BOD will convene their compulsory attendance meeting with the existing and new members present. In that meeting, they will discuss and redistribute the directorates amongst themselves.

8.10 The first two Board of Directors (BOD) meetings shall be facilitated by the Election Commissioner to ensure that all BOD positions are properly filled, free from conflicts of interest, and include the election of the BOD Chairman.

8.11 The first meeting with the newly elected BOD and outgoing BOD shall serve as an official meet-and-greet and orientation session.

8.12 The second meeting shall be convened for official organizational proceedings. During this meeting, the BOD shall determine, by vote, the assignment of all board positions. The Chairman of the Board shall be elected from among the BOD members by a majority vote.

9. Termination and Vacant Seats

A member of the **Board of Directors (BOD)** may be terminated for the following reasons:

9.1 Misconduct:

- 9.1.1 Violating ethical or professional standards.
- 9.1.2 Engaging in harassment, discrimination, or abuse of authority.
- 9.1.3 Using inappropriate or vulgar language during organizational activities.
- 9.1.4 Participating in lobbying or actions that create a conflict of interest.
- 9.1.5 Damaging the reputation or credibility of the organization.

9.2 Unexcused Absences

- 9.2.1) Missing two consecutive combined Board and AC meetings without advance notice and valid cause will result in a termination review for an AC or a board member
- 9.2.2) Missing two consecutive Board meetings without advance notice and valid cause will result in a termination review for the board member
- 9.2.3) The absentees will receive written notice and must respond within **15 days**.
- 9.2.4) The BOD shall review and respond within **one (1) week** after receiving the member's explanation.
- 9.2.5) If the response is unsatisfactory or no response is received, the termination process will proceed.



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

9.3 Performance Issues: A BOD or AC member may be terminated if they

- 9.3.1) Repeatedly fail to perform assigned duties or responsibilities.
- 9.3.2) Do not follow through on assigned tasks or lack the capacity to complete them.
- 9.3.3) Create disruptions, disputes, or conflict within the organization.
- 9.3.4) Engage in conduct that negatively affects organizational performance or reputation.
- 9.3.5) Create or engage in conflict of interest.

10. Conflict Resolution:

10.1. Conflicts of interest or disputes involving Board members shall not be addressed directly among the Board. Such matters must be referred to by the AC for initial review and recommendation

10.2. Conflicts of interest or disputes involving AC shall not be addressed directly among the AC and board. Such matters must be referred to by the Arbitrator Executive Committee (AEC) for initial review and recommendation

11. Resignation Policy:

11.1 If a BOD or AC member resigns, whether for personal, emotional, or undisclosed reasons, a copy of the resignation shall be furnished to the BOD, AC and Arbitrator Executive Committee (AEC) for their information and proper recording.

11.2 The AEC shall review and investigate the circumstances of the resignation before making any decision. The AEC shall have the authority to either accept or reject the resignation based on its findings within a month.

12. Vacant Seats

Following are the options if a Board of Directors (BOD) or AC seat becomes vacant due to resignation, termination, or any other reason:

12.1 Eligibility from Previous Election:

12.1.1 The vacancy shall first be offered to the next eligible candidate from the most recent election, specifically, the individual who received the highest number of votes among the non-elected candidates.

12.1.2 If the candidate accepts, they will serve for the remaining term of the vacant position.

12.1.3 If the candidate declines or is unavailable, the position shall move to the next eligible candidate by vote order.

12.2 Special Election

12.2.1 If no candidate replacement is available, the election will be for vacant positions.

12.2.2 If no previous candidates are available or willing to serve, the Election Committee shall conduct a special election within 30 days to fill the vacancy.

12.2.3 The special election shall follow the same procedures and eligibility requirements as outlined in the bylaws.

12.2.4 The newly elected member shall serve the remainder of the unexpired term of the vacated seat.

12.2.5 The Advisory Council (AC) and the Election Commissioner shall assist in the selection and confirmation of the Board of Directors (BOD) positions during the election process.

12.2.6 If the above 2 options are not available, AC members may assist the board in running the affairs at the BOD and AC request with the approval from AEC.

C. Advisory Council (AC)

1. Definition:

1.1 The advisory Council (AC) is a nominated organ designed to advise the BOD in running the affairs of NEDEAN.

2. Function and Responsibilities:

2.1 The role of the Advisory Council (AC) shall be to guide and advise the Board of Directors (BOD) on all organizational matters.

2.2 The AC shall serve in an advisory capacity to support the BOD's decision-making processes, ensuring that all organizational actions align with NEDEAN's mission, values, and bylaws. While the AC provides strategic input and recommendations, final decisions rest with the BOD in accordance with the bylaws.



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

2.3 The BOD Chair shall invite the Advisory Council (AC) to all decision-making meetings. Combined meetings of the BOD and AC shall serve as a unified platform for discussing major organizational matters, including funding, events, membership policies, and the establishment of committees.

2.4 AC members and paid members of the General Assembly (GA) have the right to attend any or all BOD meetings, regardless of formal invitation, ensuring transparency and inclusivity.

2.5 AC shall lend support to BOD in managing special events like picnics, annual dinners, fund raising, approaching other professional organizations, etc.

2.6 AC shall support BOD in reaching financial objectives by personal donations, finding donors from within their circles, helping with the events, etc.

2.7 AC and BOD members are expected to have a clear understanding of NEDEAN bylaws and interpret it to BOD members as need arises.

2.8 Transition Oversight: Ensuring smooth and timely transition of duties and authority between incoming and outgoing Boards.

2.9 Final Reporting: Verifying that the final report is submitted by the outgoing Board in a timely manner.

2.10 External Relations: Guiding the BOD in engagement with other professional organizations and engineering associations.

2.11 Strategic Guidance: Assisting the BOD in formulating plans to advance NEDEAN's mission and community impact.

3. Composition and Selection:

The Advisory Council (AC) comprises maximum five (5) members, selected as follows:

3.1 Four (4) Senior Board of Directors (BOD): Individuals who have completed two years as BOD members.

3.2 If no members meet the standard eligibility criteria, preference shall be given to past Board of Directors (BOD) members who have demonstrated dedication, active participation, and completed a full term of voluntary service.

3.3 The nominated member must be recognized as a valuable contributor to the organization and the profession. To qualify for appointment with the Advisory Council (AC), the individual must have previously served as a BOD member, preferably as a Senior Board member and completed two full terms of service.

3.4 The AC shall not appoint or include any individual who does not meet these qualifications as defined in the bylaws.

3.4.1 Such members may be re-elected by the past Board of Directors / Chairmen, the Advisory Council (AC) shall continue for another four (2)-year term. If BOD continues another term, then AC will be extended also.

3.4.2 One (1) Honorary Member: An individual who has contributed \$20,000 or more in donations to the organization.

4. Terms and Tenure:

1. All terms of the Board of Directors (BOD), Advisory Council (AC), and AEC, as well as any amendments to these bylaws, shall take effect from the beginning of the calendar year, on **January 1st**.
2. Automatic Appointment to the Advisory Council (AC) Seniority based:
3. The outgoing Senior Board of Directors (BOD) member or Chairman, determined by seniority based on the number of terms served, is qualified to automatically become a member of the Advisory Council (AC). Eligibility for automatic appointments is limited to BOD members who have successfully completed a full term of service with demonstrated dedication, active participation, and commitment to the organization's objectives.
4. Exception and Succession:
If the outgoing Chairman or Senior BOD member declines the appointment or is unable to serve on the Advisory Council due to time constraints, resignation, or other personal reasons, the next most senior past Chairman or Sr. BOD member who has successfully completed a full term shall automatically assume the position. This ensures continuity of experience and leadership within the Advisory Council.
5. Any AC member who fails to attend two (2) meetings without prior notice shall be automatically terminated from the AC.
6. Any vacancy within the AC shall be filled by the next eligible past Chairman or Sr. BOD member, selected by a simple majority of current AC members for the remainder of the term.
7. Term Length: AC members shall serve for two (2) years. If the incoming BOD Chairman is re-elected, the outgoing AC Chairman may extend their term for an additional two (2) years.
8. The incoming Advisory Council (AC) shall begin its term after the new Board of Directors (BOD) assumes office, following a joint meeting between the outgoing and incoming AC members.
9. A past BOD Chairman automatically qualifies as an AC member.
10. Chairmanship Sequence: The AC Chairmanship shall follow a seniority-based order among past BOD.
11. The AC shall continue to ensure orderly transition of power between outgoing and incoming BODs.



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

5. Powers of the Advisory Council

5.1 The Advisory Council shall, upon request of the BOD or a majority of its members, convene to review and propose recommendations in cases involving member conduct, compliance issues, or performance:

- a. Violation of NEDEAN's Bylaws.
- b. Non-performance of assigned duties.
- c. Corroborated charges against any individual or multiple BOD members.

5.2 The AEC may also call for a new election through the Election Commissioner within four (4) weeks in the event of dissolution of the BOD or upon completion of BOD tenure.

6. Leadership & Governance

1. Preference shall be given to the most senior Advisory Council (AC) member based on the number of completed Board of Directors (BOD) terms for appointment as the AC Chairman.
2. Eligibility for AC selection must conform strictly to Bylaw provisions.
3. The outgoing BOD shall submit an eligibility report to the Election Commissioner before AC selection.
4. The Advisory Council (AC) shall comply with all decisions of the AEC."
5. The AC is responsible for coordinating with the AEC on any issues or conflicts that arise within the Board of Directors (BOD) and AC."
6. The AC shall prepare future plans and discuss them with both the BOD and AEC.
7. The Advisory Council (AC) should be actively involved in the organization and assist the Board of Directors (BOD) in all events and activities.

7. Authority & Organizational Integrity

Neither the Advisory Council (AC), the Board of Directors (BOD), nor any of their members possess the authority to dissolve the NEDEAN organization.

8. Policy for Establishing the Initial AC Quorum

- 8.1 The first AC Chairman shall be the most senior former Director.
- 8.2 AC members shall serve until the next official tenure, ensuring continuity and operational functionality.
- 8.3 Former Chairpersons or BOD members shall be prioritized to maintain governance integrity and institutional continuity.
- 8.4 This structure ensures effective and transparent AC operations in alignment with NEDEAN's long-term leadership goals.

8.5 AC Member Selection and Eligibility Criteria

- 8.5.1 Must be a past BOD who completed a full term.
- 8.5.2 Must have served actively for one term within the organization.
- 8.5.4. Preference will be given to CBD and DMF.
- 8.5.6. An AC member departing the council due to personal reasons shall not be eligible to join it for the next term.
- 8.5.7. No sitting member of BOD can become a member of AC.
- 8.5.8. Any kind of dispute between AC will be resolved by AEC

8.6. Expulsion or Termination from AC:

8.6.1. No-show from duly scheduled joint BOD meetings shall be a reason to be removed from the AC. Two unexcused absences may trigger an expulsion.

8.6.2 Failure to attend duly scheduled Advisory Council (AC) meetings without prior notice or valid reason shall constitute grounds for removal from the Committee. Two (2) consecutive unexcused absences may result in automatic expulsion from the AC, subject to review and confirmation by the AEC.

8.6.3. Expulsion of an AC member shall be a two-step process:

- I. BOD does not have the authority to remove the AC or appoint.
- II. First AC shall propose discharge by majority vote
- III. The remaining members of the Advisory Council (AC) shall submit their comments to the AEC, and the final decision shall be made by the AEC.

D. Committees

A committee is a body established by the Board of Directors, composed of one or more directors or other individuals as authorized, and delegated specific responsibilities or advisory functions in accordance with these Bylaws and applicable laws.



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

BOD may use volunteers, preferably from within NEDEAN membership, to assist in their responsibilities. BOD may form committees or assign individuals for handling specific assignments under their direct supervision and monitoring. Examples of such tasks include event planning, organization website management, and periodical online newsletter publication, financial transactions, etc. Ultimate responsibility lies within BOD.

E. Patron of the organization

An individual or organization that provides financial, advisory, or reputational support to the organization. A Patron does not have voting rights, fiduciary duties, or decision-making authority and is not considered a member of the Board of Directors unless separately appointed in accordance with the bylaws. Patron also includes the founder. The founder of this organization is Afzaal Hafeez. The title of Founder is honorary only and carries no governance authority, voting rights, fiduciary duties, or special privileges.

F. Arbitrator Executive Committee (AEC)

AEC is an elected body, and it is responsible for final determination of complaints and disputes, ensuring impartiality and adherence to organizational bylaws.

1. Unifying & Integrative Role

The Arbitrator Executive Committee (AEC) serves as a bridge between all organizational bodies including the Board of Directors (BOD), the Advisory Council (AC), and the general members. It:

- 1.1 Strengthens unity, fosters collaboration, and promotes synergy across all levels of the organization and issues.
- 1.2 Ensures open communication, shared goals, and cooperative decision-making among all entities.
- 1.3 Acts as a central coordinating and leadership entity within NEDEAN, ensuring strategic alignment between the BOD, AC, and members to achieve collective success.
- 1.4. Resolves issues such as team division, inactive boards, budget overspending, and activities misaligned with the organization's vision

2. Independent Authority in Oversight & Conflict Resolution

The AEC operates as an independent body to ensure organizational transparency and impartiality. It:

- 2.1 Functions autonomously to oversee smooth organizational operations.
- 2.2 Reviews and resolves internal disputes involving the BOD, AC, or General Assembly members.
- 2.3 Identifies and manages conflicts of interest to maintain integrity in all organizational actions.
- 2.4 Makes final decisions in disputes involving bylaw violations, fund discrepancies, or ethical breaches.
- 2.5 Ensures that all determinations are guided by the best interests of NEDEAN and its mission.

3. Governance & Structural Oversight

The AEC maintains institutional integrity and ensures compliance by:

Reviewing, updating, and recommending revisions to the organization's bylaws when necessary.

Monitoring adherence to governance procedures and ensuring operational efficiency across all organizational levels.

AEC directly observes all organization issues insight of organization including BOD, AC and members.

4. Election & Committee Appointments

The AEC shall select an Election Commissioner from within the AEC, the Advisory Council (AC), or a suitably experienced individual. The AC & BOD shall provide support to the Election Committee, which the Election Commissioner shall oversee to ensure that all election processes are conducted fairly, transparently, and impartially.

- 4.1 The Election Commissioner shall review and verify eligibility of past Chairmen for AC membership per bylaws. Review and resolve disputes related to elections, finances, or ethical matters in an unbiased manner.
- 4.2 The Director of Membership and Finances (DMF) shall provide the AEC with an up-to-date list of all paid members in an Excel (XL) sheet format.

5. AEC Eligibility Requirements

The AEC shall consist of three (3) life members who meet the following qualification:

1. A minimum of eight (8) plus years of active service to NEDEAN; and have successfully completed full terms in one or more of the eligible leadership positions (Founder; BOD Chairperson; Senior BOD Director; AC member with previous BOD position). Most senior person will lead the AEC.



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

6. Independent Structure & Appointment Process

- a) The AEC operates independently and is not appointed by the BOD or AC.
- b) Its composition is predetermined in the bylaws based on the above qualifications.
- c) Membership continuity is maintained to preserve institutional knowledge and organizational stability.

7. AEC Election Policy

Election qualification Frequency:

The AEC election shall be held minimum four (4) years to ensure continuity, stability, and independent oversight in NEDEAN's governance.

7.1 Election to Fill the Unexpired Term

The election to fill the unexpired portion of the term shall follow the same qualification requirements as a regular AEC election.

1. The person elected will serve solely for the remainder of the unexpired term and may run for a full AEC term once that term concludes, provided they comply with any applicable term-limit rules.
2. Record and Announcement: All details will be recorded in official minutes including notice of vacancy, interim assumption of duties, nomination period, election result, and it will be communicated in writing.

8. Arbitration among BOD, AC, AEC and members:

8.1 Complaint and Review Process

Involving misconduct, unexcused absence, or other violations, an official complaint may be initiated as follows:

8.2 Filing a Complaint:

- i. A formal complaint may be submitted:
- ii. With any current Board of Directors (BOD) member/AC submit a written complaint to the AEC.

8.3 Review by Executive Committee Arbitrator:

The AEC shall:

1. Review the written charges and any supporting documentation.
2. Notify the accused BOD or AC member in writing and allow them the opportunity to present a written or verbal explanation.
3. Deliberate and determine an appropriate course of action in accordance with the bylaws within month.

8.4 AEC Determination

The AEC shall issue a decision within month from the date the case is received from the AC. Based on the AC's findings and supporting evidence, the AEC may decide to:

1. Dismiss the complaint if insufficient evidence is found.
2. Accept the members' explanation and dismiss the charges.
3. Accept the member's explanation but issue a written warning, with automatic expulsion upon a second violation.
4. Allow the accused member to resign voluntarily in lieu of termination.

The decision of the AEC shall be final and binding.

8.5 Resolution of Disputes Between AC and BOD

In the event of a dispute between the Advisory Council (AC) and the Board of Directors (BOD), the matter shall be submitted directly to the AEC.

- The AEC shall conduct an impartial review and issue a binding determination.
- Both AC and BOD must comply with the AEC's final resolution to maintain organizational integrity and continuity.

8.6 No expulsion, termination, or bylaw revision shall be presented to the General Assembly (GA) for any action or decision without prior review and formal recommendation by the AEC.

8.7 BOD Impeachment/Removal Procedure:

1. Referral to General Assembly (GA):
 - a. If a case for the impeachment or removal of a Board of Directors (BOD) member is referred to by the GA for voting, the following requirements apply:
 - i. Quorum: At least 51% of GA members must participate in the vote.
 - ii. Approval Threshold: At least 60% of the members participating must vote in favor of removal for it to be effective.



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

2. AEC Oversight:
 - a. If the quorum or voting threshold is not met, or if any procedural disputes arise during the voting process, the AEC shall review the matter and issue a final determination.

ARTICLE IX: FINANCES:

1. NEDEAN shall be financed by the membership dues, contributions, and donations.
2. Donations that are subject to any implicit and explicit pre-conditions shall not be accepted.
3. Donations or funds collected for a specific purpose, such as establishing an endowment or scholarship, shall be used only for that purpose. Only the major donor with their written consent or the 61% of GA can redirect the funds to other causes.
4. Donations jeopardizing organization's 501(c) (3) status shall not be accepted.
5. Any expenditure of over \$500 on non-budgetary items shall be approved by the BOD and accounted for in NEDEAN records.
6. Any checks, drafts or other negotiable instruments for the payment of money, notes, evidence of indebtedness issued in the name of NEDEAN \$500 or \$1000 or above more with AC and BOD approval but less than \$1000 shall be signed jointly by the DMF and the CBD.
7. Any checks, drafts or other negotiable instruments for the payment of money, notes, evidence of indebtedness issued in the name of NEDEAN \$1,000 or more shall be signed jointly by the DMF and CBD. Such transactions will require the approval of the BOD and AC.
8. AC will have read-only access to financials, review and provide comments to the BOD for the benefit of organization.
9. The fiscal year of NEDEAN shall begin on January 1st and end on December 31st.
10. Any available funds available in the accounts of NEDEAN will solely be used as defined in the budget and organization guidelines. If the NEDEAN is in active and valid status, no funds will be transferred to any other organization without approval from the AEC.
11. The DMF shall present the quarterly finances of NEDEAN during joint quarterly sessions of BOD and AC.

ARTICLE X: SCHOLARSHIP COMMITTEE (SC):

1. It will be an independent body comprising 3 members from the Advisors. Two of these members, one from BOD and from AC or AEC will have signature authority over the scholarship fund.
2. The scholarship committee shall be responsible for disbursement of the funds to establish scholarships/fellowships.
3. The members of the scholarship committee shall be elected by the AEC.

ARTICLE XI: BYLAWS AMENDMENTS:

Amendments to the Bylaws may be proposed by any NEDEAN member.

Amendments to the Bylaws

1. **Proposal Submission:** Any NEDEAN member may propose an amendment to the Bylaws. The proposed amendment must be submitted in writing to the Board of Directors (BOD), addressed to the Chairperson of the Board (CBD).
2. **Circulation:** Upon receipt, the CBD shall circulate the proposed amendment to all members of the BOD and the Advisory Council (AC).
3. **AC Responsibility:** The AC is responsible for reviewing and managing all proposed amendments to the Bylaws.
4. **Review Process:** The amendment process shall follow four steps:
 - a. The BOD proposes the amendment.
 - b. The AC reviews the proposed amendment.
 - c. The AEC conducts a final review.
 - d. A joint session of the BOD, AC, and under the leadership of the Arbitrator Executive Committee shall make the final decision and approval. In the event of any conflict of interest or disagreement between the BOD and AC, the AEC shall hold the ultimate authority to review the matter and issue the final and binding decision in the best interest of the organization.
5. **Joint Meeting Requirement:** Within thirty (30) days of receiving a proposed amendment, the Chairman of the Board of Directors (CBD) shall convene a joint meeting of the Board of Directors (BOD) and the Advisory Council (AC) to discuss and review the proposal in detail. The AEC shall serve as the Chairperson of this joint meeting to ensure neutrality, fairness, and procedural compliance throughout the discussion and decision-making process.
6. **Quorum:** For the joint meeting, a quorum is required as follows: at least three (3) BOD members and three (3) AC members must be present.
 - a. If the quorum is not met, a second meeting shall be convened within one week with the same quorum requirement.



NEDEAN - NED ALUMNI OF TEXAS BYLAWS

b. If Quorum Is Not Met:
 If a quorum is still not achieved, the available members of the Board of Directors (BOD) shall proceed to make necessary decisions under the advisement of the Advisory Council (AC). Any such decisions shall be proposed for approval of the AEC. The AEC shall review and make the final decision, which shall be binding on all parties.

7. Decision: During the joint meeting, the proposal shall be:
 - a. Rejected,
 - b. Accepted,
 - c. Modified, or
 - d. Deferred to a later time.
8. Notification: The members who proposed the amendment shall be notified in writing of the action taken by the BOD, AC, and The AEC shall review and make the final decision.
9. General Assembly Approval: After approval by the BOD, AC, and AEC, the proposed amendment shall be submitted to the General Assembly for formal approval.
10. No Further Amendments: No further amendments to the proposed amendment shall be allowed during the General Assembly meeting.

ARTICLE XII: DISSOLUTION:

1. Dissolution of the NEDEAN Organization: No individual, committee, or body including the General Assembly (GA), even with 100% presence of its members—shall have the authority to dissolve the NEDEAN organization or transfer its assets to any other organization. Neither the Board of Directors (BOD), the Advisory Council (AC), nor the Arbitrator Executive Committee (AEC) should discuss, initiate, or promote any action toward dissolving the organization. Any member, including a BOD or AC member, who attempts, conspires, or participates in any action to dissolve or undermine the NEDEAN organization shall be considered in violation of organizational rules and may be immediately removed or disqualified from the organization without requiring further approval.

2. Dissolutions clause: According to 501 (C) (3), Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of by a Court of Competent jurisdiction of the Country in which the principal office of the Corporation is then located, exclusively for such purposes.

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