

PREAMBLE

We, the Abdalians living in North America, out of our conviction for our alma mater, do hereby proclaim the establishment of the Abdalian Association of North America, so that collectively we all can: engage in social and professional activities, support educational and intellectual pursuits and thus glorify our Association.

To this effect, we hereby set forth and enact the following laws governing the Association, which shall be binding on each and all of us in totality, until and unless properly amended by the provisions herein.

Enacted on the Sixteenth day of February in the year 2014.

CONSTITUTION

1. NAME

The name of this organization shall be the Abdalian Association of North America (AANA). Hereafter, it will be referred to as "The Association."

2. AFFILIATIONS

The Association shall be an independent, not for profit, social, professional and educational organization incorporated in the United States of America.

3. AIMS AND OBJECTIVES

This Association is organized for educational, professional, charitable and social purposes.

The other aims shall be:

- 3.1 To foster education and scientific development
- 3.2 To assist newly arriving Abdalians in orientation and adjustment
- 3.3 To institute ways and means to cooperate with other sister organizations
- 3.4 To participate in charitable and relief activities
- 3.5 To develop and participate in projects helping the mother institution.

4. MEMBERSHIP

The membership of the Association shall be of the following categories: Active, Associate, Honorary, and Emeritus.

Unless otherwise specified in the Bylaws, Active members shall be entitled to all the privileges of the Association including the right to vote and hold office.

5. INTERNAL STRUCTURE AND ORGANIZATION

5.1 General Body

5.1.1 It shall consist of duly registered members of the Association, according to the provisions provided herein.

5.1.2 It will be the supreme authority of the Association wielding absolute power on the conduct of the affairs of the Association. It, however, for the smoother running of its affairs, will delegate this authority to various components as outlined herein.

5.1.3 All actions taken by an officer or a committee of the Association may be approved, rejected, or amended by this body.

5.2 Board of Trustees (BOT)

5.2.1 It shall act as the overseer and custodian of the Association.

5.2.2 It shall consist of active members of the Association elected as prescribed in the Bylaws.

5.2.3 It shall have control of all fixed assets and property of the Association.

5.3 Executive Committee (EC)

5.3.1 It shall consist of the President, President-elect, Immediate-past President, Secretary, and Treasurer.

5.3.2 It shall keep an up-to-date directory of members.

5.3.3 It shall be responsible for management of the affairs of the Association.

5.3.4 It shall propose the annual budget and plans to the General Body for approval.

6. OFFICERS AND ELECTED REPRESENTATIVES

6.1 The officers of this Association shall be the President, the President-elect, the Immediate-past President, the Secretary, and the Treasurer.

6.2 The President-elect, the Secretary, and the Treasurer shall be elected by the general body, except as otherwise provided by the Bylaws with respect to the filling of vacancies.

6.3 Each officer of the Association shall maintain physical residence in North America during his tenure.

7. FINANCES

7.1 Funds for meeting and expenses of the Association activities shall be financed by annual dues, special assessments, and voluntary contributions.

7.2 Annual membership dues and assessments shall be fixed by the executive committee and approved by the general body.

7.3 The financial status of the Association shall be presented by the Treasurer to the general membership at its annual meeting.

7.4 No part of the net earnings of the Association shall inure to the benefit or be distributed to its members, trustees, officers, or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not campaign on behalf of any candidate for public office. However, AANA can lobby for the issues pertaining to the membership. Notwithstanding any other provision of these activities, the Association shall not carry on any other activities not permitted to be carried on (a) by an association exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code or (b) by an association whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Code.

8. BYLAWS

8.1 The Association shall adopt Bylaws for the conduct of its affairs in harmony with this Constitution.

8.2 The Bylaws may not restrict or alter any provision defined in the Constitution.

8.3 Robert's Rules of Order shall be adopted for the conduct of the meetings.

9. AMENDMENTS

9.1 Amendments to this Constitution may be initiated by one of the following:

9.1.1 Five percent of Active members of the Association in good standing

9.1.2 Board of Trustees.

9.1.3 Executive Committee

9.2 The amendments thus initiated shall be referred to the Constitution and Bylaws Committee, which shall report to the Executive Committee within 120 days and/or 30 days before the next meeting, with their recommendations.

9.3 The Executive Committee will accept, reject or amend these proposals at the first meeting after receiving them.

9.4 Accepted amendments will be circulated to the general body members at least 30 days in advance of the annual general body meeting.

9.5 The amendments rejected by the Executive Committee shall be returned to the proposer who may resubmit it with additional signatures of five percent active members of the Association in good standing in which case these amendments shall be circulated to the general membership 30 days prior to the annual meeting and will be presented to the general body for a vote.

9.6 An amendment shall be approved only when it receives more than 50% of votes of total active membership.

9.7 If an amendment fails to be acted upon in general body meeting for lack of quorum, a mail ballot shall be sent using all means within four weeks to the general membership. The membership shall respond within 120 days from the mailing of ballot for the adoption of the amendment. The amendment shall become effective immediately upon adoption.

10. DISSOLUTION

10.1 No proposal for dissolution of the Association shall be considered unless recommended by the Board of Trustees and approved by the Executive Committee within fifteen (15) days of receiving the Board's recommendation, and after a four (4) weeks notice in writing has been given to each member in good standing. The Association shall not be dissolved if five percent or more of the active members in good standing dissent.

10.2 Upon dissolution of the Association, the Board of Trustees shall, after paying or making provision for payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Trustees shall determine. Any such assets not disposed of shall be

disposed of by the Court of Common Pleas of the county in which the principal office of the Association is then located, exclusively for such purposes or such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

BYLAWS

11. ADDRESS

The Executive Committee shall fix the address of the Association.

12. MEMBERSHIP

12.1 As used in these Bylaws, except as otherwise herein expressly qualified, the term "ABDALIAN" shall mean any person who has been a student at Cadet College Hasanabdal, Pakistan or has been on the teaching staff for any period of time.

12.1.1 An active member shall maintain an address in North America.

12.2 There shall be no discrimination on the basis of religion, gender, race, sexual orientation or ethnic origin.

12.3 Membership will be confirmed by the Secretary of the Association at the recommendation of the Executive Committee.

12.4 Membership year shall be from January 1 to December 31.

12.5 Membership in the Association will be suspended for a criminal indictment by a court of law in the United States.

12.5.1 Suspended membership may be reinstated by the Board of Trustees at the recommendation of the Executive Committee on dismissal of charges and/or the disciplinary action.

12.6 Active Membership

12.6.1 Active membership in AANA shall be open to anyone who fulfills the definition of being an Abdalian, and resides in North America, and has paid the dues.

12.6.2 An active member of the Association, on payment of fifteen (15) years of the current annual dues in one lump sum or in installments, making full payment within one year may apply for lifetime membership of the Association.

12.6.3 Executive Council may exempt dues of any active member, when in their opinion payment of such dues is hardship upon a member.

12.7 Associate Membership

12.7.1 Students at accredited academic institutions who fulfill all other criteria for active membership may be granted Associate membership, exempt from paying annual dues.

12.7.2 Candidates for associate membership shall provide written proof of being in an approved academic institution in North America.

12.7.3 Associate member shall not have the right to vote or hold office in the Association.

12.8 Emeritus Membership

Retired Abdalians in North America may apply for emeritus membership. They shall be dues exempt, shall have no vote, and shall hold no office. They may, however, be appointed as members of committees or task forces, etc.

12.9 Honorary Membership

The Association may elect as an honorary member any person for distinguished services to the alma mater, or services of unusual value to the Association or to the humanity. They shall be dues exempt, shall have no vote, and shall hold no office. They may, however, be appointed as members of committees or task forces, etc.

13. DUES AND ASSESSMENTS

13.1 Annual Dues:

13.1.1 Annual dues of the Association shall be determined by the Executive Committee and approved by the General Body

13.1.2 The term of annual dues will be the calendar year.

13.2 Arrears:

13.2.1 Any member whose dues are not paid by March 31st will be considered in arrears and will not be eligible to hold office in the Association that year.

13.3 Assessments: The General Body may from time to time make special assessments.

14. GENERAL BODY MEETING

14.1 Determination of Time and Place:

14.1.1 The Association may hold one or more General Body meetings in a year.

14.1.2 The number and times of these General Body meetings shall be determined by the Executive Committee and communicated to the membership at least sixty days in advance.

14.1.3 At least one General Body meeting shall be arranged by the Executive Committee each year.

14.1.4 The meeting shall be presided over by the President, or in his absence, the President-elect, and in his absence by the Immediate Past President.

14.2 Actions:

14.2.1 At any General Body meeting of the Association, the membership may direct the Executive Committee to appoint committees or commissions for scientific, cultural, and social investigations of special interest and importance to the profession and the public.

14.3 Quorum:

14.3.1 Twenty (20) percent of the voting members registered at the meeting constitutes the quorum for that meeting. Once the quorum is established the business of the meeting shall continue and all action at the meeting shall be binding, even if the quorum for that session is not present at later times in the meeting.

14.3.2 Presence of at least 50% of the voting membership registered at the meeting will constitute the required quorum to reject an action taken by the EC or the BOT.

14.3.3 Once quorum requirements are met, a simple majority of those present will be required for adoption of a resolution.

14.3.4 In cases of overriding of an action of EC or BOT, or when a referendum is being conducted, a 2/3rd majority of those voting will be considered affirmative.

15. BOARD OF TRUSTEES

15.1 Composition:

The Board shall be composed of five (5) Active members of the Association.

15.1.1 A trustees shall reside in North America during his term of office.

15.1.2 No trustee shall hold any other office in the Association.

15.1.3 A trustee may, however, be involved in any committee of the Association and may chair an ad hoc committee at the request of the EC or the BOT.

15.1.4 A trustee will not be eligible to hold any other office in AANA for two years after completing his term.

15.2 Term of Office:

15.2.1 Each member of the Board shall act as a trustee for five (5) years.

15.2.2 The terms of the trustees will be staggered so that one Trustee's term expires each year and is replaced.

15.2.3 No trustee shall be re-elected to the Board at the end of term.

15.3 Election:

After election of five trustees during the first annual General Body meeting for staggered terms, a trustee shall be elected by the General Body at the recommendation of the EC each year thereafter to replace a current trustee whose term is to expire at the end of that year.

15.4 Officers:

15.4.1 The officers of the Board shall be a chairman and a secretary.

15.4.2 Each shall be elected for one (1) year from amongst the trustees at the annual meeting.

15.4.3 Each of these two officers may be re-elected for as many terms as the Board may desire.

15.4.4 The Chairman shall be the spokesman and the presiding officer of the Board and the secretary shall act as the recording officer.

15.4.5 The Chair will only vote if there is a tie.

15.5 Meetings:

15.5.1 The Board shall meet at least twice a year with one of them being at the time and place of the annual General Body meeting.

15.5.2 It may hold any number of such meetings as the trustees may determine.

15.5.3 The Board may be called into session by the Chairman on his/her own or upon the request of the other trustees or when a petition is filed or appears to be filed for dissolution of the Association.

15.5.3.1 The purpose of such special session shall be stated in the notice of call and no other business shall be transacted.

15.5.4 A resolution shall be introduced to the Board by a Trustee.

15.6 Powers and Duties

15.6.1 As the overseers of the Association, the Board shall be the only authority to receive and discuss a proposal of dissolution of the Association.

15.6.1.1 The recommendation of the Board, both the majority and minority views in case of dissent shall be presented by the Chairman or the Secretary of the Board at the next General Body meeting of the Association.

15.6.1.2 In the event of dissolution as prescribed under Article 11.0 of the Constitution, the Board shall be the sole body to disperse the assets of the Association.

15.6.1.3 If four (4) trustees dissent with the majority decision of the general membership, they may, after dispersing the assets retain the papers of incorporation and may revive the Association.

15.6.2 The Board of Trustees shall oversee long-range and strategic planning for the Association.

15.6.3 The Board of Trustees shall receive quarterly reports of the Association's accounts.

15.6.4 Any expense over ten thousand (10,000) dollars, which has not been budgeted has to be approved by the BOT.

15.6.5 The Board of Trustees shall cause an annual audit of Association's accounts by a certified public accountant.

15.6.6 The Board of Trustees shall address ethics and grievances brought up by the members of the organization. It may opt to invest that authority in a separate Ethics and Grievances Committee.

16. EXECUTIVE COMMITTEE

16.1 Qualifications of Officers:

16.1.1 All officers of the Association shall have been members in good standing prior to being considered for an office.

16.1.2 All officers shall reside in North America during their term of office.

16.2 President:

16.2.1 The President shall be the general executive officer of the Association.

16.2.2 The President shall preside at all meetings of the Association.

16.2.3 The President shall deliver the President's Address.

16.2.4 The President shall appoint necessary standing and special committee chairs with the consultation of other members of the Executive Committee.

16.2.5 The President will fill vacancies thereon.

16.2.6 The President shall perform such other duties as are imposed upon him by the Constitution and Bylaws of this Association.

16.2.7. The President will serve a term of office for one (1) year.

16.2.8 The President will hold the office of Immediate-Past President at the conclusion of the term as President.

16.3 President-elect

16.3.1 The President-elect shall act for the President in his/her absence or disability.

16.3.2 Should the office of President become vacant, the President-elect shall succeed to the Presidency for the un-expired term.

16.4 Secretary

16.4.1 The Secretary shall be the recording officer of the Executive Committee and the General Body.

16.4.2 The Secretary shall also discharge the following duties:

16.4.2.1 The Secretary shall supervise all arrangements for the holding of each meeting in compliance with the Constitution and Bylaws and instructions of the EC.

16.4.2.2 The Secretary shall send out all official notices of meetings, committee appointments, certificates of election to office and special committee assignments.

16.4.2.3 The Secretary shall receive and transmit all reports of officers and committees.

16.4.2.4 The Secretary shall institute and coordinate each new activity of the Association under the supervision of the Executive Committee.

16.4.2.5 The Secretary shall perform such other duties as are imposed by the Constitution and Bylaws of the Association.

16.5 Treasurer:

16.5.1 The Treasurer shall be the manager of all recurring funds of the Association.

16.5.2 The Treasurer shall be accountable, through the Executive Committee, to the Association.

16.5.3 The Treasurer shall also discharge the following duties:

16.5.3.1 Collect all annual membership dues, assessments, donations and such monies as may be due to the Association.

16.5.3.2 The Treasurer shall keep membership records and issue membership certificates.

16.5.3.3 The Treasurer shall deposit all funds received in an approved depository and disburse them upon order of the Executive Committee.

16.5.4 The Treasurer shall render a report to the GB reviewing the Association funds and imparting recommendations for the financial advancement of the Association's interest at each meeting of the GB.

16.5.5 The Treasurer shall present the annual financial report at the annual general meeting of the Association.

16.5.6 The Treasurer shall perform such other duties as are imposed by the Constitution and Bylaws of the Association.

16.6 Term of Office

Except as herein provided, officers shall take office on January 1 of each year and serve until December 31.

17. MEETINGS

17.1 All the meetings of the organization, its board and its various committees can be held by teleconference or video link, where every one can hear everyone else.

17.2 The quorum requirement of the BOT, Executive Committee and other committees will be 51 percent of the membership.

18. ELECTION

18.1 Nominations:

18.1.1 The Nominating Committee shall seek nominations from the general membership at least three (3) months before the annual meeting.

18.1.2 After considering the nominations so received, the Nominating Committee will submit a slate of candidates for various offices of the Association to all members at least thirty (30) days before the annual meeting along with a short resume of each candidate.

18.1.3 There shall be at least one nominee for each position.

18.1.4 Nomination Committee will nominate one member to each position by majority vote.

18.1.5 In addition to the nominee of the Nominating Committee, other candidates who receive at least fifteen (15) nominations from active members shall be included on the ballot.

18.1.6 No member of the Nominating Committee will be eligible for any post on the ballot composed by the Committee.

18.2 Election:

18.2.1 Election of officers of the Association will be held at the Annual Meeting, by secret ballot. It will be conducted by the Nomination and Election Committee.

18.3 Mail or Electronic Ballot:

Association may choose to hold elections by postal mail, email or an online electronic ballot. In that case a process will be proposed by the Nomination and Election Committee and approved by the Executive Committee

19 VACANCIES

19.1 An office of the Association shall be declared vacant by the Executive Committee whence an officer resigns, or leaves North America for a period longer than four (4) months without prearrangement with the EC or becomes unable to carry out the duties of the office for reasons of health or otherwise.

19.2 Should the office of the President become vacant, the President-elect shall succeed to the Presidency for the un-expired term.

19.2.1 Should the office of President thereafter again become vacant, the Immediate Past President will succeed to the Presidency.

19.3 The vacancy of the office of President-elect will be filled in the following manner:

19.3.1 Should the office of President-elect fall vacant within the first six (6) months of the term of this office; the vacancy will be filled by a special election to be directed by the Nomination and Election Committee.

19.3.2 If the duration of vacancy is less than six (6) months, the vacancy shall remain vacant.

19.3.2.1 The Nomination and Election Committee in this case will be chartered at the time of scheduled election to seek nominations for both the President and President-elect for the next term.

19.3.2.2 Should the position of President-elect fall vacant after the prescribed election process has begun, the candidate so elected shall assume the office of President on completion of the term of the incumbent President.

19.4 The vacant office of Past-President shall remain vacant until the end of that term.

19.5 Should the offices of Secretary and Treasurer become vacant, The Executive Committee shall fill these posts by electing from amongst the members of the organization.

20. REFERENDUM

20.1 Referendum at Association Meeting: At any general or special meeting of this Association, the General Body shall, by a two-thirds (2/3) vote of the voting members present, order a general referendum upon any question pertinent to the purposes and objectives of the Association, provided, however, that a quorum at such general or special meeting shall consist of not less than one-third (1/3) of voting members of the Association who are in good standing.

20.2 The General body meeting of the Association can be called for a specific purpose by a petition to the Executive Committee signed by one-fourth (1/4) of the active members in good standing.

21. SEAL

The seal of the Association shall be a common seal. The power to change or renew the seal shall rest jointly with the Executive Committee and the BOT.

22. EMERGENCY

When prompt speech or action is imperative, authority to speak or act in the name of this Association is vested in the Executive body.

23. DEFINITION OF SESSION AND MEETING

23.1 Session: A session shall mean all meetings at any one call.

23.2 Meeting: A meeting shall mean each separate convention at any one session.

24. AMENDMENTS

These Bylaws may be amended in accordance with the following procedure:

24.1 An amendment may be proposed by a majority of members of the Executive Committee or the Board of Trustees by submitting such proposal to the Constitution and Bylaws Committee.

24.2 The Constitution and Bylaws Committee shall submit its recommendations to the Executive Committee at least thirty (30) days before any EC meeting.

24.3 The amendment(s) approved by the EC shall be presented to the general body 30 days before its meeting and will be presented for a vote in the general body meeting.

24.4 The amendments rejected by the EC shall be returned to the proposer who may resubmit it with additional signatures of 5% Active members or 100 members of the Association in good standing, whichever is greater, in which case these amendments shall be circulated to the general membership 30 days prior to the annual meeting and will be presented to the general body for a vote.

24.6 An amendment shall be approved by a simple majority, provided at least 50% of the total Active membership is present.

24.7 If an amendment fails to be acted upon in the general body meeting, a ballot shall be sent using all means within four weeks to the general membership. The amendment shall be approved with a simple majority provided at least 50% of the total Active membership has responded prior to the set deadline. The amendment shall become effective immediately upon adoption.

25. COMMITTEES OF THE ASSOCIATION

Standing Committees of the Association shall be appointed by the President with the advice of the Executive Council. (See Appendix A for the composition and functions of the committees).

The Committees will be:

- A. Nominations and Election Committee
- B. Publications Committee
- C. Finance Committee
- D. Membership Committee
- E. Constitution and Bylaws Committee
- F. Disaster Relief/AANA Medical Peace Corps.
- G. Any other committee deemed necessary by the President.