

# Constitution & Bylaws of the Harvard Arab Alumni Association

Ratified: February 18, 2002

## **ARTICLE I. ORGANIZATION NAME AND AFFILIATION**

1. The name of this organization shall be the Harvard Arab Alumni Association (“the Association” or “the HAAA”).
2. The Association is an independent entity and does not represent the opinions of Harvard University, the President and Fellows of Harvard University, the Harvard Alumni Association, or any other members of the Harvard community.
3. The organization shall cooperate with committees of the Harvard Alumni Association in carrying out the purposes of the latter association. The organization agrees to adhere to the policies of the Harvard Alumni Association as stated in the HAA SIG Policy and Trademark Policy.

## **ARTICLE II. PURPOSE**

1. The purpose of the Harvard Arab Alumni Association is to establish a social network for its members and provide educational and other services deemed appropriate by the Executive Board (“the Board”).

## **ARTICLE III. MEMBERSHIP**

1. Membership in this organization is open to all alumni and current and one-time faculty members of Harvard University, regardless of sex, creed, sexual preference, religious preference, or national origin.
2. The membership of the Association shall be determined by standards established by the Executive Board. These standards must always be published. The Board may change the standards of membership at any time, but no change can go into effect until two weeks after they have been announced and published according to the bylaws. These standards may at any time be contested by the membership, consistent with the method of contesting any other Board action.
3. Members shall at all times observe the constitution and bylaws of the Association.
4. Members shall be required to pay dues as set forth in the bylaws. Non-payment of dues by the announced deadlines shall constitute grounds for loss of membership status and privileges.

## **ARTICLE IV. OFFICERS**

- 1) The Executive Board of the Association shall consist of one President, and at least one Vice President, Treasurer, Director of Development, Director of Membership, Director of the Middle East Region, Director of the Harvard Relationship, and Member-at-Large. Program-level offices, such as a Director for each of the US and Middle East Conferences, shall be established by the Board as necessary. The Board shall act as the central executive body of the Association and shall have overall supervision and control of the Association's activities and programs. The Board shall also concern itself with the general direction and long-term future of the Association.
- 2) The **President** shall lead the Board and be the primary representative of the Association, lead meetings, oversee the day to day operation of the Association, and tend to the immediate needs of Association projects and activities. The President shall also set the general strategy of the

Association, oversee its brand, and maintain relations with strategic organizations, such as Arab Alumni groups at other universities.

- 3) The **Vice-President** shall work closely with the President to set the general strategy of the Association and perform other leadership functions as needed. The Vice-President shall be responsible for all communications with members, and shall oversee the management of the Association's website. In the case of prolonged absence or incapacitation of the President, the Vice-President shall have all the rights and responsibilities of the President's position until the President is able to resume his/her duties.
- 4) The **Treasurer** is charged with the management and oversight of the financial affairs of the Association, including establishing and managing financial accounts as needed, and maintaining accurate records of all transactions of the Association. The Treasurer shall be responsible for leading the budgeting process, preparing quarterly and annual financial statements, and preparing and submitting the Association's annual tax returns.
- 5) The **Director of Development** shall be responsible for overseeing fundraising for the Association, and ensuring its future solvency.
- 6) The **Director of Membership** shall be responsible for recruiting additional members to the Association, organizing member events, and maintaining the Association's Membership Directory.
- 7) The **Director of the Middle East Region** shall be responsible for establishing and maintaining strategic relationships with individuals and organizations in the Middle East. The Director shall have oversight of all programs and activities that impact the Association's brand in the region.
- 8) The **Director of the Harvard Relationship** shall be responsible for maintaining regular communications with members of the Harvard Administration and student groups on campus.
- 9) The **Member-at-Large** shall be charged with developing and leading up to two projects as selected by the Board.
- 10) Program-level officers shall have overall responsibility for the direction and day-to-day operations and budget of their respective programs. Such officers shall have ex officio membership in the Board.

#### **ARTICLE V. PAID STAFF**

1. The Executive Board shall hire a permanent Program Director, so long as the budget allows. The Program Director shall report to the President and support the work of Executive Board as necessary.
2. The Program Director shall be responsible for all the daily administrative functions of the Association and such other tasks as deemed appropriate by the Board. The Program Director shall maintain all of the Association's records and archives, and shall be responsible for processing routine internal communications and for the publishing and announcement of all matters that require it.
3. The Program Director shall be responsible for building, updating, and troubleshooting the Association's Web site, and for managing third-party contractors that provide services to the

Association.

4. The Board may hire additional paid staff as necessary.

## **ARTICLE VI. MEETINGS AND ADMINISTRATION**

1. All Executive Board meetings shall be open to members of the Association who are in good standing. Guests may attend Board meetings at the invitation of any officer.
2. In all matters brought before the membership for a vote, the matter shall be announced and published one week ahead of time by the President of the Association. All matters important enough to require a vote of the membership shall be decided at the regularly scheduled Board meetings as defined in the bylaws, given the presence of a membership quorum. Each member shall be entitled to one vote at the meeting. In the event of a tie vote, the President shall decide the matter. The President may also propose a re-vote, with or without an amendment to the original matter, in order to resolve the tie.
3. The main duty of the Board shall be to govern and oversee the actions of the Association. In general, most decisions should be made by the approval of a majority of the Board. However, any group comprising ten percent of all members may insist that any Board decision be brought to the consideration of the membership at the next Board meeting. The business shall be announced at least one week before it can be considered, and any action must take place at the next regular Board meeting of the Association at which a quorum is present. At that meeting, a two-thirds majority vote with a quorum present, after due discussion, may overturn the decision of the Board. But until such time as the Association votes to nullify an action of the Board, the action remains in effect.
4. The Board may also, in any matters, voluntarily elect to put business before the Membership. Such business should be announced one week before being considered in a regular Board meeting. At that time, after due discussion, and with no quorum required, a majority vote will decide the matter. The Board is then obligated to follow the wishes of the Membership.
5. The Board shall take no action that is contrary to the Constitution or Bylaws of the Association.
6. Any group comprising ten percent of all members may move during a regular Board meeting that an Auditor be appointed to examine the financial records and stability of the Association. A majority vote of those present at the meeting is required to go forward with the appointment of an Auditor, provided a membership quorum is present. If no quorum is present, the vote is postponed until the next meeting at which a quorum is available. If the motion succeeds, nominations from the membership for the position shall be accepted by the President until the next regular Board meeting, and the same balloting method used for the last selection of officers shall be used to appoint the Auditor. The Board officers shall have the right to appoint their own Co-Auditor to assist and accompany the elected Auditor. Both Auditors shall be given full access to all financial records by the Treasurer on demand. They shall keep the details of those records as privileged and confidential information if the current circumstances of the Association are such that the financial records are not a matter of public knowledge. They shall report to the Membership in no more than one month whether or not the records are sound. If they find irregularities or evidence of improper conduct, then they shall divulge details concerning that matter only insofar as it is necessary to give the Members an understanding of the problems found to decide action.

## **ARTICLE VII. PROJECTS**

1. A Project may be initiated by the Board at any time. Every project must have a Lead appointed by a majority of the Board at all times. The Board may remove any Lead by majority vote at any time. Any project that lacks both a Lead, acting or full, and members shall automatically be defunct.
2. Any Project Lead may choose to create bylaws specifying the Project's membership or policies at any time using the same methods used to create the Association's bylaws. The President may veto any bylaw of any Project.

## **ARTICLE VIII: SCHOLARSHIP COMMITTEE**

3. An independent, standing Scholarship Committee shall be established by the Association to initiate and manage The Arab Alumni Scholarship Fund. The Committee shall remain in place so long as such a fund continues to exist.
4. The Committee shall be composed of independent Members and a Chairperson, who shall have *ex officio* membership in the Board. The President and Director of Development of the Association shall have *ex officio* membership in the Committee.
5. The Committee shall have overall stewardship of the Scholarship Fund and make final decisions pertaining to the Fund. The Committee shall consult with the Board, and other governance entities as may exist at such time, prior to making decisions that may affect the Fund or the Association.
6. The Committee shall create and at all times maintain a set of bylaws to govern its operations, in accordance with Article VII (2).

## **ARTICLE IX. ELECTIONS AND REMOVAL OF OFFICERS**

1. Elections to Board positions shall occur during the fall prior to the expiration of the current term. The term of office shall be two (2) years, and shall begin the first day of the new calendar year after the elections and terminate the last day of the next year. Any member of the Association may be nominated or self-nominated for election to the Board.
2. The Board shall appoint an Election Commissioner to supervise and set the rules and procedures of the election. The Commissioner shall determine the procedures of the election within any constitutional and bylaws restrictions. All rules of the election shall apply equally to all members running.
3. The Election Commissioner shall announce and publish the procedures and rules of the elections at least seven (7) days before the last regular Board meeting. After the rules are announced, the members shall have the opportunity to revoke the rules at the next regular Board meeting. At that meeting, a two thirds majority of the members present, a membership quorum having been established, may vote to overturn the rules of the election and substitute an alternate set. The membership may not overturn the election rules without endorsing an alternate set of election rules which a member has put forward at that meeting. After that point, the election rules are final. The election must occur at a minimum of fourteen (14) days after the meeting at which the rules are finalized.

4. There shall be two methods of removing officers; removal of the entire Board, and removing an individual officer of the Board. In general, the entire Board shall be removed in cases of numerous decisions contrary to the best interests of the Association, willful or otherwise. Individual Board officers shall be removed in general for gross personal misconduct or extreme negligence in fulfilling their duties as a Board officer. No individual should be removed for actions and decisions that rested on the entire Board's authority.
5. A group constituting twenty-five percent (25%) of the members may submit a petition at any time to impeach the Board. This motion shall be announced and the matter shall be considered at the next regular Board meeting for which a membership quorum is present and which is not held less than a week after the announcement. Removing the Board shall require a three-fifths majority of those present at the meeting. This action shall be the first order of business on the agenda over all matters except constitutional amendments and removal of an individual member.

A three-fifths majority will remove the Board, at which time an Election Commissioner must be elected by a simple majority vote of those present in order to administer elections following the rules of Article VIII, sections 1, 2 and 3, to occur at the next regular meeting of the association. These articles' time limitations shall not apply; the procedures of election should be announced as expeditiously as possible, with the election to follow at the next general meeting. Or, an emergency meeting of date and time determined by the Election Commissioner may be called, if the next regular meeting is more than two weeks away from the date of impeachment. The entire Board must be removed at the same time by this method, but any removed member is allowed to run again for office.

The removed board shall continue to serve until the results of the election are announced the day thereof; at that point the newly elected Board shall immediately assume office.

An Election Commissioner may not run for a Board position.

6. A group constituting twenty-five percent (25%) of the members may together at any time submit a petition to impeach an individual member of the Board. The procedure for removing an individual Board member shall be the same as that for removing the entire Board. An impeached Board member may run again for any office in any election of the Association.
7. If an officer should resign their post for any reason, or shall become incapacitated, an election according to the standard rules listed above shall be held at the next general meeting. If the President should prematurely leave office, the Vice-President shall have all the rights and responsibilities of the President's position until a new President is elected. If both the President and Vice-President resign or are otherwise unable to fulfill the duties of the Presidency, the Board may elect a temporary President and an Election Commissioner is to be appointed to administer the special election.

## **ARTICLE X. BYLAWS**

1. The Bylaws shall at all times reflect the current working orders of the Association. The Bylaws are intended to be malleable and change with the Association, not to keep the Association to one method when another might work best. The Bylaws are intended to illuminate the inner workings of the Association and keep the administration clear, not to codify and limit what the Association may do.
2. The Bylaws shall contain the following definitions and specifications at all times. No proposed change that removes any of the following definitions and does not replace them with another

bylaw sufficient to the standards of the Constitution shall be enacted. Constitutionally mandated bylaws shall have changes go into effect a month after such changes are voted through.

1. A definition of “announcement” shall at all times exist in the Bylaws of the Association. "Announcement" shall consist of some method of directly contacting all members, by a messaging system or some other means.
2. A definition of “regular Board meeting” shall at all times exist in the Bylaws of the Association. Such meetings should occur at regular intervals throughout the Board’s elected term.
3. A definition of “membership quorum” shall at all times exist in the Bylaws of the Association. The specific definition shall be in keeping with the spirit of a membership-based cultural organization.

#### **ARTICLE XI. AMENDMENTS**

1. This Constitution may be amended by a two-thirds majority during a regularly scheduled Board meeting. The proposed amendments must be announced at least fourteen (14) days prior to the meeting date.
2. Any group comprising ten percent of all members may propose an amendment to the Constitution.
3. Amendments to the Constitution shall always be the first order of business at any meeting when they are to be considered. They must be voted upon in the meeting when they are first considered-- no amendment shall be kept as unresolved business between meetings.

#### **ARTICLE XII. RATIFICATION**

1. This constitution was ratified by a unanimous vote of the Executive Board on February 18, 2002.

## **BYLAWS**

### **1. Definitions**

- 1.1. *Announcement*: An item shall be considered "announced" to the entire membership if it is:
  - 1.1.1. E-mailed out to all members whose e-mail addresses are on file with the Association
- 1.2. *Regular Board Meeting*: The Board shall have its regular meetings once every month, on the Sunday closest to the 15<sup>th</sup> of the month, through a conference call or in person if possible. The meeting shall start at 9:00 am Eastern Standard Time. ???
- 1.3. *Quorum*: Fifty percent (50%) of the then-current members shall constitute a "quorum" of the Association.
- 1.4. *Membership Dues*: Individuals eligible for membership in the Association are required to pay \$50 per annum in membership fees before they can be considered a member. Individuals eligible for membership who are currently enrolled as full-time students in a university program may pay a reduced fee of \$30 per annum.
- 1.5. *Membership Term*: Paying the membership dues shall entitle the individual to a one-year membership in the Association, commencing on March 1<sup>st</sup> of the current year, and ending on the last day of February of the next year.