

AMERICAN SOCIETY OF ENGINEERS OF INDIAN ORIGIN



ASEI

Constitution & Bylaws

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American Society of Engineers of Indian Origin

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AMERICAN SOCIETY OF ENGINEERS OF INDIAN ORIGIN

(ASEI)

CONSTITUTION AND BYLAWS

PREAMBLE

We, the engineering, technology, and other allied scientific professionals connected with India by birth, education, or ancestry, and residing in North America have felt the need to organize an association for the pursuit of the enhancement of our technical, professional, and educational activities. Therefore, we, hereby establish an organization to be called American Society of Engineers of Indian Origin (ASEI) and adopt the attached Constitution and Bylaws originally adopted on August 24, 1983 in Detroit, Michigan, U.S.A. with subsequent amendments as noted on the title page.

CONSTITUTION

ARTICLE I. NAME

The name of this organization shall be American Society of Engineers of Indian Origin (ASEI).

ARTICLE II. PURPOSE

The society shall be a non-profit professional organization primarily engaged in the pursuit of the enhancement of technical, professional, and educational activities to its members, and pave the way for global networking and exchange of knowledge with other countries.

The society shall be registered with the state of Michigan as a non-profit educational and professional organization.

ARTICLE III. MEMBERSHIP

Any engineer, scientist, technologist, or professional in any scientific or allied field (including fields of all natural sciences, information technology, and architecture) of Indian or non-Indian origin of good professional standing shall be eligible to become a member of the society. The eligibility of the membership admission shall be as defined in the bylaws.

There shall be five categories of members, as follows:

1. Basic Member: Shall be the one who is on the ASEI email database and attends ASEI events. There is no fee for the Basic Membership. The Basic member is not eligible to hold any position in the local or national board of directors The Basic member is not eligible to vote for any ASEI operations related matters
2. Professional: Shall be the one who meets the above general requirement and pays the dues annually.
3. Life Member: Shall be the one who meets the above requirements and paid one-time life membership dues.
4. Student Member: Shall be the one who is studying full-time in an accredited institute to be an engineer, scientist, technologist, or allied professional.
5. Honorary Member: Shall be the one, who because of his / her outstanding contribution to the society, has been elected by the national board of directors to become an honorary member of the society.

All members shall pay annual dues except Basic Members, Student Members, Honorary Members and Life Members. The annual dues shall be as defined in the bylaws.

ARTICLE IV ORGANIZATION

The organization of the society shall consist of two levels: One level shall be called “National Level” and the second level shall be called “Local Level.”

The national level organization shall consist of a board of directors elected from the active membership of the society. The overall responsibility of the society shall be vested within the national board of directors. The national board of directors sets the vision, mission as well as organizational policies and long-range plans. It has the fiduciary responsibility to ensure proper governance to meet all applicable laws and meet ASEI vision and mission.

The national board of directors shall appoint the executive committee consisting of four members to whom the board will delegate the responsibility of the day-to-day operations of the society. The board may also appoint other committees as required for specific tasks as deemed necessary.

The local level organization shall consist of various chapters formed by the members of the society in various geographically contiguous communities. These chapters with their locally elected board of directors and the executive committee will operate to meet the needs of the local chapter.

ARTICLE V NATIONAL LEVEL ORGANIZATION - THE BOARD OF DIRECTORS

Section V.1 Number

The board of directors shall consist of fifteen elected members. Additionally, local chapter presidents will automatically become board members for the duration of their individual term at the chapter level. All members will be voting members. Every year, approximately 1/3rd of the elected members of the board shall retire after completing their three-year term and their positions shall be filled with the same number of newly elected directors. The board can vote to increase or decrease the number of elected board members. The quorum for a meeting shall be defined as 51% of the total number of Active National Board members. Active National Board members are those who have not missed three consecutive Board Meetings. If the board member cannot attend three consecutive board meetings without any formal explanation, then the board member should voluntarily resign from the board of directors.

Section V.2 Election of the Board Members

The election of the new board members shall take place annually before the end of the calendar year. All board members have to be elected by local members and the new roster shall be submitted to the National board by the end of February for it to be valid. The newly elected board members along with the continuing elected members and the local chapter presidents will serve as the board of directors for the next calendar year. The election process is defined in article VII.

Section V.3 Responsibilities of the Board of Directors

The overall duties of the board of directors shall include:

- a. To appoint several standing committees such as the Executive Committee, the Nominating/Election Committee, National Convention Committee, Awards Committee, Audit Committee, Long Range Planning Committee, Constitution and Bylaws Committee, and other Ad-hoc Committees for special tasks.
- b. To promote the goals of the society and spread society's operations by helping establish new chapters.
- c. To maintain good communication with membership of the society.
- d. To develop missions and titles of various standing and ad-hoc committees to be appointed by the executive committees for obtaining approval of the board.
- e. To guide the local chapters to develop activities helpful for their membership.
- f. To appoint chairpersons of these committees with prior consent of the board.
- g. To maintain the financial and professional integrity of the society.
- h. To develop general policies and procedures for the board appointed committees.
- i. To discuss and approve the yearly budget or any special budget needs developed and presented to the board by the executive committee.
- j. To discuss and approve the mission and the appointments of the chairpersons of various committees appointed by the executive committee.
- k. To evaluate the performance of the board appointed committees and review their major decisions.

- l. To authorize legitimate corporate indebtedness, to review and discuss audit committee report and hire outside CPA firm to audit the society's financial records, if required.
- m. To maintain the highest ethical conduct.
- n. To maintain 75% attendance of board meetings.

ARTICLE VI. NATIONAL LEVEL ORGANIZATION – COMMITTEES APPOINTED BY THE BOARD OF DIRECTORS

The board of directors shall appoint the following standing committees every year and other ad-hoc committees as needed. These committees shall function within the guidelines established by the board and shall report to the board periodically about their activities.

Section VI.1 The Executive Committee

The board of directors shall appoint the executive committee consisting of four members. The four members of the executive committee shall be president, vice-president, treasurer and secretary.

The chapter presidents who are board members are not eligible to be the members of the executive committee. However, the chapter presidents who are board members shall have equal voting rights as the elected members.

The president and the vice-president shall be elected from the board of directors, in the beginning of the calendar year for a term of one year for carrying out the day-to-day operations of the society. The president and the vice-president can nominate the secretary and the treasurer (for the term of one year) from the board members and submit to the board for their approval.

The members of the existing executive committee can be re-elected for the next term. The maximum term for any of the members of the executive committee shall not exceed three consecutive years.

The president shall have overall responsibility of running the society's day-to-day operations at the national level. He/she will preside over the meetings of the executive committee. He/she will present to the board of directors the following for approval:

- a. Annual budget.
- b. Any special budget.
- c. Title and missions of the standing and ad-hoc committees to be appointed by the executive committee.

- d. Names of the chairpersons of those committees.
- e. Report on the activities of the society at regular board meetings.

The vice-president shall have the same responsibilities as those of the president when the president is not present.

The treasurer shall maintain the society's accounts and present it to the board at its regular meetings and to the general membership once a year. He/she shall collect the membership dues and help develop the annual budget. The treasurer is also responsible for filing annual taxes with the IRS.

The secretary shall maintain the minutes of the meetings of the board and executive committee, and maintain other contacts and correspondence as requested by the board and the president of the executive committee.

The overall duties and responsibilities of the executive committee shall include:

- a. To run the society at a national level on a day-to-day basis.
- b. To maintain membership records, to review membership applications, to grant society's membership to the qualified applicants.
- c. To appoint members of these committees.
- d. To maintain contact with and receive reports from the local chapters.
- e. To collect a share of annual dues from the chapters as described in Article VII of the bylaws.
- f. To arrange and to organize society's national annual conventions, hosted by an ASEI chapter.
- g. To maintain ASEI publications like: website, newsletter, national convention souvenirs, audio / videotapes and press releases.

Section VI.2 The Election Committee

This committee shall be appointed by the board of directors for conducting elections for the upcoming vacancies in the board and conduct national level elections as defined in article VII.

The committee shall consist of at least three members. These members shall not be candidates for any office of the society for the upcoming election. The board will designate one of the

members of this committee as chairperson of the committee. The chairperson should be one of the eligible National board members and should not be a chapter president.

Section VI.3 Audit Committee

This committee of at least three members shall be appointed by the board of directors to audit and to certify the society's financial records. If necessary, the committee may recommend that an independent CPA firm be hired for this purpose.

Section VI.4 Constitution & Bylaws Committee

This Committee shall consist of at least three members, appointed by the board of directors. All amendments to the constitution or the bylaws shall be reviewed by this committee, which will recommend final wordings for the proposed changes to be voted on. If there is some question regarding the interpretation of the constitution or bylaws, this committee's interpretation shall be considered final.

Section VI.5 Long Range Planning Committee

The board of directors shall appoint this committee of at least three members to develop long-range goals and objectives of the society and propose policies and procedures to achieve them for board's approval and adoption.

Section VI.6 Awards Committee

The board of directors shall appoint this committee of at least three members designating one member as the chairperson of the committee. This committee shall be responsible for selection of the candidates for the final list for the various ASEI awards and scholarships. The committee's recommendation along with proper documentation will be forwarded to the board for approval.

Section VI.7 Other Committees

The board of directors may appoint other committees as required.

ARTICLE VII. ELECTION OF THE BOARD OF DIRECTORS

The election of 1/3rd new board members shall take place every year. The newly elected members along with the continuing members shall start functioning from January 1 of the following year as board for that year. The board member can serve for a term of three years. The retiring board member has to reapply after the 3-year term. There is no term limit for serving on the board. All National and Chapter executive/board members must be paid life members.

The election committee shall be responsible to conduct the election. The election committee shall solicit nominees from the chapter presidents. The chapter presidents shall solicit nominees from their chapter members via open invitation and submit the names of the nominees including their bio data to the election committee. The chapter presidents shall also submit lists of their chapter members to the election committee.

The election committee shall submit the names of all nominees and the membership lists to the executive committee.

All paying members of ASEI shall be entitled to vote for a nominee from any chapter.

The election shall be held before the end of the calendar year. The election committee, using standard procedures, shall also assist in filling in vacancies created by death, termination, resignation, etc., during the middle of a term.

ARTICLE VIII. LOCAL CHAPTER LEVEL ORGANIZATION

Most of society's activities in which members can participate will be at the local chapter levels.

A group of members, located in a well-defined geographic region, domestic or international, may request the national executive committee to receive a charter to form a local chapter. After determining that a sufficient number of members are enrolled in that geographic area, the national executive committee shall submit the formation of chapter request to the national board of directors for approval.

The local chapter shall receive from the national executive committee a copy of the ASEI Constitution & Bylaws and Standard Operating Procedures for the operation of a new chapter. The local chapter shall conduct its own elections for the chapter board members, elect its own executive committee and sub-committees and shall conduct its own activities within the overall guidelines set by the national executive committee, the national board and in conformance with ASEI Constitution & Bylaws and Standard Operating Procedures. The number of board members shall be nine or more as determined by the local chapter.

The local chapter, once formed, shall retain a part of the national society's dues paid by the members residing in the geographic jurisdiction of the chapter. The exact amount of dues to be retained shall be as per the Article VII of the bylaws, which will be defined by the current national board of directors. Additional funds required by the local chapter for its operations will be raised from the active members of the chapter by establishing active membership dues. All chapters shall submit their annual income and expense financials in the format requested by the National Treasurer for filing yearly taxes latest by Feb 28.

Each local chapter will have an executive committee to conduct day-to-day operations of the society at the local level. If the local chapter is not reporting the yearly financial income and expenses, not following the ASEI Constitution & Bylaws and Standard Operating Procedures, and not following the resolutions of the National Board of Directors, then the National Board of Directors can terminate the current local chapter executive committee and appoint a special committee to run and manage the day to day operations of the local chapter. In the event the National BOD determines that the local chapter is not functioning according to the ASEI Constitution & Bylaws and Standard Operating Procedures then the National BOD can dissolve the local chapter and all the financial accounts and assets will be transferred to the National BOD account.

The president of the local chapter shall submit the names of the chapter members and members of the local executive committee when formed but before December 31, and an annual report on the chapter's activities by March 1 to the national executive committee.

ARTICLE IX. MEETINGS

All meetings of the society will follow Roberts Rules of Order.

The national board of directors will meet at least four times a year. The president of the board or any three board members can also request a meeting by a written notice. Having met the quorum, all decisions will be based on the simple majority of the board members present except the amendment of the constitution and bylaws, which will require more than two-thirds of the board members to carry. Only after a quorum is established, proxy votes, if given in writing, may be accepted to pass a resolution, but proxy votes shall not be counted for the quorum.

The membership meeting, also called as general body meeting, will take place during the society's national conventions. Other committees will set their own schedule of meetings as required.

ARTICLE X. RECORDS

All records of the society shall be maintained by the executive committee at the national headquarters, to be designated by the board of directors.

ARTICLE XI. AMENDMENTS TO THE CONSTITUTION

Amendment to the constitution can be made by the following process:

Any fifty paid members of the society, or the national executive committee or the constitution and bylaws committee or the majority of the board of directors are entitled to suggest amendment and submit in writing to the president of the national board, the exact wordings of the proposed amendment and the reasons for the amendment.

If the usefulness of the proposed amendment is approved by the two-thirds majority of the national board members, the amendment shall be considered approved.

ARTICLE XII. DISSOLUTION OF THE SOCIETY

If it is required to dissolve the society for any reason, it will require two-thirds vote of the general body of ASEI paid members. If the society is dissolved, its assets shall be given to a non-profit professional organization as designated by the board of directors. (General Body can comprise approximately 15% of the total ASEI paid members).

ARTICLE XIII. LIABILITY & INDEMNITY INSURANCE

The board of directors of ASEI National shall have liability and indemnity insurance coverage. ASEI board shall have indemnity insurance specifically against error, omission or decision making by ASEI board of directors in regular conduct of official duties, and any event sponsored by the National board.

ARTICLE XIV. BYLAWS

The board of directors shall adopt a set of bylaws to this constitution by its two-third-majority vote. The bylaws so adopted will define rules, regulations, guidelines, and code of conduct consistent with the constitution for the guidance of the officers, committees, and members. Only the board of directors shall be empowered by two-third-majority vote to alter the bylaws.

BYLAWS

ARTICLE I. NATIONAL HEADQUARTERS

The society's national headquarters shall be at P.O. Box 530728, Livonia, Michigan 48153-0728.

ARTICLE II. MEMBERSHIP REQUIREMENTS

Any engineer, scientist, technologist, or professional in any scientific or allied field (including fields of all natural sciences, information technology, and architecture) of Indian or non-Indian origin of good professional standing shall be eligible to become a member of the society; provided that the applicant is a graduate of a recognized educational institution.

An applicant who is not a graduate of a recognized institution, but has worked for ten years or more in the engineering, technology, or scientific or allied field and is of good professional standing and character will also be eligible for the membership. Student members will be exempt from this requirement.

ARTICLE III. MEMBERSHIP DUES

Annual membership dues shall be as follows:

- | | |
|------------------------|------------------|
| 1. Basic Member | None |
| 2. Professional Member | \$ 50.00 |
| 3. Student Member | None |
| 4. Honorary Member | None |
| 5. Life Member | \$500 (one time) |

The membership dues can be changed by the national board of directors. Annual dues are payable in the month of January. Any member who has not paid dues by March 30 of the year shall not be eligible for voting that year. If the dues are not paid by June 30 of the year, the member shall cease to be an active member of the society. An inactive member may receive reinstatement of his membership after paying fifteen (\$15.00) dollars reinstatement fee in addition to regular dues.

ARTICLE IV. VOTING RIGHTS

Only paid members shall be entitled to vote on each matter submitted to a vote of the membership and shall be eligible for holding offices of the society. All members are eligible to vote except basic members, student members, and honorary members.

ARTICLE V. MEETING QUORUM

Fifty-one percent of the active board or committee members present shall constitute the quorum. A majority vote of the members present at any meeting shall be sufficient to conduct business. Having met the quorum, a majority vote of the board members present at any meeting shall be sufficient to pass resolutions. The president can vote only when the votes are equally divided. During emergency situations, the president of the board of directors is empowered to obtain votes on an issue from the board members by phone, text message and e-mail.

ARTICLE VI. FINANCE & REMUNERATIONS

All work related to the society including travel expenses shall be done on a voluntary basis by the members and officers and no remuneration shall be made without prior approval of the board of directors.

The hired staff of the society, however, shall be paid remuneration as approved by the board of directors. Any unbudgeted payment exceeding \$500.00 should require prior approval of the respective board of directors (National/Chapters). This amount can be changed upon passing of a resolution by the board of directors. In case of dispute with any local issues, the National board will have the final say.

All checks of the society shall be signed by the treasurer or the president of the executive committee.

ARTICLE VII. DISTRIBUTION OF ANNUAL DUES AND SURPLUS FUND FROM THE NATIONAL CONVENTIONS

The local chapter executive committee shall retain the annual membership dues and 50% of the life and corporate membership dues received from the members residing in the jurisdiction of a local chapter. 50% of life and corporate membership shall be distributed to the National. Any surplus fund from the national convention shall be distributed equally between the national headquarters and the chapter hosting the national convention.

ARTICLE VIII. COMMITTEES

The board of directors, the national executive committee and the local chapter executive committees are empowered to appoint any number of committees as required. Certain committees may be required continuously and they shall be called standing committees. Certain

other committees may be required to perform specific tasks within a specified time period; such committees shall be called ad-hoc committees.

All committees formed and appointed by the executive committee shall receive the approval of the board of directors. The titles of several standing committees required normally are listed in Appendix "A".

ARTICLE IX. ACTIVITIES

The activities of the society will continue to expand as required. As a starting point, examples of several activities in which the society's membership can be engaged are given in Appendix "B".

ARTICLE X INDIVIDUAL PARTICIPATION, ACCOUNTABILITY & DISCIPLINARY ACTION

Individuals are elected or appointed to the society boards and committees on the basis of their personal qualifications and their ability to contribute to the work of these groups. In discharging their responsibilities, members of all bodies organized to carry on society's work function independently as individuals and not as agents or representatives of their employers. The individuals must be held accountable to the ASEI Constitution and Bylaws and Standard Operating Procedures. Office bearers of national and local chapter should introduce themselves in public and in print media with legitimate title that they are associated with and should never misuse or misrepresent themselves in any manner or in any form that is offensive and inappropriate for ASEI organization. If misspoken and misrepresented, it should be corrected at the first opportunity it is brought to notice. If a member or members fail to follow this article, disciplinary action will be taken by the board of directors against the person or persons. The action may include expulsion from the executive office or board of ASEI from national and local level.

IMPEACHMENT:

The officials of the National and Chapter ASEI can be impeached by the National board of directors for felony or misdemeanor and for gross and willful violation of ASEI Constitution & Bylaws and Standard Operating Procedures. Impeachment proceedings can be initiated by the National board of directors. The office-bearer or paid member concerned will be provided a written statement of the charges against him/her and given thirty days to reply to the charges. The impeachment charges and replies from the person charged will be circulated to members of the ASEI National board at least 30 days before the meeting of the ASEI National board at which they are to be discussed. Impeachment decisions can be made only with the 75% majority of the ASEI National board members present and voting in a meeting with prior notice concerning this agenda item. An impeached official will lose the right to hold any position in ASEI National or Local Chapter.

SUSPENSION AND CANCELLATION OF:

LIFE MEMBERSHIP: Life Members who are working against ASEI and ASEI Constitution & Bylaws and Standard Operating Procedures can be suspended by a majority vote of the National board of directors for two months. A show cause notice of charges will be given to such Life Member and will be given thirty days to reply to the charges. If there is no satisfactory response or no response at all, the National board can remove such Life Member from ASEI by 75% majority vote of the National board of directors.

APPENDIX A

STANDING COMMITTEES FORMED BY:

I. THE BOARD OF DIRECTORS'

1. Executive Committee
2. Election Committee
3. Audit Committee
4. Constitution and Bylaws Committee
5. Long Range Planning Committee
6. Awards Committee

II. THE EXECUTIVE COMMITTEE

1. Publication Committee
2. Newsletter Committee
3. National Convention Committee
4. Educational Committee
5. Employment Exchange Committee
6. Business Development Committee
7. Publicity Committee
8. Technical Advisory Committee
9. Technical Exchange with India Committee
10. Legal Affairs Committee

APPENDIX B - POSSIBLE ACTIVITIES

1. Prepare membership profile, including their place of graduation and their present status. Restrict distribution to members only.
2. Arrange social gatherings through local chapters of the association including American friends to increase Indo-American relationship.
3. Provide free technical services to the charitable organizations, for the community's welfare.
4. Extend help to new engineering graduates and immigrants by introducing them to relatively well-established engineers. Help them in search of employment.
5. Give recognition to the technical achievements of the members through publications.
6. Establish communications between the technical organization in India and other countries for social benefits.
7. Provide recognition for the Outstanding Engineer: (i) living in the USA; (ii) living in India, every year.
8. Help develop financial benefit packages for members.
9. Organize seminars for sound investment practices.
10. Represent and exchange technical abilities with other professional organizations in the USA and abroad.
11. Arrange seminars and create opportunities for presenting technical papers to be presented at some higher-level conferences.
12. Present the outstanding members to other technical organizations for recognition.
13. Arrange annual conventions of the society at the National and international venues.
14. Hold regular meetings of the local chapters for technical talks and other useful subjects by experts.
15. Establish communications between technical associations in India and other countries for the research and development activities and their planned conferences.
16. Organize seminars and panel discussions to assist members to develop small businesses.
17. Help legitimate cases of discrimination against members.

18. Represent in local, state, and federal governments for benefits, which we feel, were dropped out otherwise.
19. Solve problems like recognition of the engineering degrees from the universities in India, their equivalent grades, etc. Help members in obtaining professional registrations in their states.
20. Provide assistance to engineering colleges in establishing: (1) lectures, (2) ASEI chair and (3) endowment.
21. Establish a network of members, entrepreneurs and consultants engaged in technical activities.
22. Establish a network of engineering students in the U.S.A. and India.
23. Provide financial assistance and/or scholarships to full-time engineering students on national and local levels.

Note: These amendments are general revisions, which supersede the original version.