

AMERICAN ASSOCIATION OF BANGLADESHI ENGINEERS AND ARCHITECTS (AABEA)

**CONSTITUTION OF AABEA
AMENDED IN 1999**

ARTICLE 1: NAME AND LOCATION

Section 1: The name of this Association shall be the American Association of Bangladeshi Engineers and Architects, also inscribed as AABEA in abbreviated form, also referred to as "Association" herein after.

Section 2: The headquarters of AABEA shall be at such a place in North America as permitted by law and the Certificate of Incorporation as may be determined by the AABEA Central Executive Committee, also inscribed as CEC in abbreviated form.

Section 3: The Executive Body of the Local Chapter of AABEA founded in any state, province, or city in North America shall be named as Local Chapter Executive Committee also inscribed as EC in abbreviated form.

Section 4: The Board of Directors of AABEA shall consist of the President of the Local Chapters and the President of the CEC also inscribed as Board in abbreviated form.

Section 5: All Local Chapters shall use the LOGO adopted and approved by the CEC.

Section 6: Members, Associate Members who retain their power of voting, Life Members and Life Associate Members shall collectively be called as General Members.

ARTICLE 2: CONSTITUTION AND BY-LAWS

This Constitution and the attached Bylaws shall regulate the operation of AABEA and shall supersede any and all such previous documents.

ARTICLE 3: AIMS AND OBJECTIVES

The Association shall be a non-profit, non-political, and non-religious voluntary engineering and architectural professional organization organized exclusively for educational, scientific, cultural, and charitable programs. The aims and objectives of the AABEA are:

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Section 1:

- A. To bring together and share ideas, technology, and experiences between engineering and architectural professionals of Bangladesh and North America.
- B. To work towards the advancement of engineering and architectural professions in Bangladesh.
- C. To work towards the advancement of engineering and architectural professions of Bangladeshis in North America.
- D. To provide assistance in job search and career enhancement for its members and affiliates.
- E. To conduct seminars and other educational programs.
- F. To provide mutual assistance and cooperation between AABEA and other non-political associations/societies and institutions.
- G. To help develop feasibility studies of various engineering and technological concerns of Bangladesh.
- H. To collaborate with public bodies and with other societies for the benefit of the engineering and architectural professions as a whole.
- I. To honor any individual/Group who has made significant and outstanding contributions to the profession of Engineering, Architecture and Computer Science.
- J. To carry out any other activities incidental to, or conducive of, the above objectives.

Section 2:

No part of the net earnings or the assets of AABEA shall be used for the personal benefit of or be distributed to its members, officers, or other private persons, except that AABEA shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payment and distribution in the furtherance of the purpose set forth in ARTICLE 3 thereof.

Section 3:

AABEA shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c) (3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law.

Section 4:

AABEA may make contributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Internal Revenue Law or the corresponding provision of any future laws.

Section 5:

The President may issue press release with the approval of CEC/EC. In any special case, where CEC/EC approval is not available the President along with the Secretary may also issue press release to the media.

ARTICLE 4: MEMBERSHIP

Section 1: The membership of AABEA shall consist of Members, Associate Members, Honorary Members, Life Members and Life Associate Members.

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- A. A Member of AABEA shall be a person of Bangladeshi origin with a degree (Bachelors, or Masters, or Ph.D.) in engineering, or architecture, or computer science, or environmental science who is a resident in North America. Any person of Bangladeshi origin having an EIT (Engineer-in-Training) or FE (Fundamentals of Engineering) certificate who is a resident in North America shall be eligible to be a member of AABEA. Any person of Bangladeshi origin having a registration as a Professional Engineer (PE) with any state or province of North America and who is a resident in North America shall also be eligible to be a member of AABEA.
 - B. An Associate Member of AABEA shall be a person of Bangladeshi origin residing in North America who is a student of B. S. engineering, or architecture, or computer science, or an Associate engineering graduate or Diploma Engineering graduate.
 - C. The CEC/EC may grant Honorary Membership to any individual who has made significant and outstanding contributions in preserving the aims and objectives of this organization. Honorary Members will not have the right to vote.

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Section 2: All Members and Associate Members of AABEA must subscribe to the Constitution and Bylaws of AABEA to obtain and retain membership and associate membership in AABEA. Members and Associate Members must have paid their dues, payable on an annual basis. A member may qualify to become a Life Member and an associate member may also qualify to become a Life Associate member upon one time contribution, the valuation of which will be determined by the CEC.

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Section 3: Only Members and Associate Members of AABEA who have paid their dues for the current fiscal year shall be eligible to vote in the election of the AABEA. Life Members and Life Associate Members are always eligible to vote in the election of the AABEA.

The grades of membership of AABEA, the member qualifications, privileges and the requirements for admission etc. shall be specified in the AABEA Constitution and Bylaws.

ARTICLE 5: DUES AND FEES

AABEA dues and fees shall be specified in the Bylaws. Under special circumstances (loss of job, personal financial disaster), the dues and fees of a member/associate member may be waived in part by the EC.

ARTICLE 6: ADMINISTRATION

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Section 1: The general management of AABEA shall be vested upon the CEC.

Section 2: The CEC shall be composed of the following positions:

- i. President
- ii. President Elect
- iii. Secretary
- iv. Treasurer
- v. One Executive Member from Each Chapter.

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Section 3: All Members of the CEC shall be members/Life Members who retain the power to vote.

Section 4: The President Elect of the current term shall be the President for the following term. The election of the officers of the CEC for the following term shall be completed before the end of the present term.

ARTICLE 7: VACANCIES

The existence of a vacancy in the CEC shall be determined according to the Bylaws. The vacancy shall be filled in accordance with the Bylaws.

ARTICLE 8: ELECTION AND TERM OF OFFICE OF THE MEMBERS OF THE CEC

The CEC shall be elected by the general members of the Association for a term of two (2) years and shall rotate alphabetically amongst the Chapters having general members greater than thirty. The position of the President, Secretary and Treasurer shall invariably be from the same chapter. The term will begin on January 1 of first year and will end on December 31 of the following year. The election of the CEC shall be held according to the AABEA Bylaws. Any member of the CEC shall not compete for any position in the CEC for a consecutive third term. Nomination paper submitted to compete for a consecutive third term election by any CEC member shall be invalid.

ARTICLE 9: DUTIES OF OFFICERS OF THE CEC

Section 1: President - The President shall be the Chief Executive Officer of the AABEA and shall perform all duties incident to the Office of the President and such other duties as may be designated by the CEC. The CEC President shall also be the Chairman of the Board of Directors as defined in Article 11 of this Constitution. The President shall preside over all meetings of the AABEA, CEC and the Board. He/she shall make such appointments as are authorized by the Constitution and by the CEC. He/she may sign, with the Secretary, or any other proper officer of the AABEA, authorized by the CEC, all deeds, mortgages, bonds, contracts, or other instruments that the CEC has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the CEC to some other agent of AABEA. With the approval of the CEC, he/she shall designate all official delegates and representatives to other groups, shall appoint such special Ad-Hoc Committees as may be necessary to further the AABEA's objectives, and may discontinue any such committee upon approval of the CEC when its purpose has been served. The President shall be accountable to the CEC and the general members.

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Section 2: President Elect - The President Elect shall perform such tasks as are delegated by the President and the CEC. The President Elect shall perform the duties of the President in his/her absence. The President Elect shall be the President for the following term. The President Elect shall be accountable to the President, CEC and the general members.

Section 3: Secretary - The Secretary, under the direction of the President, shall be responsible for keeping the records of meetings, activities, membership and any other records required by law. He/She shall also be responsible for arrangements of all meetings of the CEC and all other principal meetings of AABEA upon approval from the President. The Secretary shall keep the minutes of the meetings of CEC and perform all duties assigned to him/her by the President and the CEC. He/she shall perform all duties incident to the Office of the Secretary. The Secretary shall be accountable to the President, CEC and the general members.

Section 4: Treasurer - The Treasurer shall keep records of all financial transactions of AABEA, collect a percentage of membership fees from the Local Chapters and all other contributions sponsored by CEC; prepare a financial statement within 30 days of an AABEA sponsored program or function. The Treasurer shall be the custodian of the funds of AABEA. He/she shall prepare the Annual Financial Statement of AABEA and present it in the CEC meeting for approval before submission to IRS. The Treasurer shall be accountable to the President, CEC and the general members.

Section 5: Executive Members - The Executive Members shall perform such tasks as are delegated to them by the President and the CEC. The Executive Members shall be accountable to the President, CEC and the general members.

ARTICLE 10: FINANCE

Section 1: Registration charges may be collected by the CEC/EC for attendance at meetings, symposia, conferences, and conventions sponsored by the CEC/EC. These registration charges may be higher for nonmembers than for members. Money shall be collected by the sponsoring body.

Section 2: Additional income may be derived from such sources as contributions, advertising, expositions, fund raising, and educational programs conducted in accordance with AABEA policy, and sponsored by CEC/EC.

Section 3: Any expenditure must be for the purposes consistent with the objectives and the stated policies of AABEA.

Section 4: Any income of the Association from membership fee or any other source shall be deposited immediately in a bank account in the name of the Association operated by the CEC/EC. The bank account shall be operated jointly by two CEC/EC members; namely, the President and the Treasurer. In case the President expresses his/her unwillingness the CEC/EC shall assign any CEC/EC member to operate Bank Account along with the Treasurer. In special circumstances the General Council of the Local Chapter may increase the number of signatories in addition to the President and the Treasurer to operate a separate bank account in the name of the Association for any special purposes such as buying a house etc.

Section 5: All withdrawal of funds and expenses of the Association shall be incurred in accordance with the decisions of the CEC/EC. All expenses shall be approved by the CEC/EC. Proper receipts shall be submitted by a CEC/EC member for reimbursement of any expense incurred by him/her on behalf of the Association.

Section 6: By January 31st the local chapter President and Treasurer shall submit the annual income and expenditure report to the CEC Treasurer with a copy to the CEC President. The CEC Treasurer shall compile all the reports received from the Chapters and prepare the Annual Financial Statement. The Annual Financial Statement shall be audited by an auditor appointed by the CEC before submission to the IRS. The EC shall also present the Annual Financial Statement to the General council meeting.

ARTICLE 11: BOARD OF DIRECTORS

Section 1: A Board of Directors of AABEA shall consist of the Presidents of the local chapters and the CEC President. The President of the CEC shall be the Chairman of the Board of Directors of AABEA. The Board shall designate one Director as the Managing Director.

Section 2: The Board shall provide policy guidelines within the context of the Constitution and Bylaws of AABEA. The Board shall interpret Constitution and Bylaws. The Board shall also review and forward to the CEC for approval the proposed amendments of Constitution and Bylaws, Local Chapter formation, election process, disciplinary actions, membership criteria, fee, and any changes to it.

Section 3: The Board shall review the policies to conduct business with the media, to deal with national and international technical issues, regarding relationship with other professional organization, and to generate revenue and raise funds.

Section 4: The Board shall oversee the AABEA scholarships to be offered, contribution to charities.

Section 5: The Board shall act as a watchdog of the CEC/EC effectiveness and as a commission to resolve disputes.

Section 6: The Board shall convene one per quarter or at least twice per year Board meetings. The Managing Director shall be responsible to arrange the meetings, prepare the agenda in consultation with the Chairman and circulate it to the Directors at least four weeks ahead of the meeting. The locations of the Board meeting shall be determined by the Managing Director/Chairman. An emergency Board meeting can be called by the Chairman or the Managing Director with a majority decision using paper/electronic documents. The quorum for the Board meeting shall require a majority of the Board members to be participated. Teleconferences among the Board members can also be construed as a Board meeting.

Section 7: All decisions in the Board meeting shall follow democratic process. Each director shall have only vote. Matters relating to Constitution and Bylaws, censorship, and disciplinary actions shall require participation of two third of the Board members, and a decision shall require a minimum of three fourth participating Board members vote. All other proceedings shall be adopted on simple majority. The Chairman of the Board shall break the tie. For issues relating to the Chairman of the Board, the Managing Director shall chair the Board meeting.

Section 8: If issues relating to any Board member come to a vote in the Board meeting, he/she shall abstain himself/herself from voting.

Section 9: The Board shall actively seek collaborations with other professional organizations and relate it back to the CEC for implementation. Should the Board receives any formal request, it must immediately refer it to the CEC.

Section 10: The Board shall not interfere with the day to day activities of the CEC, its meetings, agenda, and resolutions. The Board shall not solicit or have direct correspondence with any AABEA Local Chapter, and shall not interfere with Local Chapter affairs. The Board shall not take sides in any dispute and shall not bring to bear any action without due process.

ARTICLE 12: MEETINGS OF THE CEC.

Section 1: The time and place of all meetings shall be decided by the President/CEC. The CEC shall convene at least once every quarter or as often as needed to conduct business. The Secretary upon approval from the President shall serve a notice for convening of the CEC meeting at least 7 days prior to the date of the meeting. All CEC members shall participate the meeting. Special meetings may be called by the President or by the majority of the CEC members. In absence of the President, the President Elect shall preside over the special meeting called by the majority of the CEC members. In absence of the President and President Elect, a CEC member with the consent of the majority of the participating CEC members, shall preside over the special meeting called by the majority of the CEC members. An emergency meeting may be called on a 48 hours notice.

Section 2: Majority of the CEC members' participation is required to form the quorum of the meeting. Teleconference among the CEC members can also be construed as a meeting of the CEC. Participation in a CEC meeting by a CEC member is mandatory. If a CEC member deliberately does not participate three consecutive meetings, the CEC may decide to initiate a disciplinary process as outlined in the By laws of AABEA. Decisions shall be taken on simple majority basis by the participating CEC members.

ARTICLE 13: CONVENTION

Section 1: There shall be at least one convention during the term of the CEC at a place and date designated by the CEC. Notice of the time and place of the convention shall be mailed to all officers, general members and honorary members at least one (1) month prior to such convention. At least one technical session shall be arranged during the convention of AABEA. Additionally, the convention shall also conduct the following business:

- A. Consideration and adoption of the Biennial Report;
- B. Consideration and adoption of the Financial Statement;
- C. Any other matter as specified by the CEC and/or suggested by the general members.

ARTICLE 14: AMENDMENTS

Section 1: Amendments to this Constitution and the attached Bylaws can be made by the general membership only. Thirty (30) general members of AABEA are entitled to submit any proposed amendment to the CEC. If the CEC after reviewing accepts the proposed amendment, the amendment shall be placed on ballot once in two years. If the CEC rejects the proposed amendment, the general members shall be informed of the decision within one month. The general members may then refer it to the Board, whose decision shall be bindings to the CEC.

Section 2: A copy of the proposed amendment or amendments shall be mailed with a ballot to general members at least thirty days before the date designated for counting the ballots. Ballots must be received and counted by a committee formed by the CEC and approved by the Board.

Section 3: A vote of at least three-fourths of all ballots cast in favor of the amendment, provided the total number of those voting is not less than fifty percent of the total number of general members of the Association shall be necessary for adoption. All general members shall be notified of the adoption or rejection by mail within forty- five days from counting.

Section 4: Any future Amendment to this Constitution and Bylaws shall take effect immediately after adoption, but if by amendment an elected person is changed in status or the number of elected positions is reduced, each elected person shall continue to serve until the term expires.

ARTICLE 15: LOCAL CHAPTERS

Section 1: Local Chapters of AABEA may be formed to provide members with a tangible local expression of AABEA aims and objectives and to maximize the membership involvement in the affairs of the Association. Local Chapters shall promote activities within the scope of the Association.

Section 2: Local Chapters may be founded in any state, province, or city in North America. The minimum number of members for any Local Chapter shall be ten.

- Section 3: All Local Chapters shall be bound by the Constitution and Bylaws of AABEA. Each Local Chapter can have its own Bylaws provided that the Local Chapter Bylaws shall not have any conflict with the Constitution and Bylaws of AABEA. Local Chapter members shall automatically become members of the central organization of AABEA.
- Section 4: Each local chapter shall obtain registration/permission from its respective state as a branch of the parent organization to operate legally as required by the law of the land.
- Section 5: Each local chapter shall use the EIN of the parent organization to operate bank account. Under any circumstances no chapter can have a different EIN.
- Section 6: The number and position designation of the EC shall be a minimum of President, President Elect, Secretary, Treasurer and three Executive Members. The EC in addition to these may create and adopt additional positions and may increase the number of EC members through local chapter Bylaws duly ratified by its general members. The election of officers of the EC for the following term shall be completed before the end of the present term.

ARTICLE 16: DUTIES OF OFFICERS OF THE EC.

- Section 1: **President:** The President shall be the principal elected official of the Local Chapter and shall be so recognized at all affairs, programs and activities of the Association. He/She shall preside over all meetings of the Local Chapter and the EC. He/She may sign, with the secretary, or any other proper officer of the Local Chapter authorized by the EC, all deeds, mortgages, bonds, contracts or other instruments which the EC has authorized to be executed in the EC meeting, except in cases where the signing and the execution thereof shall be expressly delegated by the EC to some other agent of the Association. He/She shall designate all official delegate and representatives to other groups with the approval of the EC. He/She shall appoint special Committee as approved by the EC to further the Association objectives. He/She may discontinue any such committee with the approval of the EC when its purposes have been served. The President shall be accountable to the EC, general members of the Local Chapter and CEC.
- Section 2: **President Elect:** The President Elect shall perform the duties of the President in his/her absence. He/She shall perform such tasks as are delegated by the President/EC. The President Elect shall be the President of the following term. The President Elect shall be accountable to the President, EC and the general members of the Local Chapter.
- Section 3: **Secretary:** The Secretary shall keep the minutes of the meetings of the Local Chapter and the EC. The Secretary should place the minutes of the meetings to the next EC meeting for approval. The copies of the approved minutes of the General Council meeting shall be distributed to all general members of the Local Chapter. Secretary shall prepare the agenda for each EC and General Council meeting in consultation with the President and notify the General members about time and place of the meeting upon approval of the President. He/She shall prepare an annual report for the General Council. The Secretary shall be responsible for correspondence of the Association and shall maintain all official records and perform any such task as delegated by the President/EC. He/She shall be accountable to the President, EC and general members of the Local Chapter.

Section 4: Treasurer: The Treasurer shall receive and be the custodian of the funds of the Local Chapter. He/She shall perform any such task as delegated by the President/EC. He/She shall make a complete financial report at the annual general meeting of the Local Chapter. He/She shall maintain an accurate and current record of all receipts and disbursements of funds. Treasurer shall deposit all funds received on behalf of the Association in the bank account. He/She shall be one of the signatories of the Association's bank account. No officers of the Associations are permitted to withdraw Association's fund by using Automatic Teller Machines (ATM). Treasurer shall be accountable to the President, EC and the general members of the Local Chapter.

Ken. O'Farrell

Section 5: Executive Members: They shall attend the meetings of the EC and participate in all its activities. They shall perform any other duties and/or responsibilities assigned by the President and the EC. Executive members shall be accountable to the President, EC and the general members of the Local Chapter.

ARTICLE-17: LOCAL CHAPTER MEETINGS:

Section 1: The President or the Secretary upon approval from the President/ the majority of the EC members shall call the EC meeting serving a notice at least five days prior to the date of meeting. The time and place of all meetings shall be decided by the President or the Secretary in consultation with the President/the majority of the EC members. The President, in consultation with the EC members or upon receiving a written request from the majority of the EC members, shall call the General Council meeting. The meeting notice shall be mailed to the General Members of the Chapter at least one month prior to the date of meeting. He/She shall also call General Council meeting if a fifty one percent (51%) good standing membership or 30 good standing general members of the Chapter whichever is less (membership dues paid for the previous year or current year shall be considered as good standing) submit a written request to hold a General Council meeting. Upon receipt of written request from general members, the President either serve a notice of the emergency General Council meeting within two weeks or seek instruction from the CEC, failure of which the general members may refer the case to the CEC with a copy to the Board. The CEC may put the President under temporary suspension and refer the matter to the Board for investigation and trial. Any general member of the chapter can request to address an issue of the Association by writing a letter to the President The President/EC members shall bring that issue on the agenda for the discussion in the EC meeting. The EC shall meet at least four (4) times a year, or as often as needed to conduct business. There shall be at least one General Council meeting every year at a place and date designated by the EC or the President. Notice of the time and the place of General Council meetings shall be mailed to general members at least one month prior to such meetings. Emergency EC meeting and emergency General Council meeting may be called by the President upon written request from majority of the EC members with a short notice (48 hours for EC meeting and 10 days for General Council meeting).

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Section 2: Presence of the majority of the EC members is required to form the quorum of the EC meeting. Fifty one percent (51%) of the total general members of the chapter or thirty five (35) general members whichever is less shall constitute the quorum in General Council meeting.

Section 3: Resolution of the EC meeting shall be adopted on the basis of the simple majority votes of the EC members present in the meeting provided the quorum is maintained throughout the meeting. The Presiding officer shall have the right to break a tie.

Section 4: Resolution of the General Council meeting shall be adopted on the basis of the simple majority votes of the General Council members present in the meeting provided the quorum is maintained throughout the meeting. The presiding officer has the right to break a tie.

Section 5: The President shall preside over the meeting. In absence of the President, the President Elect shall preside over the meeting. In absence of the President and President Elect, the EC, with the majority of votes, shall decide an EC member to become the next presiding officer to conduct the meeting. The presiding officer shall adjourn meeting on the majority votes of the EC members present in the meeting. If for some reasons, the presiding officer leaves the meeting before it is adjourned, the next officer, as per this Section, shall preside over the meeting for the remaining period of time, provided the quorum is maintained throughout the meeting.

ARTICLE 18: GOVERNANCE

All proceedings for conducting business of AABEA shall be governed by the established Parliamentary Procedure as follows:

- A. The necessary quorum as specified in this Constitution shall be maintained in all meetings to transact the general business of the Association.
- B. In transacting general business, a motion is passed if a majority of the votes cast is affirmative.
- C. Robert's Rules of Order, Latest Revision, shall apply in the absence of specific provisions in this Constitution and Bylaws.

ARTICLE 19: INDEMNIFICATION

Section 1: **Conflict of Interest** - All persons either elected or appointed to an AABEA office (including but not limited to CEC/EC, standing committee,) prior to acceptance and during tenure of that position, shall avoid situations and activities where their personal interests could conflict, or reasonably appear to conflict, with the interests of AABEA. A conflict of interest is any opportunity for personal gain apart from normal reimbursement of expenses in accordance with AABEA policy. In the event that a person elected or appointed to an AABEA office finds himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the governing body of the unit of AABEA in which he or she holds office and excuse himself or herself at all meetings from any deliberations or vote on the matter giving rise to the conflict of interest.

Section 2:

Indemnification - AABEA shall indemnify each person who serves as a duly authorized voluntary member against reasonable expenses, including without limitation attorney's fees and judgments, actually incurred by such person in connection with the defense of any action, suit, or proceeding to which such person is made or threatened to be made a party by virtue of such service; provided (i) that such service is found by the executive committee to have been duly authorized and is not found by the executive committee to have been taken in bad faith or in a manner inconsistent with the aims or objectives of AABEA as expressed in the Constitution and By-Laws, or resolutions duly adopted by the executive committee and (ii) that such indemnification is not prohibited by law. The foregoing right of indemnification shall not be exclusive of other rights to which such person may be entitled.

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ARTICLE 20: DISSOLUTION

Upon the dissolution of AABEA, the elected officials shall, after paying or making provisions for the payment of all the liabilities of AABEA, dispose of all the assets of AABEA exclusively for the purpose of AABEA, in such manner, or to such organizations organized exclusively for charitable, cultural, 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 1954 or the corresponding provision of any future United States Internal Revenue Law, as the elected officials decide. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction of the county in which the principal office of AABEA is then located, exclusively for such purposes or to such organization or organizations as said court shall determine to be organized and operated exclusively for such purposes.

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END OF CONSTITUTION OF AABEA.

Signature of Dr. Sufian A. Khondker
Dr. Sufian A. Khondker, P.E.
President, AABEA CEC.

Signature of Mohammed A. Zaman
Mohammed A. Zaman
Treasurer, AABEA CEC.

Signature of Mukhles Bhuiyan
Mukhles Bhuiyan
President, Elect, AABEA CEC.

Signature of Mohammed A. Hakim
Mohammed A. Hakim, P.E.
Executive Member, AABEA CEC.

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Signature of Mahmudur Rahman
Mahmudur Rahman
Secretary, AABEA CEC

Signature of Md. Nurul Haque
Md. Nurul Haque.
Executive Member, AABEA CEC.

Signature of Kem Mashiur Rahman
Kem Mashiur Rahman
Past President, AABEA CEC

BY-LAWS OF AABEA

BY-LAW 1: MEMBERSHIP

- Section 1: The local chapter President shall approve the membership application provided the applicant is qualified as per Section 1 & 2 of Article 4 of the AABEA Constitution. In special circumstances or in case any dispute he may refer the membership application to the CEC for approval.
- Section 2: All general members of AABEA shall have equal rights and privileges as stated in this constitution and shall have the right of voting in the Association affairs. Life members and members who retain their power of voting are eligible for serving on committees. General members may initiate consideration of Constitutional amendments by petition as prescribed in the Constitution and in these Bylaws.
- Section 3: General members shall receive without additional fee the Association's newsletter and any other publications.
- Section 4: General members shall receive prior notice of all general membership meetings, convention and special technical conferences intended for the general membership and sponsored by or under the auspices of the Association, except for business meetings of the CEC/EC or standing committees/Ad-Hoc committees/Subcommittees.
- Section 5: General members may attend and participate in all Association technical meetings, conferences, symposia, and business meetings, provided the prescribed registration charges, if any, have been paid.
- Section 6: Annual AABEA dues and fees become due each January 1. To maintain membership/associate membership in AABEA and exercise its privileges, the member/associate member must remit all AABEA dues and fees in accordance with the provisions of these Bylaws.
- Section 7: The Honorary Members shall have the rights and privileges of Members except the right to vote and to serve in an elective capacity. They may serve in appointive capacities within the Association.

BY-LAW 2: LOCAL CHAPTERS

- Section 1: Local Chapters of AABEA shall be formed according to Article 15 of the Constitution.
- Section 2: A prospective member/associate member shall become a member/associate member of the AABEA through the Local Chapter of his/her geographic location. If a Local Chapter does not exist in the geographic location of the prospective member/associate member, then he or she shall become a member/associate member of the AABEA through the Local Chapter nearest to his geographic location.

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Section 3: The EC shall be responsible for the day to day operation of the Local Chapter, such as raising of funds, its budget and expenses, membership database of the Chapter, arrangement of technical and other events, and all other activities related to the Local Chapter as permitted by the AABEA Constitution and Bylaws.

Section 4: To increase the professional activities of a Local Chapter, it may participate/collaborate with corresponding Professional Associations in a local level as long as such participation/collaboration is mutual and do not, in any form or manner contradict the AABEA Constitution, its Bylaws, and policies.

Section 5: The Local Chapter shall inform the CEC in writing the existence of such collaborations.

Section 6: In January of each year, each Local Chapter Treasurer shall transmit to the CEC Treasurer an Income/Expense statement for the previous calendar year. This statement shall cover itemization of all income and expenses of the Chapter and shall be used by the CEC Treasurer for tax return purposes.

BY-LAW 3: DUES AND FEES

Section 1: AABEA annual membership period shall be January 1 to December 31st of each year and fee is nonrefundable. Membership fee shall be due on the first day of each year and shall be paid within 31st December except election year. In election year, the cut-off date shall be 31st October.

Section 2: Individuals not paying the membership dues by the cut-off date of the membership year shall cease to exist as a member/associate member and shall not be eligible to participate in the election of that year. A member of the CEC/EC shall cease to retain his/her position in the committee as well as membership of the Association if he/she does not pay the membership dues by the same cut-off date of the membership year.

Section 3: The general members of the Association shall be informed of the cut-off date by the respective EC not less than one (1) month in advance of the cut-off date through bulletins, newsletter, and/or general mailings.

Section 4: The amount of annual membership fee shall be fixed by the AABEA Board of Directors. The annual membership fee will be same throughout North America in a given year. A standard membership application form shall be adopted by all local chapters as approved by the CEC.

Section 5: Local Chapters shall contribute twenty percent of the money collected as membership fee to the CEC. This money will be used to cover the expenses of the parent organization. The remaining money collected as membership fee will stay with the Local Chapter to cover its own expenses. The EC shall also transmit annually a copy of the updated membership list of the Chapter to the CEC. The Board may change the percentage of contribution of the local chapter if required. The Local Chapter shall transmit the specified CEC share on quarterly basis.

BY-LAW 4: COMMITTEES

Section 1: All standing committees shall be appointed by the CEC and EC respectively. The standing committees shall be appointed to carry out specific tasks of the Association as allowed in the Constitution and Bylaws. The standing committees of AABEA listed here shall report directly to the CEC and EC through their appointed respective Chairpersons.

Section 2: The standing committees shall be:
Membership Committee
Professional Advancement Committee
Fund Raising Committee
Publication Committee
Professional Assistance and Job Search Committee
Constitution and Bylaws Committee
Any Other Committee deemed necessary by the CEC/EC, which shall be called the Ad-Hoc Committee or Subcommittee. The President/ EC is not authorized to dissolve any such committee formed in the general meeting by the general members.

Section 3: Each of the standing committee, ad hoc committee, or subcommittee shall consist of a chairperson and a minimum two members.

BY-LAW 5: RESIGNATION AND VACANCIES

Section 1: The President of the CEC and EC may resign by issuing a letter to the CEC and EC respectively. Any other member of the CEC, EC, Board, standing committee, ad hoc committee, or subcommittee may resign by notifying in written to the President of the CEC or EC as deems to be appropriate. Once the resignation is accepted the member who just resigned shall formally hand over his/her responsibilities and properties of AABEA to a person nominated by CEC/EC within thirty days of the acceptance of the resignation.

Section 2: Vacancies for the position of the Secretary, Treasurer, in the CEC/EC office shall be filled by a CEC/EC member in a properly called CEC/EC meeting on the basis of decision of the majority CEC/EC members. Vacancy caused by a CEC/EC member shall be filled from general membership appointed by the CEC/EC. Vacancy caused by the President of the CEC and EC shall be filled by the CEC President Elect and the EC President Elect respectively. Vacancy caused by the CEC/EC President Elect shall only be filled by a subsequent election.

BY-LAW 6: ELECTIONS

Section 1: The AABEA administrative year shall begin January 1. All elected and appointed officers shall begin their terms on that date and serve the prescribed term.

Section 2: The duration of service for the CEC/EC shall be two (2) years, from January 1 of one calendar year to December 31 of the following calendar year. The CEC/EC shall be elected once in every two years. The election of the CEC/EC shall take place between the period of October 1 and December 31 of the election year. In case of unforeseen situations, if elections are not held by December 31, the tenure of the CEC/EC shall extend by one month. For further extension Board's consent shall be required.

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- A signature at the bottom left, possibly "Shunden".

Edm. Q. Lam
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S. Shunder

- Section 3: The CEC/EC shall appoint an Election Commission by consisting of a Chief Election Commissioner and two Election Commissioners. The CEC/EC shall provide a fixed election schedule to the Election Commission. The Election Commission shall be responsible for conducting the election for the CEC/EC as per time schedule. For any re-scheduling the approval from CEC/EC shall be needed. The EC is not authorized to change any election schedule fixed in the General Council meeting by the general members. The Chief Election Commissioner and the two Election Commissioners shall not be members of the CEC/EC, members of the Board, and shall not have any conflict of interest with the election or the organization. In the event of inability of the Chief Election Commissioner, the two Election Commissioners shall jointly perform the duties of the Chief Election Commissioner.
- Section 4: Only members and associate members of AABEA who have paid their dues for the current fiscal year on or before the cut-off date and life members/life associate member shall be eligible to vote in the election of the CEC/EC. The President of the local chapters shall transmit an updated copy of the voter list to the CEC and the Election Commission after the cut-off date has passed.
- Section 5: The respective Election Commission shall send mails with nomination papers to general members of the Association asking for submission of nomination papers for various positions of the CEC and to general members of the local chapter asking for submission of nomination for various positions of the EC. Sufficient time, but not less than two weeks, shall be given to the prospective candidates for submitting the nomination papers. For withdrawal of the nomination papers a minimum of seven days time shall be given. The CEC/EC shall set the fee payable to AABEA for submitting nomination papers for various positions; the fee shall be non- refundable after withdrawal date.
- Section 6: Only members/Life members of AABEA as defined by the Constitution and Bylaws shall have the right to contest. Each nomination shall be seconded by another member or Life member.
- Section 7: The CEC/EC shall not nominate/endorse any candidate for any positions of the CEC/EC.
- Section 8: The Election Commission shall verify the nomination papers. The Election Commission shall also prepare the ballot containing the names of all candidates in alphabetic order for each position. Using the ballot, the Election Commission shall conduct the CEC election through the mail and EC election through the mail. EC election shall be conducted in person if requested by fifty one percent membership or thirty general members whichever is less. The Election Commission, if requested, shall transmit a copy of the valid membership list to the candidate(s).
- Section 9: The CEC election shall be participated by the entire AABEA general membership. The EC election shall be participated by the general members of the respective Local Chapter only.

Section 10: No AABEA member shall submit nomination paper(s) with the intention to hold positions in two executive committees (Central and/or Local Chapters of AABEA) concurrently. Any person holding a position in an executive committee of another organization shall also abstain from submitting nomination papers for a position in the executive committee of AABEA if there is a potential conflict of interest between AABEA and the other organization; the Election Commission shall have the right to determine this conflict of interest and the validity of the nomination paper of the said candidate. The Election Commission may seek the advice of the CEC/EC to determine and resolve a potential conflict of interest and their decision shall be considered as final. Any member of the EC shall not be eligible to compete for any EC position for a consecutive third term.

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Section 11: The Election Commission shall count the ballots in the presence of the AABEA officials, candidates and their representatives and declare the results. In case of any dispute, the Board shall set the rules for challenging the results and arrange for recounting, if necessary. The decisions of the Board shall be considered final. The Election Commission shall be dissolved after resolution of all challenges to the election results.

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Section 12: The Chief Election Commissioner shall submit the income and expense statement of the election to the CEC/EC respectively within fifteen days of the election.

BY-LAW 7: DISCIPLINE

Section 1: Any general member or office bearer of the CEC/EC may be subjected to disciplinary action for violation of any of the provisions of the Constitution and Bylaws of AABEA or for conduct tending to injure the good name of the Association, disturb its well being or hamper in its work or for failure to perform the duties and obligations of the Association. For issues against any CEC member majority of the CEC member shall frame charges in a formally called CEC meeting before referring it to the Board. For issues against any EC member majority of the EC member in a formally called EC meeting shall frame the charges to refer it to the CEC. The CEC shall review the charges and if warranted, shall subsequently submit it to the Board. Twenty or more good standing general members (membership dues paid for the previous year or current year shall be considered as good standing) can also file allegation against any CEC/EC/general member stating specific charges directly to the Board. The Board may take the help of CEC/EC for authenticating the signature and membership status of the applicants. Prior to the Board's considering any such case, the member/office bearer of CEC and EC shall be advised of the charges, shall be notified of the time and place of the Board meeting at which the case is to be considered, and shall be invited to present at such time a defense either in person or in writing. The final action of the Board of Directors shall be at a meeting of the Board.

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Section 2: After considering all evidences presented at the Board meeting the Board of Directors shall decide if the charges against a CEC member/ EC member/general member of the organization are sustained. A finding that the charges have been sustained shall require the attendance/participation of two-thirds of the Board members and a three-fourth-majority vote in favor of the decisions. If the charges are not sustained the Board shall submit its report to CEC exonerating the accused CEC/EC/general member. If the charges are sustained the Board shall submit its report to the CEC with a specific recommendation of penalty. The board shall recommend either minor penalty such as censure or a fine up to

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\$100.00 or major penalty such as removal from office, suspension from membership for one year, expulsion from membership.

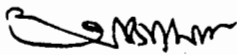
Section 3: The CEC upon recommendation of the Board can impose only minor penalty. Imposition of major penalty shall require approval from the general members. If the accused is a CEC member the CEC shall seek the approval from the general members through mail. For removal from the office of the CEC or for suspension of membership for one year a simple majority vote shall be required provided more than fifty percent of the entire membership participates in voting. If the accused member is EC member or a general member the CEC shall simply forward the Board's recommendation for major penalty to the respective Local Chapter Executive Committee for action. The EC shall call a special general meeting for imposing major penalty. For removal from the office of the EC or for suspension from membership for one year a simple majority affirmative vote shall require. For expulsion from membership two thirds vote in favor is required.

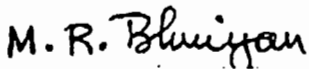
Section 4: When any sort of major penalty is imposed on any CEC/EC member he/she is automatically removed from his official position. The CEC/EC shall immediately declare his/her position vacant. The vacant position shall be filled as per Section 2 of Bylaw 5 of this constitution.

Section 6: No person who has been expelled from membership and no member who has been suspended shall (during the period of suspension) be allowed to any of the rights or privileges of membership in the organization.


END OF BY-LAWS OF AABEA.


Dr. Sufian A. Khondker, P.E.
President, AABEA CEC.

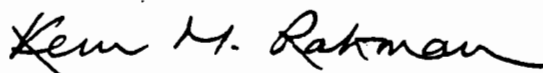

Mohammed A. Zaman
Treasurer, AABEA CEC.


M. R. Bhuiyan
Mukhles Bhuiyan
President, Elect, AABEA CEC.


Mohammed A. Hakim, P.E.
Executive Member, AABEA CEC.


Mahmudur Rahman
Secretary, AABEA CEC


Md. Nurul Haque.
Executive Member, AABEA CEC.


Kem Mashiur Rahman
Past President, AABEA CEC

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Dr. Sufian
M. R. Bhuiyan
M. Nurul Haque
Kem Mashiur Rahman