1. **ARTICLE I. NAME, PRINCIPAL OFFICE & TERRITORIAL LIMITS**

1. This organization shall be known as the MIT Arab Alumni Association.

2. The Principal Office of the MIT Arab Alumni Association (the “MIT AAA”) shall be in the area of Cambridge, Massachusetts or as the Board chooses to locate it. The MIT AAA will hold its meetings and conduct its activities in Cambridge, Massachusetts or elsewhere as its Board of Directors may select. The Board of Directors and Executive Committee will facilitate the virtual participation of their respective members not located in the Cambridge area.

3. There are no Territorial Limits of the MIT AAA as it is an Affinity Group and membership is open based upon the interest of MIT community members from or living in Arab countries.

2. **ARTICLE II. NATURE, OBJECTS & PURPOSES**

2.1. The MIT AAA is a non-profit, educational organization, and no parts of its funds or property shall ever be used, expended or conveyed for the personal or individual benefit of any member, nor shall any member ever have any right, title, claim or interest to any such funds or property by virtue of his/her membership.

2.2. The MIT Arab Alumni Association's mission is to unite Arabs in the work of promoting their highest interests and those of humanity, to support science and technology, and to develop and promote the members of the MIT Arab community and other MIT alumni. This would be achieved through the following actions:

2.2.1. Develop and sponsor activities for the alumni of MIT who have an interest in the Group’s mission.

2.2.2. Offer stimulating programs and activities to MIT alumni, their families, friends, parents of students and others.

2.2.3. Provide a communications link between alumni and MIT for a maximum flow of ideas, information and services; inform alumni about MIT’s changing academic programs, residential environment, and extracurricular activities.

2.2.4. Encourage alumni in financial support of MIT, broad participation in alumni activities, and alumni involvement in MIT related volunteer activities.

2.2.5. Cooperate with MIT in recruiting Arab students and promoting its reputation.

2.2.6. Create a support network for alumni in each country through liaisons with country representatives and local MIT clubs.

2.2.7. Conduct all its activities exclusively for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as it stands now or amended in the future.

3. **ARTICLE III. MEMBERSHIP**
3.1. Membership shall be restricted to alumni, parents of current students, spouses of deceased alumni, and designated affiliates of the Massachusetts Institute of Technology of Cambridge, Massachusetts.

3.2. Members of the MIT AAA are primarily those whose Country of Origin or Address is in or relating to Arab countries. The Secretary shall maintain a list of members and their registration status.

3.3. Active members are eligible to vote in electing members of the Board of Directors. Every member is a voting or active member, until there is a membership fee requirement to become an active member. Such a requirement would have to be announced in advance of any event or activity involving only active members.

3.4. Any member may resign his/her membership by so notifying the Secretary in writing, but will be expected to make all contributions due prior to such resignation when membership dues are introduced. Whole or pro rata rebates of dues shall not be given in the cases of such resignations or removal.

3.5. The Board of Directors may, from time to time, designate certain persons or groups of persons as advisors, friends, sponsors, or contributors of the MIT AAA or may designate such persons by such other title as deemed appropriate. Notwithstanding any such designation, however, such persons shall not be members of MIT AAA, and shall have no right to vote or to participate in any meeting of members, and shall have no other rights with respect to the MIT AAA.

4. ARTICLE IV. BOARD OF DIRECTORS & EXECUTIVE COMMITTEE

4.1. The Board of Directors (the “Board”) shall have general control over all of the property, affairs, and funds of the MIT AAA and shall exercise all the powers of the Association, except as otherwise provided by law, by the Articles of Organization or by these by-laws. In the event of a vacancy in the Board of Directors, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

4.2. The Board shall consist of up to eight members, of which three would be the elected President, Vice President and Treasurer. The Board may also consist of other elected Officers, and one to three members at large who serve as independent, non-executive members. The elected Board members shall be clearly advertised to the membership.

4.3. The Executive Committee shall consist of at least the President, Vice President and may include a Director of Membership & Communications and a Director of Events/Fundraising. From time to time, all other elected Officers, like the Director of Admission Office and Council Relations, the Director of Alumni & Student Relations, the Secretary, and the Treasurer can participate at any of the Committee meetings.

4.4. The Board with 2/3 votes can terminate any Board Member within the year for the remainder of that tenure period.

4.5. Any member of the Board may resign his/her position by submitting a written resignation to the Secretary of the MIT AAA. Such resignation shall be effective as of the date received by the Secretary of the MIT AAA, and shall automatically terminate his/her membership on the Board.

4.6. The Board shall meet at such time and place as designated by the Executive Committee, with a notice to be given by the Secretary or President at least one week in advance of any meeting.
Board members present in person or via conference call or similar method are deemed present at a meeting. Presence of a majority of the Board members at a meeting shall constitute a quorum.

4.7. At any meeting of the Board at which a quorum is present, the vote of a majority of Directors present and voting shall decide the question unless a different vote is specified by law, by the Articles of Organization or by these By-laws.

4.8. Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all the Directors consent to the action in writing and the written consents are filed with the records of the Directors’ meetings. Each such consent shall be treated for all purposes as a vote at a meeting.

4.9. In the event that co-Officers are nominated and elected, they shall share the duties of the relevant office and will vote as a single Officer. The Officers should be unique individuals, except for the positions of Secretary and Treasurer, which may be shared; in such event the individual who is holding two offices will vote as a single Officer.

4.10. The Committee shall meet at such time and place as designated by the President, with a notice to be provided by the President or Secretary at least three days in advance of such meeting. Presence of a majority of the Committee shall mark a quorum for transaction of business at any meeting, except in the event of voting for Board members whereby all Committee members must be present in person or by proxy. Decisions shall be made by a majority of those present, respecting the rule on Board member votes.

4.11. The Board and Committee shall elect their respective members in accord with Article VI.

4.12. Further Ad Hoc committees can be formed from members of the Board by the President. Examples of these Ad Hoc committees are Budget Committee, Finance/Investment Committee, Election Committee, etc. The committees would be formed by at least two members of the Board and shall report to the Executive Committee.

5. ARTICLE V. DUTIES OF EXECUTIVE COMMITTEE MEMBERS

5.1. The President shall be both the primary executive and operating Officer of the MITAAA. The President shall, subject to the direction of the Directors, have general charge and supervision of the business of the MIT AAA. Unless otherwise provided by the Directors, he or she shall preside at all meetings of the Members and of the Board. The President shall perform such other duties and shall possess such other powers as the Directors may from time to time describe.

5.2. The Vice-President shall preside and take over the duties of the President in his/her absence or in case he/she resigns and would be the nominee to be the next President, if he/she so accepts, in order to ensure continuity of leadership. The President can delegate to the Vice-President the management of the Executive Committee in his absence.

5.3. The Director of Events, in conjunction with the Director for Fundraising, shall work to help plan the major events planned by the MITAA including assisting in organizing the annual regional conference and any on-campus or other continuing events.

5.4. The Director for Fundraising shall coordinate and be the lead in organizing and executing fund raising campaigns, from marketing to collecting donations and sponsorships.

5.5. The Director of Membership & Communications shall recommend communications and membership strategy, and shall be responsible for maintaining contacts and exchanging
information with other area alumni groups. He/she shall work closely with the Secretary to maintain the list of members and with the web-master to coordinate the MIT AAA's online presence. He/she shall work closely with the other Officers in planning advertising and funding requirements for communications efforts.

5.6. The Director of Admission Office & Council Relations shall recommend strategy for developing educational initiatives for the MITAAA both independently and in conjunction with MIT and for working to secure sources of funding for and, along with the Treasurer, tracking the progress of the MITAAA's endowment.

5.7. The Director of New Alumni & Student Relations shall recommend new initiatives for the MIT AAA, and will work with the Officers, MIT, MIT Arab Student Organization (ASO) and outside organizations to develop, plan, and execute new initiatives.

5.8. The Secretary shall keep the records of the MITAAA and shall record all meetings of the Executive Committee, including attendance, and actions of the MITAAA and shall also maintain the list of members in a current state.

5.9. The Treasurer shall perform such duties and shall have such powers as may, from time to time, be assigned to him/her by the Directors or the President. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer, including but not limited to the duty and power to keep and be responsible for all funds and securities of the MIT AAA, to deposit funds of the MIT AAA in depositories selected in accordance with these By-laws and advice from the Investment/Finance Committee, to disburse such funds as ordered by the Directors, to make proper accounts of such funds, and to render as required by the Directors statements of all such transactions and of the financial condition of the Association. There should be two signatories on the account. The second signatory would be preferably the President of the Association however the Board may nominate any other Board member they choose.

6. ARTICLE VI. NOMINATION & ELECTION OF BOARD & EXECUTIVE COMMITTEE MEMBERS

6.1. All Executive Committee and Board members shall be elected for a term of two years. Elections for all positions but the President are to be held in May every two years on odd-numbered years. The term of office of each Officer shall begin on the first day of July of year one, and shall end on the last day of June two years later. Executive Committee Officers may be removed by a 2/3 majority vote of the entire Board, and will automatically lose their Board seat through such removal.

6.2. Previous Presidents, if they so wish, can run for another term as Board member.

6.3. The President, Vice-president and Treasurer serve as Board Members in conjunction with their tenure. New Officers and Board members inducted by a 2/3 majority of the entire Board in their meeting after the election shall serve for one year or longer starting from the time they are elected by the Board and approved by the membership until the expiry term of the current Board. Independent Board members may be removed by a 2/3 majority vote of the entire Board.

6.4. Nominations for Officers and Board members shall be put forward by any MIT AAA member at least one month prior to the election date as stated in item 6.1 provided that six weeks’ notice of the elections has been given to the MIT AAA’s members via an email distribution announcement.

6.5. Any Officer may resign by delivering his/her written resignation to the MIT AAA’s Secretary.
6.6. To ensure continuity, the Board shall select among its members the next President to take over once the Board’s two-year term ends. This selection shall be made between July 1 and September 1 in year two. If the board fails to select the next President, it may request nominations from the membership. The next President will then be chosen through a special election. The next President must be known no later than January 1 in year two. The next President will have the title Vice President and President-Elect until he/she takes office. During that time, the Board may have two sitting Vice Presidents.

6.7. The Board shall fill any Officer vacancies by majority vote of the entire Board at a meeting of the Board called upon with at least a one week notice, which notice shall state the purpose of the meeting. Any non-elected member selected to fill a vacancy shall be confirmed by the membership and serve for the remainder of the unexpired term.

7. ARTICLE VII. AMENDMENT OF THE ARTICLES & BYLAWS

1. The powers to alter, amend, or restate the Bylaws shall be vested in the Board. Such action may be taken by vote of two thirds of a duly constituted quorum of the Board present at any regular or special meeting.

2. Notice of intent to alter, amend, or restate the Bylaws must be given by the Board to the membership at least two weeks prior to any vote by the Board regarding such alteration, amendment, or restating. Such notice shall also state the date, time, and location of the Board meeting at which time such matters will be discussed and voted upon.

8. ARTICLE VIII. MEMBERSHIP DUES

8.1 If and when annual dues are introduced, the annual dues rate shall be set from time to time by the Board.

8.1 Dues membership in the Association shall begin on the first day of July and end on the last day of June in the succeeding year. Any dues paid shall apply only to the specified term.
9. **ARTICLE IX. MISCELLANEOUS**

9.1. All checks, deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of the Association in its behalf shall be by written authorization of the President and signature of the Treasurer, as the Directors may generally or in particular cases otherwise determine. A certificate by the Secretary as to any action taken by the Members, Directors, any Committee or any Officer or representative of the Association shall be conclusive evidence of such action.

9.2. No member or Officer of the MITAAA shall be personally liable on any contract entered into by the Association or because of any act or thing done or omitted to be done on behalf of or in the name of the Association.

9.3. In the event of dissolution of the Association, any and all of the assets of the Association shall be turned over to the Association of Alumni and Alumnae of MIT in Cambridge, Massachusetts.

This final draft of the Bylaws has been approved by the Board of Directors of the MIT Arab Alumni Association on

<table>
<thead>
<tr>
<th>Signature</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>