

# BYLAWS OF THE SOCIETY OF AFGHAN ENGINEERS

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**THIRD EDITION**  
**October 1, 2015**

P. O. Box 11097  
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## **SECTION 1 - NAME, LOCATION, AND SEAL**

### **1-1 Name**

The name of this organization shall be the Society of Afghan Engineers, referred to herein as either "the Society" or "SAE".

### **1-2 Location**

The location of the principal office of the Society shall be in the State of Virginia at such a place designated by the Board of Directors, or in any other state and place designated by the Board of Directors as being in the best interest of the Society.

### **1-3 Seal**

The design and specification of the Society seal shall be as prescribed by this Section of the bylaws. The seal shall bear the name "THE SOCIETY OF AFGHAN ENGINEERS" and its Dari translation, which shall be between two concentric circles. On the inside of the inner circle shall be the map of Afghanistan. The acronym "SAE" and the establishment year of the Society "1993" shall be located on the outside of the two concentric circles as depicted herein.



**THE SEAL OF THE SOCIETY OF AFGHAN ENGINEERS**

## **SECTION 2 - PURPOSE**

### **2-1 General**

The purpose of the Society of Afghan Engineers is to accomplish the activities described in the mission and vision statements of this Article.

This Society was formed by the free will of a group of Afghan Architects and Engineers and shall be operated on nonprofit bases. The Society shall engage in charitable activities as this will qualify it for exemption from Federal Income Tax under Section 501 (c)(3) of the United States Internal Revenue Code.

The Society is not an agency of any government nor is the Society a political organization. Therefore, it shall not be devoted to carry on any political propaganda.

### **2-2 Mission**

To present a forum for Afghan engineers, architects and scientists in the sharing of experiences and knowledge and foster the promotion of scientific, architectural and engineering ethics in our quest to enhance Afghan capacities in these fields for the service of Afghanistan and the well being of the people.

### **2-3 Vision**

The vision of the Society shall be to participate in the development of Afghanistan, which may involve the following activities:

1. The advancement and strengthening of the architectural and engineering professions in Afghanistan;
  - a. Promote engineering, science and application of technology and over all engineering education and awareness in Afghanistan.
  - b. Provide technical and material support to engineering institution
  - c. Provide lectures and engineering material to high schools,
  - d. Hold engineering and science and technology workshops and fairs
  - e. Hold engineering, science and technology inventions, talents competition among students.
  - f. To attract talented high school graduate to engineering institution hold innovation fair among high school and engineering institution and reward winners with prizes
    - i. Recommend first prize 1000, 2nd prize 500 and 3rd 250
    - ii. Or pay some tuition to winter or summer schools
2. The utilization of knowledge, talent, expertise, and experience of the members in the advancement of the activities related to engineering and architectural planning, design, construction, and other professional activities in Afghanistan;

3. Provide assistance and guidance in developing standards, testing methods, and quality control and quality assurance.
4. The offering of the on-the-job -training courses, workshops, and seminars for Afghan professionals;

## **SECTION 3 - MEMBERSHIP**

### **3-1 General**

Membership in the Society (Membership) is open to all individuals or organizations subscribing to the purpose of the Society as set forth in the Bylaws. It includes, but is not limited to any individual or organization engaged or interested in activities as a designer, architect, contractor, developer, or educator. Membership in the society shall be in one of the classes as described herein.

### **3-2 Membership Classifications**

**3-2.1 Regular Member:** Any person who has graduated from a four-year university or college in Engineering or Architectural fields is classified as a Regular Member.

**3-2.2 Associate Member:** Any person that meets the following criteria may qualify as associate member:

- a) Students who have completed at least two years of engineering education
- b) Technicians with at least two years of relevant post high school education

### **3-3 Membership applications**

Any person or organization desiring to become a Member of the Society of Afghan Engineers (Member) must submit an application for Membership, in writing, on the appropriate form and addressed to the President. The application shall include information about the qualifications of the applicant for Membership in the Society and must be signed by the individual applicant or an Executive Officer of the organization. The signature in the application indicates that the applicant shall be bound by requirements of these Bylaws and by any and all policies and procedures adopted by the Board of Directors. The President reviews and approves each application.

### **3-4 Membership requirements**

- (1) Any person who submits such an application, approved by the President, and pays the required Membership fee shall automatically become a Member of the Society in the appropriate classification. Membership approval shall be effective upon the President's notification of the applicant.

- (2) Every Member shall have one vote on matters presented to the Society as a whole.
- (3) Only Regular Members may hold elected positions as President, Vice President, and members of the Board of Directors.
- (4) The Board of Directors shall have the authority to suspend or expel any Member of the Society for violation of the established Bylaws or policies and procedures of the Society. This is applicable to a Member whose conduct necessitates this type of action. The affirmative votes of not less than two-third of all members of the Board of Directors shall be required for expelling a Member. Members expelled or suspended shall be notified of the Board's action by the President and shall be heard by the Executive Committee, which will report on any appeal proceedings to the Board to accept or reject that appeal.

A Member whose expulsion is being considered has the right to submit a defense, either in person or in writing, which shall be considered by the Board of Directors as a part of the expulsion procedure. The Member has the right to due process that is to be informed of the charge(s) and be given time to prepare his or her defense, to appear during the Board meeting/teleconference and defend himself/herself, and to be treated fairly.

- (5) Any Member expelled from the Society will not be eligible for future Membership for a minimum of three years, from the date of expulsion or appeal action by the Board.
- (6) In granting Membership to eligible applicants, the Society shall refrain from any kind of discrimination for reasons of race, religion, language, or gender.
- (7) In order to exercise voting privileges, a Member must be on the active Membership list at least six months prior to the voting date and have informed the Society of his/her updated address and other contact information.
- (8) A certificate of Membership shall be delivered to each Member of the society. The certificate shall be in a form designated by the Board of Directors and included in a separate Society document entitled, **“The Society of Afghan Engineers Manual”**.
- (9) Upon the death, resignation, or removal of any Member, the right of member to vote, and all his/her other rights, titles and interests in the Society or its property, shall be vested in the Society.

## **SECTION 4 - BOARD OF DIRECTORS**

## **4-1 Organization**

The Board of Directors consists of nine (9) elected members. A Chairperson, a Vice-Chairperson and Executive director are chosen by the elected board members from the nine Board Directors. The direction of the affairs of the Society shall be vested in, and be the responsibility of the Board of Directors.

## **4-2 Responsibilities**

**4-2.1** The Board of Directors defines the Society's values, vision, and mission. It sets both short and long-term goals, strategies, and monitoring achievements. The Board creates policies for operations and oversees policy enforcement. It oversees the hiring, directing, and evaluating of the Society's Executives. The Board of Directors, in addition to performing such duties and exercising such powers as are delegated to them in these Bylaws, shall manage, conduct, and control all the policies, business affairs, and any publications of the Society.

**4-2.2** The Board of Directors shall provide guidelines, which shall prescribe regulations for the exercise of the corporate powers vested in it.

**4-2.3** The Chairperson shall chair the meetings of the Board of Directors and also have such other powers and perform such other duties from time to time as may be vested in him/her by the Board of Directors.

**4-2.4** In the absence of the Chairperson, the Vice-Chairperson shall perform the duties of Chairperson. In the absence of the Chairperson and Vice-Chairperson, a pro-temporary Chairperson, elected by Board of Directors shall perform the duties of the Chairperson.

**4-2.5** The Executive Director shall be responsible for maintaining a record of the proceedings of the Board of Directors meetings and other necessary documents.

**4-2.6** The Board of Director can remove any Board member by unanimous votes of the entire Board with the exception of the affected member, at any of their regular or special meetings, after duly hearing the misconduct of the individual.

**4-2.7** The Board of Directors shall review and approve the suspension or removal of any Officer of the Executive Committee, as recommended by President.

**4-2.8** The position descriptions of the members of the Board of Directors are described in a separate Society document entitled, "**The Society of Afghan Engineers Manual**".



### **4-3 Election and appointments**

**4-3.1** Each active Member votes for nine candidates of the Board of Directors. The nine candidates with highest number of active Membership votes will serve the three-year term as members of Board of Directors.

**4-3.2** After the announcement of the election results, the Chairperson of the current Board of Directors calls the meeting of the newly elected Board of Directors. During the meeting, the elected Board members elect their new Chairperson.

**4-3.3** The newly elected Chairperson shall nominate the Vice-Chairperson and Executive Director and present them to the newly elected Board of Directors for review and approval.

**4-3.4** Upon the long-term illness, death, resignation, or removal of any Director, except the Chairperson, the remaining Directors shall select a successor from the Members to serve the remaining term. The successor is selected from the remaining candidates who received the highest number of votes during the last immediate election. If such candidate is unavailable, the Board of Directors will select the successor from Members. In filling the office of the Chairperson, the appointment shall be from one of the current elected members of the Board of Directors.

**4-3.5** The Board of Directors shall begin their term on the first day of January, following their election, and terminate on the last day of December, after completion of their three-year term. The election results will be announced prior to the fifteenth day of December of the election year.

**4-3.6** The Directors can be reelected to serve two consecutive full terms.

### **4-4 Meetings**

**4-4.1** The Chairperson of the Board of Directors calls the meeting to order when there is quorum. A quorum of the Board of Directors meetings consists of the presence of at least five members. All decisions that are passed at the Board meetings must have the support of the majority present. The only motion that the Chairperson of the meeting shall entertain at such meeting shall be a motion to adjourn.

**4-4.2** The President or Vice President shall attend the Board of Directors meetings as non-voting members. The President can invite additional members of the Executive Committee to attend Board meetings.

**4-4.3** The Board of Directors shall hold no less than four regular face to-face, teleconferences, or other types of virtual meetings during the year, which will be from first day of January through last

day of December. The notice of time, place and purpose of the scheduled meeting shall be sent to all Board members by Executive Director at least two weeks prior to the date of the meeting. The Executive Director shall send notices of time, place and purpose of the open scheduled Board of Directors meetings to all active Members.

**4-4.4** Special meetings of the Board of Directors shall be held at the direction of the Chairperson. Also, the Chairperson may call the meeting when four or more members of the Board of Directors request it in writing.

**4-4.5** Any business transacted at a meeting shall be deemed valid if the majority during the meeting passes it. Voting rights of any Director shall not be delegated to a proxy.

**4-4.6** The Board of Directors is required to validate the proposed action(s) by the majority vote of the members present during the meeting.

**4-4.7** The Chairperson shall preside at all meetings of the Board of Directors. The Vice Chairperson will chair the meetings, in case of Chairperson's absence.

**4-4.8** In any combined meetings of the Board of Directors and the Executive Committee, the Chairperson or, in case of Chairperson's absence, Vice Chairperson, is responsible to chair the meetings.

**4-4.9** The need for an interested and active Board membership being recognized, absence from three consecutive regular or special Board meetings in any one-year, without any legitimate reason, or failure to assist in the work of the Society shall be considered lack of interest. Such Directors, upon unanimous vote of the entire Board with the exception of the affected member, may be expelled from Board membership after first being notified in writing of the provisions of this section by the Chairperson of the Board.

## **4-5 Requirements**

**4-5.1** The Board of Directors or any other Member shall serve without compensation for their services. Reimbursement for expenses incurred on behalf of the Society may from time to time be prescribed to any Member, when approved by Board of Directors.

**4-5.2** Members of the Board of Directors shall not serve, simultaneously, as Executive committee members. Also, the Executive Committee members shall not serve, simultaneously, as a member of the Board of Directors.

**4-5.3** Upon completion of each three-year term or leave, the Executive Director shall transfer all Board of Directors files and other documents to the newly elected Executive Director.

## **SECTION 5 - EXECUTIVE COMMITTEE**

### **5-1 Organization**

**5-1.1** The Executive Committee shall consist of the President, a Vice President, a Secretary, a Treasurer, a Manager, and the Chairpersons of Society Committees. The President is the Chief Operating Officer of the Society.

**5-1.2** The Manager of the Society shall be employed and/or terminated by the Board of Directors. The Manager shall devote his/her time and services to the Society's day-to-day activities as agreed.

**5-1.3** The Society Committees consist of Finance Committee; Membership Committee; Public Relation Committee; Publication, Website Development, and Maintenance Committee; Election Committee; Conference and Training Committee; and Technical Committee. Based on the need and availability of volunteer manpower, the number of the Society Committees and responsibilities may be updated from time to time. Committees may be added or removed as needed. The detailed and updated descriptions of the Society Committees are described in a separate Society document entitled, **“The Society of Afghan Engineers Manual”**.

### **5-2 Responsibilities**

**5-2.1** The day-to-day business of the Society shall be the sole affair, duty, and responsibility of the Executive Committee headed by the President. The Executive Committee shall oversee the financial and operational goals as set forth in these Bylaws and directed by the Board of Directors.

**5-2.2** In December of each year, the Executive Committee shall make an annual report to the all active Members of the Society, which shall include a financial statement and any other matters that the Board of Directors determine as appropriate.

**5-2.3** The Executive Committee shall seek the views of the Members outside USA through e-mails or letters for any international activities.

**5-2.4** The President will also serve as an Ex-Officio member of all Society Committees, with the exception of the Election Committee. When invited by the Election Committee, the President shall

attend their meetings as a non-voting member. The President shall propose to the Board of Directors, for review and approval, the appointments of the Chairpersons of standing and ad hoc Committees.

**5-2.5** In the President's absence, the Vice President shall discharge the duties of the President. In the absence of the President and the Vice President, the President shall appoint one of the Executive Committee members or a President pro temporary, appointed by the Board, shall discharge such duties.

**5-2.6** The Vice President shall perform such duties as may be assigned to him/her from time to time by the President.

**5-2.7** The Treasurer shall be responsible for the financial affairs of the Society, including, receipt, deposit, safe keeping and proper expenditure of all funds of the Society, as authorized by the President. All funds, books and vouchers kept by Treasurer shall be maintained at the principal place of business of the Society and with the exception of confidential reports submitted by Members, shall be at all times subject to verification and inspection by the Board of Directors.

**5-2.8** The Treasurer shall cosign checks of the Society with the President or Vice President in the absence of the President. Every check must carry two signatures.

**5-2.9** The Society's annual budget will be prepared by the Treasurer and reviewed by the President and Executive Committee prior to its submittal to the Board of Directors for approval.

**5-2.10** The Secretary shall send notices of all Executive and general Membership assembly meetings as required by these Bylaws. The Secretary shall keep and maintain official records and minutes of all meetings and correspondence of the Society.

**5-2.11** The Manager shall develop and implement (subject to the approval of the Executive Committee and the Board of Directors) operating policies, procedures and programs and otherwise assume a leadership position in directing and implementing the business affairs of the Society. A written employment contract between the Manager and the Society will be drawn and approved by the Board.

**5-2.12** All Committee Chairpersons and Committee Members shall cooperate fully on financial and procedural matters with the President and the Board of Directors. All Society contracts shall be approved by the Board of Directors and executed and administered by the Manager or other Executive Committee members assigned by the President.

**5-2.13** The position descriptions of the members of the Executive Committee are described in a separate Society document entitled, **“The Society of Afghan Engineers Manual”**.

### **5-3 Election and appointments**

**5-3.1** The President shall be elected by the active Members of the Society. The President shall nominate candidates for the positions of Vice President, Secretary, Treasurer, and the Chairpersons of Society Committees and present them to the Board of Directors for review and approval.

**5-3.2** The President and Chairpersons of the Committees may serve a term of three years and may succeed for one additional term. Each Officer should hold the Office until his/her successor is duly elected and takes office.

**5-3.3** The Executive Committee shall begin their term on the first day of January, following their election, which will be announced prior to the fifteenth day of December, and terminates on the last day of December, after completion of their three-year service.

**5-3.4** In case of any vacancy occurring in any office of Executive Committee, the President shall nominate a replacement. Such nominee requires the approval vote of the Board of Directors for the remaining term of the said office. In case of vacancy occurring in the office of President’s position, the Board of Directors appoint the Vice President or another Member of the Society to complete remaining term of the President.

### **5-4 Meetings**

**5-4.1** The President shall preside at all Executive Committee meetings, annual general assembly Membership meetings, and special general assembly Membership meetings. The President shall have the power to delegate part of his/her duties to other members of the Executive Committee.

**5-4.2** A majority of the Executive Committee shall constitute a quorum at any duly called meeting of the Committee. The President shall call such meetings at a time and place that the Society affairs may require. A meeting shall also be called at the request of two members of the Executive Committee.

**5-4.3** During the Executive Committee meetings, all members of the Executive Committee shall have one vote, except the Manager. The Manager is non-voting member of the Executive Committee. The Manager is a paid employee and shall be employed and/or terminated by the Board of Directors upon the recommendation of the President. The duration of the Manager's employment shall be addressed in the contract between the Society and the Manager.

**5-4.4** A full report of any Society activities (national or international) including the minutes of the general Membership assembly meetings shall be reported to the members within 30 calendar days of the end of the activity.

## **5-5 Requirements**

**5-5.1** The President shall submit an annual Executive Committee activity plan and the reports of the quarterly activities to the Board of Directors for review.

**5-5.2** In the event of an unusual matter coming to the attention of the Executive Committee, the Committee shall review and the President shall present the matter to the Board of Directors for review and action.

**5-5.3** The fiscal year for the Society shall begin the first day of the month of January, every year, and ends on December 31<sup>ST</sup> of the same year.

**5-5.4** No part of any net earning shall be used to the benefit of any individual Member of the Society.

**5-5.5.** Upon completion of each three-year term or leave, the Executive Committee shall transfer all Society files and other documents to the new elected Executive Committee members.

## **SECTION 6 - ELECTION COMMITTEE**

### **6-1 Organization**

**6-1.1** The Election Committee shall consist of a Chairperson and four members. The Committee is formed during the election years and shall be dissolved upon the completion of the each election process.

### **6-2 Responsibilities**

**6-2.1** The Committee shall be responsible for conducting the nomination and election process of nine members of Board of Directors and President every three years.

**6-2.2** It shall be the duty of the Election Committee to prepare the list of the nominees that are submitted by Members for elective offices of the Board of Directors and President.

**6-2.3** The Election Committee shall schedule and start the election process at times so that the results of the election will be announced prior to the fifteenth day of December of the election year.

### **6-3 Election Committee and appointments**

**6-3.1** The President shall nominate a candidate for the position of Chairperson of the Committee and propose it to the Board of Directors for review and approval. The four Committee members are appointed by Board of Directors through seeking nominations from Members.

**6-3.2** Every Member of the Society has the right to recommend two Members to serve in the Election Committee. The President shall notify every Member of the Society of the aforementioned Membership rights at least six weeks before the appointment of the Election Committee members.

**6-3.3** The Board of Directors shall consider the recommendations received from the Membership with due reference to the various interests in the Society and shall select four Members from recommended names as Election Committee members.

**6-3.4** Members of the Board of Directors or Executive Committee shall be ineligible for appointment to the Election Committee.

### **6-4 Meetings**

**6-4.1** The Chairperson of the Election Committee calls the meetings to order.

**6-4.2** Traveling expenses of the members of the Election Committee may be defrayed by the Society, on request. As an alternative to the travel and face-to-face meeting, the decision may be made during virtual meetings, such as video or teleconferences.

### **6-5 Requirements**

**6-5.1** The Election Committee members shall not be elected or nominated as members of Board of Directors and President during the upcoming election that they are conducting. Also, subsequent to the completion of the election, they shall not be nominated for the positions of Vice President, Treasurer, and Secretary during three-year term of services of the Executive Committee.

## **6-6 Election process**

**6-6.1** The Board of Directors shall ensure that the Election Committee is formed not later than the first day of April during the election year.

**6-6.2** The Executive Committee (Membership Chairman and Treasurer) must prepare the list of active Members eligible to participate in the Election as voting members.

**6-6.3** Two signed hard copies, both by Treasures and Membership Chairman, shall be sent via certified mail to the Election Committee 30 days prior to the date that Election Committee will send election notices.

**6-6.4** The Election Committee shall notify Members to submit their notification statement to the Committee. The notification may include the information that they are interested to be candidates for any of the vacant positions or they may submit the names of the nominees of their choices. Each Member may be a candidate for only one vacant position and/or submit only one name for nomination of President and a maximum of nine names for members of Board of Directors vacant positions.

**6-6.5** The Election Committee shall verify the eligibility of the candidates or nominees based on the list and eligibility requirements that is included in Bylaws.

**6-6.6** The Election Committee shall notify each nominee of the Board of Directors and President of their nominations. The nominees shall agree to serve in their nominated positions if they are elected by voting Members.

**6-6.7** Election Committee shall send the official ballots to all active Members. The ballots shall also contain the names of the candidates with their biographical information in accordance with the provision of these Bylaws, no later than one month prior to the election closing date. Election instructions shall be accompanied with the ballots.

**6-6.8** The Election Committee shall also file the reports of their nominees, including their biographical information with the President. The President shall announce the list of the nominees to the Members through the Society's official periodicals or web site.

**6-6.9** The method of voting shall be by a secret letter ballot or electronic method and it shall be completed prior to the due date. The voter shall have the right to vote for nominated Member(s) or substitute any other name(s) of eligible Member(s) of the Society for corresponding name(s) on the ballot.



**6-6.10** Election Committee ranks the elected members by descending orders. The Election committee will contact the elected individuals by phone or e-mail, if they are willing to serve on the positions elected by Members.

**6-6.11** In case some candidates cannot serve based on their personal reasons, the Election Committee will contact the next nominee with higher vote until all positions are filled.

**6-6.12** The Election Committee shall also rank and maintain the list of the remaining candidates that have been on the voting ballot. This may be needed for filling of future vacancies in any position.

**6-6.13** The Election Committee shall notify the Members of the election results no later than two weeks after the completion of the voting process. The announcement of the election results shall not be later than the fifteenth day of December.

**6-6.14** The President shall post the election results on Society website.

**6-6.15** The results of the letter ballot voting or electronic method shall also be announced at the annual general assembly Membership face-to-face Meeting or video/teleconference.

**6-6.16** The elected Board and Executive Committee start their work on the first day of January, following the announcement of their election, which will be prior to the fifteenth day of December. Prior to January, the elected Board and Executive Committee members may participate in the meetings of the current Board and Executive Committee as non-voting members.

## **SECTION 7 - LOCAL CHAPTERS**

**7-1 Local Chapters** of the Society provide means of advancing the interests of the Society in a specific geographical area and furthering the chartered objectives for which the Society is organized.

**7-2 The Board of Directors establishes Local Chapters** within geographical boundaries and every five years redefines the boundaries of each Chapter, depending on the number of members the geographical areas represent.

**7-3 The Board of Directors shall adopt guidelines** governing the establishment and operation of Chapters to ensure their conformity with the chartered aims and objectives of the Society.

The Board of Directors may, at any time, terminate the existence of any Chapter when in its judgment the interests of the Society make such an action desirable.

**7-4 Local Chapter can establish** their policies, meeting the requirements of these Bylaws and Articles of incorporation.

**7-5 Local Chapters shall conduct** only such activities as shall conform to and be in accordance with the mission, vision, and goals of the Society.

**7-6 Local Chapters shall not speak**, or attempt to speak for the Society as a whole in any matter, unless specifically so authorized by the Board of Directors; and further shall not nor are they authorized to incur or attempt to incur financial obligations of any kind binding upon the Society.

**7-7 Local Chairpersons** of local Chapters shall inform their Members related to the annual Membership renewal, encourage, and invite new members to the Society.

**7-8 Local Chapter can schedule** the location and dates of their meetings in a calendar year.

## **SECTION 8 - MEMBERSHIP FEES**

**8-1 The Membership year** shall commence on the first day of January and continues through thirty first day of December of the same year. Membership dues cannot be transferred to the next calendar or fiscal years.

**8-2 The Board of Directors shall establish the rate of annual Membership fees** for Membership in the Society and periodically review for the amount, period, and procedure of payment of annual Membership dues, payable to the Society.

**8-3 Retired Society Members** residing in Afghanistan are exempt from payment of the annual Membership fees.

**8-4 The Membership Committee shall mail a notice** of the Membership renewal and payment of Membership fee to each member by the first month of the membership year.

## **SECTION 9 - GENERAL ASSEMBLY MEETINGS**

**9-1 The Society shall hold an annual face-to-face general Membership assembly meeting**, video, or teleconference for the transaction of its business in a place fixed by the Board of Directors. The meetings shall be held in the month of July or August, unless changed with the approval of the Board of Directors.

**9-2 All Members shall be notified** by e-mail or other types of written notices about the agenda, date, time and place of annual meeting at least 90-calendar days prior to the date of the scheduled meeting.

**9-3 At the annual meeting, the Board of Directors**, President and/or other Executive Committee members shall report the budget, policies, program activities, accomplishments, goals and objectives of the Society.

**9-4 Special general assembly Membership meetings** of the Society may be called at any time and place at the discretion of the Board of Directors and President upon the written request of at least fifteen voting members. The call for such a special business meeting shall be issued to all active Members at least 30 days prior to the date that set for it and shall state the business to be considered. Such request shall state the purpose of the meeting.

**9-5 The presence of any number of the active Members** during the annual general assembly Membership meetings or special meetings of the Society shall constitute a quorum. The Board of Directors may authorize a vote by letter ballot or electronic methods on any issue to be considered at any general assembly meeting of Members. The receipt of any number of voting of active Members by letter ballot or electronic methods shall constitute a quorum.

## **SECTION 10 - AMENDMENTS**

**10-1 The Board of Directors approves** the amendments to the Bylaws and report to the active Members during the general assembly Membership meeting, by email, or website.

**10-2 At least fifteen voting Members are required to propose the amendments to the bylaws.** The Members may propose the changes to the Bylaws by submittal of a written request to the President of the Society. The Board of Directors reviews the proposed amendments and upon the concurrence, approves them.

**10-3 Any proposed amendments to these Bylaws**, received from the active Members by the President no less than sixty days before an annual general assembly Membership meeting, will be presented to the meeting of the Board of Directors. The Board of Directors shall review the proposed amendments. The amendment(s) together with the approval/rejection of the Board of Directors shall be reported at the annual general assembly Membership meeting or at a special business meeting of the Members.

**10-4 The By-Laws are required to be reviewed** and updated by Board of Directors at least every five years and reaffirmed if no changes are required.

## **SECTION 11 - INDEMNIFICATION**

**11-1 The private property**, both real and personal, of the members of the Board of Directors and the Officers of the Society, shall not be subject to the payment of the Society debt to any extent whatsoever.

**11-2 Each Director** (executive and Operating Officers) of the Society and each other person who is or was serving at the request of the Society as Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and his/her heir/heirs, executors and administrators, and employed staff of the Society shall be indemnified by the Society to the fullest extent permitted under the General Not for Profit Corporation Act of the State of Virginia, as it shall be amended from time to time. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaws, agreement, vote of Members, or disinterested Directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as a person who ceased to be a Director, Officer, employee or agent. The Society shall be entitled to purchase insurance for such indemnification to the full extent as determined from time to time by the Board of Directors.

## **SECTION 12 - DISSOLUTION**

**12-1 A two-thirds vote** of the active voting members shall be required to dissolve the Society.

**12-2 Upon the dissolution** of the Society, the Board of Directors shall make provisions for the payment of all of the Society liabilities, return or convey all assets held by the Society.

**12-3 The Board of Directors shall dispose** all the remaining assets of the Society exclusively for charitable purposes as shall at that time qualify for exemption under Section 501(c)(3) of the United States Internal Revenue Code.

NOTES RELATED TO APPROVAL AND IMPLEMENTATION OF THE THIRD EDITION OF BYLAWS:

*This document is the second third edition of the Bylaws of the Society of Afghan Engineers. It was approved by the Board of Directors and the Executive Committee on October 1, 2015. The document is the update of the second edition of the Bylaws and it will supersede the second edition, dated 2011, and its amendments. In accordance with Section 10 of the By-Laws, the document will be reviewed and updated by Board of Directors at least every five years and reaffirmed in case of no changes. The implementation date of this document is January 1, 2016. The current Board of Directors and the President elected in December 2014, their service term started on January 1, 2015 – December 31, 2017. The current members of the Board of Directors and Executive Committee, depicted herein, will continue their services until December 31, 2017.*

**2015-2017 MEMBERS of BOARD OF DIRECTORS**

First Name	Last Name	SAE Position	E-Mail
Sohaila S.	Shekib	Chairman	<a href="mailto:sohaila@saniecg.com">sohaila@saniecg.com</a>
Najim M.	Azadzoi	Director	<a href="mailto:azadarch@aol.com">azadarch@aol.com</a>
Abdul N.	Babacarkhail	Director	<a href="mailto:engineernaz@aol.com">engineernaz@aol.com</a>
Amanullah	Mommandi	Director	<a href="mailto:Amanullah.Mommandi@dot.state.co.us">Amanullah.Mommandi@dot.state.co.us</a>
Mohammad S.	Keshawarz	Director	<a href="mailto:Keshawarz@hartford.edu">Keshawarz@hartford.edu</a>
Rafhat	Ludin	Director	<a href="mailto:rludinllc@ihfdllc.com">rludinllc@ihfdllc.com</a>
Hafizullah	Wardak	Director	<a href="mailto:hwardak@comcast.net">hwardak@comcast.net</a>
Mohammad S.	Sarwary	Director	<a href="mailto:ssarwary@redwoodcity.org">ssarwary@redwoodcity.org</a>
Wahid	Enayat	Director	<a href="mailto:wahid@esedenver.com">wahid@esedenver.com</a>

**2015 -2017 EXECUTIVE COMMITTEE MEMBERS**

<b>First Name</b>	<b>Last Name</b>	<b>Org.</b>	<b>E-Mail</b>
Atiq	Panjshiri	President	<a href="mailto:Atiqpanjshiri@yahoo.com">Atiqpanjshiri@yahoo.com</a>
Farid	Abass	Vice President	<a href="mailto:abass0898@earthlink.net">abass0898@earthlink.net</a>
Ashraf	Roshan	Treasurer	<a href="mailto:maroshan@aol.com">maroshan@aol.com</a>
Farid	Haidari	Secretary	<a href="mailto:f.haidari100@yahoo.com">f.haidari100@yahoo.com</a>
Gul Afghan	Saleh	Manager	<a href="mailto:gulsaleh@gmail.com">gulsaleh@gmail.com</a>