



# AMERICAN UNIVERSITY OF IRAQ SULAIMANI

## **Constitution AUIS Alumni Association**

### **Article I. Name**

The official name of the organization shall be the AUIS Alumni Association, hereinafter referred to as the Association.

### **Article II. Purposes**

The Association is organized and operated exclusively for the following purposes: (i) to build commitment, involvement and financial support for, and enhance the image of, the American University of Iraq, Sulaimani (AUIS) with the broadest possible alumni/ae base, (ii) to serve the Institute's needs for human, financial, and intellectual resources, (iii) to strengthen the connections between alumni/ae and to provide services to alumni/ae, by fostering individual growth, enhancing ties to AUIS and otherwise, and (iv) to enhance AUIS's ability to serve the community.

### **Article III. Membership**

All persons who have received a degree from AUIS are Alumni/ae Members of the Association.

Alumni/ae Members shall be entitled to vote for Association officers and amendments to this Constitution, shall be eligible for any elected position within the Association, and shall be entitled to such other privileges, if any, as may be provided for in this Constitution.

### **Article IV. Powers; Proscribed Activities**

The Association is a nonprofit enterprise and, in furtherance of the purposes hereinabove set out, shall have the power to solicit, accept and receive funds from any person, organization or other entity, including but not limited to other charitable or educational organizations, profit-making corporations and individuals.

No substantial part of the activities of the Association shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Association shall not in any manner participate in or intervene in (including by the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

### **Article V. Board of Directors**

Section 1. General Authority. The Board of Directors (the "Board") shall guide the business and affairs of the Association. Directors and officers serve voluntarily and will not be paid.

Section 2. Number. The Board shall consist of one voting administration director, ten voting alumni directors, and five ex-officio non-voting directors. The voting administrative director will be the Vice President for University Advancement (or administrative position with mandate

from President of the University to oversee alumni relations) and will serve as Board Co-Chair. The non-voting ex-officio directors will be the AUIS Student Body President (or equivalent elected student leader with mandate to represent currently enrolled students), Dean of Students (or equivalent position with mandate to oversee student affairs), Career Services Coordinator (or equivalent position with mandate to manage career and post-graduate matters), Director of Enrollment (or equivalent position with mandate to manage the enrollment services provided to students), and Head of Protocol (or equivalent position with mandate to manage matters of official external relations). To make sure that both undergraduate and graduate alumni are represented proportionately, at least 5 and no more than 8 undergraduate alumni must be elected, and at least 2 and no more than 5 graduate alumni must be elected.

Section 3. Elections. Elections will be held in September. The secretary will administer elections, and the voting administrative director will verify the results. The secretary will solicit nominations for ten alumni director positions. All alumni will vote through a secure online platform. At the first meeting of the new board, the directors will elect the officer positions. All directors and officers must be elected by a majority (50% plus one).

Section 4. Term; Vacancies; Removal. Directors shall each serve for a one-year term and may serve two sequential terms. All terms shall commence on October 1 and end on September 30. A director may be removed for any reason by a vote of three-fourths of the Board.

Section 5. Meetings. The Board shall meet at least six times per year. Meetings of the Board may be held at such time and at such place as, from time to time, shall be determined by the Board. Directors who miss two consecutive meetings will be removed from office.

Section 6. Responsibilities of Directors. All directors shall be responsible for staying informed about Association activities and exercising their best judgment on matters before them for the benefit of AUIS and the Association. Directors will be expected to regularly attend meetings of the Board.

Section 7. Quorum; Required Vote; Participation in Meetings. A majority of the Board (i.e. 50% plus one), or committee thereof, shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the members present at any meeting at which there is a quorum shall be the act of the Board, or committee thereof, except as may be otherwise provided by these Bylaws or by the Constitution. In case of a tie in a vote by the Board, the Dean of Students shall decide the outcome of the vote. In case of a tie in a vote by a committee, the chairperson of the committee shall decide the outcome of the vote.

## **Article VI. Officers**

Section 1. Number. The officers of the Association shall consist of an AUIS administration Co-Chair, an alumni Co-Chair, a secretary, a treasurer, and such other officers as determined, from time to time, by the Board of Directors.

Section 2. Co-Chairs. The Association shall have two co-chairs. The Administration Co-Chair will be the Vice President for University Advancement (or administrative position with mandate from President of the University to oversee alumni relations), and the Alumni Co-Chair shall be elected by the Board of Directors. The Co-Chairs shall set the Board agenda and shall lead Board

meetings. The Co-Chairs shall also be responsible for overseeing Board initiatives and shall serve as the Association's representative to AUIS.

Section 3. Secretary. The Secretary shall be elected by the members of the Association. The Secretary shall keep accurate minutes of all meetings held by the Association, and be responsible for distributing the previous association minutes at the next meeting. The Secretary shall keep an accurate membership directory and oversee the election process.

Section 4. Treasurer. The Treasurer shall be elected by the members of the Association. The Treasurer shall receive and deposit all monies of the Association, submit reports to the Association at all regular meetings, and reimburse payees with proper itemized receipts for pre-approved activities.

## **Article VII. Committees of the Association**

### Section 1. Appointment of Members and Chairpersons; Terms.

- (a) Membership on committees of the Association is an important means of encouraging broad and active participation by members of the Association in its activities.
- (b) The Board Co-Chairs shall appoint the chairperson of each committee of the Association from among the members of that committee.
- (c) The Board Co-Chairs, with the concurrence of the Board, shall appoint the members of each committee of the Association from among the members of the Association.
- (d) The Board Co-Chairs shall be ex officio members of all committees of the Association.

### Section 2. Standing Committees of the Association.

- (a) Erbil Committee. There shall be an Erbil Committee. The Erbil Committee will represent the interests of alumni in Erbil, and coordinate Erbil alumni events and services.
- (b) Baghdad Committee. There shall be a Baghdad Committee. The Baghdad Committee will represent the interests of alumni in Baghdad, and coordinate Baghdad alumni events and services.
- (c) Annual Fund Committee. There shall be an Annual Fund Committee. The Annual Fund Committee shall oversee the solicitation and collection of an Annual Fund each year for the benefit of AUIS.

Section 3. Special Committees. In addition to the standing committees specifically provided for, the Co-Chairs, with the concurrence of the Board, shall have the power to appoint additional committees in his or her discretion to carry out the mission of the Association.

## **Article VIII. Amendments**

### **SECTION 1**

This Constitution may be amended in accordance with the following procedure: Any proposed amendment must be presented in writing and approved by a three-quarters vote of the Board of Directors.

### **SECTION 2**

No amendment shall change the charitable objects or purposes of the Association or the disposition of its property on dissolution or amend this Section.

## **Article IX. Ratification**

After this proposed constitution has been circulated, the constitution shall come into effect when 50% plus one of those alumni who choose to vote have voted "yes" in referendum administered by the University.