

# Association Des Ingénieurs Haïtiens et Américains (ADIHA)

## Bylaws

### ARTICLE I

### OFFICES

**Section 1** **Registered Office.** The "Association Des Ingénieurs Haïtiens et Américains, Inc.", (hereafter referred to as A.D.I.H.A. or ADIHA) or "Association of Haitian and American Engineers, Inc." shall at all times maintain its principal office within the State of New-York, USA, at such place as the Board of Directors shall from time to time designate.

**Section 2** **Other Offices.** ADIHA may also have such other offices in, or out, of the State of New-York as the Board of Directors also known as the National Executive Board, may, from time to time, designate as the business and affairs of ADIHA may require.

### ARTICLE II

### PURPOSES

**Section 1** **Nature of Corporation.** The Association is recognized as a tax-exempt organization under section 501 (c) (3) of the Internal Revenue Code; as all contributions to the Association are deductible under Section 170 (c) of the Internal Revenue Code. As such the ADIHA shall neither have or exercise any power or engage in any activities that would abrogate its status as an association which is exempt from paying federal taxation nor shall the Corporation engage in any forbidden activities prohibited by the Federal laws or the New York State Statute.

**Section 2** **Mission.** The mission of ADIHA is to provide an effective platform where Haitian and American engineers, scientists, students, and professionals from related fields can network for their professional advancement, and promote education, leadership, and sustainable policies while contributing their expertise for the empowerment of their community in the USA and abroad.

The "Association Des Ingénieurs Haïtiens et Américains" (ADIHA) is organized to :

- Help Haitian and American Professionals with engineering background share experience and knowledge.
- Initiate and promote scientific and technical programs to benefit the Haitian American Communities.
- Engage in all lawful activities incidental to the foregoing purposes except as restricted herein.

- Establish itself as a liaison organization to foster collaboration between academia (colleges, universities, trade schools, etc....) both nationally and internationally.

The territory in which the Association's operations are to be conducted is principally in the United States of America. Activities might be conducted in foreign countries provided they are not in violations of the laws of the United States of America and the State of New York.

### ARTICLE III

### BOARD OF DIRECTORS

- Section 1**     **General Powers.** The Board of Directors shall have the general power to manage and control the affairs and property of the ADIHA and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.
- Section 2**     **Number, Election, and Term of Office.** The Board of Directors shall consist of no less than five (5) members. Directors need not be residents of the State of New-York. Election to the Board of Directors shall be by majority vote of the general membership. The Board of Directors shall hold office for a term of three (3) years and thereafter until election is held.
- Section 3**     **Officers.** The Board of Directors may designate from among its members a President, Vice-President, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe.
- Section 4**     **Vacancies.** Any vacancy occurring on the Board of Directors prior to the expiration of a term shall be filled by such person as shall be selected by the majority of remaining members of the Board of Directors. A Director, once elected to fill a vacancy, shall hold office for the remainder of the term of his predecessor in office.
- Section 5**     **Annual and Regular Meetings.** The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall, by resolution, prescribe. The Board of Directors may, by resolution, prescribe the time and place of such other regular meetings including teleconference.
- Section 6**     **Special Meetings.** Special meetings of the Board of Directors may be called by/ or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or outside of the State of New-York as the date, hour, and place for holding any special meeting of the Board called by them.
- Section 7**     **Notice.** Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or

sent by mail, email or other means of electronic transmission to each Director at his address as shown in the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

**Absence.** Any member of the Board who is unable to attend a meeting shall notify the President of his or her reasons for absence. If a Director is absent from three consecutive meetings in any one fiscal year, for reasons which the remaining Board shall determine to be insufficient, his or her resignation shall be deemed to be rendered and accepted, and he or she shall be so notified.

**Section 8**      **Quorum and Proxies.** A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

**Section 9**      **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**Section 10**     **Compensation.** Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to preclude any Director from serving the ADIHA in any other capacity and receiving compensation therefore.

**Section 11**     **Informal Action.** Any action may be taken without a meeting of the Directors if consent in writing setting forth the action so taken shall be signed by all the Directors. Consent may be given via email by all Directors in accordance with Section 8 above.

**Section 12**     **Death; Resignation; Removal.** A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of ADIHA or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors, except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose; any Director may only be removed, with cause, after the vote of a majority of the Directors then in office.

In the event of death, resignation of the President or his/her removal from office or inability to fulfill his/her duties, the Vice-President shall assume the presidency for the remainder of the term. A new Vice President shall then be selected by the new President and approved by the Executive Committee.

Upon a chairperson's resignation, the President shall designate a new chairperson who must be approved by the Executive Committee.

**Section 13 Code of Conduct.**

- a- No literature shall be distributed in the name of the association unless authorized by the Executive Committee
- b- If the activities of a member or if his/her conducts are detrimental to the reputation of the association, the Executive Committee shall take punitive actions that could lead to termination of membership.
- c- If the activities of an officer or of the entire Executive Committee are unsatisfactory to the point of jeopardizing the existence of the Association, the general membership shall take punitive actions or call for the dissolution of the executive committee.
- d- Upon the dissolution of an Executive Committee, a five-member committee shall be appointed by the general assembly to manage the association pending the election of a new Executive committee.

**Article IV**

**ADMINISTRATION**

There shall be a National Executive Board of ADIHA which shall consist of the:

- a) National President
- b) National Vice-President
- c) National Secretary
- d) National Treasurer
- e) National Project Planning Chairperson
- f) National Membership Chairperson
- g) National Programs Chairperson
- h) Regional Directors
- i) National Student Representative, who shall serve as a nonvoting member
- j) Ad-hoc National Executive Board positions as approved by the National Executive Board.

**Section 1 Purposes.** The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

**Section 2 Selection and Term of Office.** Members of each regular committee shall be selected by the affirmative vote of a majority of the Board of Directors and shall serve until end of their term, or resignation, or removal by the affirmative vote of a

majority of the Board of Directors.

**Section 3** **Vacancies.** Vacancies in the membership of any committee shall be filled by the Board of Directors.

**Section 4** **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

**Section 5** **Rules.** Each committee may adopt rules for its own governance not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

**Section 6** **Powers.** Each regular committee shall have such powers as the Board of Directors may grant it, consistent with the law, the Articles of Incorporation, and the Bylaws.

## **Article V**

### **REGULAR COMMITTEES**

The National Executive Board shall:

- a- Determine all questions of policy and shall administer the affairs of ADIHA under the Constitution and Bylaws, and the general provisions of the law under which it is incorporated.
- b- Be subject to the orders of the membership and none of its acts shall conflict with decisions made by the vote of the general body, or the goals and objectives of the Association.
- c- Not receive any salary for service.
- d- Coordinate activities at all levels of ADIHA.

## **Article VI**

### **STANDING COMMITTEES AND DUTIES**

**Section 1** The five standing committees of ADIHA shall be Finance, Project Planning, Information, Membership, and Programs.

**Section 2** The Finance Committee shall:

- a) Identify and develop national funding sources
- b) Organize and administer activities that will raise funds to facilitate the purpose of ADIHA.

**Section 3** The Project Planning Committee shall:

- a) Identify projects for participation by ADIHA members
- b) Assist in the development of all ADIHA projects.
- c) Make feasibility studies of all projects undertaken by ADIHA
- d) Develop project guidelines to assess project success
- e) Maintain a database of the past and current projects undertaken by ADIHA
- f) Consist of the committee representatives for, selected by the committee

chair.

- Section 4** The Information Committee shall:
- a) Be in charge of all internal and external publications including leaflets, brochures, newsletters, videos, or any form of press release
  - b) Compile and edit technical, scientific, and other materials proposed for publication
  - c) Provide information to the general public or any group in conformity with the rules governing such actions
  - d) Make all documents available upon request to members of the association and keep its library functioning
  - e) Receive all ideas and suggestions made to ADIHA by members and other parties.
  - f) Maintain the National ADIHA website
  - g) Consist of at least the following committee representatives selected by the committee chair:
    - i) National Historian
    - ii) National Webmaster
    - iii) National Publicity Chair
    - iv) National Copy Editor

- Section 5** The Membership Committee shall:
- a) Conduct periodic surveys to determine the interests of the members
  - b) Compile membership statistics and make them available to the Executive Board
  - c) Engage in the recruitment of new ADIHA members
  - d) Engage in active research, development, and implementation of membership benefits and incentives
  - e) Evaluate and recommend membership fee structures periodically
  - f) Identify potential chapters to charter and provide established chapters all information needed to function properly, both nationally and internationally.

- Section 6** The Programs Committee shall:
- a) Organize all national events and programs of ADIHA
  - b) Set up and implement national events & programs recommended in writing by members and authorized by the Executive Board
  - c) Implement national programs that support the mission of ADIHA
  - d) Identify other organizations for purpose of collaboration and/or support.
  - e) Ensure a successful and productive National Conference on an annual basis.

- Section 7** The Executive Board has the right to create ad-hoc committees whenever deemed necessary. Committee Chairs of the ad-hoc committees are to be appointed by majority vote of the National Executive Board.

**Section 8** In addition to the above duties, the committees will carry out assignments deemed necessary by the National Executive Board.

## ARTICLE VII

## STUDENT COMMITTEES

**Section 1** **Purpose.** The Board of Directors may establish a Student Membership Committee and other such student committees as it considers appropriate. The purpose of all such committees shall be to advise and assist the officers and the Board of Directors on matters relating to educational efforts on college and university campuses and other ADIHA activities as the President designates.

**Section 2** **Membership.** Membership on any ADIHA student committee shall be limited to full-time and/or part-time students in engineering, or engineering technology, or an allied discipline degree program at an accredited college or university within the United States, who voluntarily support the purposes of the Association.

**Section 3** **Term of Office.** Members of each student committee, while qualifying under Section 2 above, shall serve until the end of their term, or resignation, or removal by the affirmative vote of a majority of the Board of Directors. The number of members of each student committee shall be as determined by the Board of Directors.

**Section 4** **Officers.** The President may designate from among the members of student committee a Chairman and a Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, the Vice Chairman, and any other officers of such committee shall have such duties as the President prescribes.

**Section 5** **Powers.** Each student committee shall have the power to advise the Board of Directors and such other powers as the Board of Directors may grant it, consistent with law, the Articles of Incorporation, and the Bylaws.

## ARTICLE VIII

## ADVISORY COMMITTEES

**Section 1** **Purpose.** The Board of Directors may establish an Advisory Board and such other advisory committees as it considers appropriate. The purpose of all such committees shall be to advise the Board of Directors on such matters related to ADIHA as the Board of Directors designates.

**Section 2** **Nomination and Term of Office.** Members of each advisory committee shall be nominated by the affirmative vote of a majority of the Board of Directors and shall serve until the end of their term, or resignation or removal by the affirmative vote of a majority of the Board of Directors. The number of members of each advisory committee shall be as determined by the Board of Directors.

**Section 3 Powers.** Each advisory committee shall have the power to advise the Board of Directors and such other powers as the Board of Directors may grant it consistent with the law, the Articles of Incorporation, and the Bylaws.

## **ARTICLE IX**

## **OFFICERS**

**Section 1 Officers.** The Officers of ADIHA shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Not more than one office may be held simultaneously by the same person.

**Section 2 President.** The President shall be the chief executive officer of ADIHA and, in general, shall supervise and control all of the business and affairs of ADIHA. He may sign, with the Secretary or any other proper Officer of ADIHA authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

**Section 3 Vice-President.** In the event of death, resignation of the President or his/her removal from office or inability to fulfill his/her duties, the Vice-President shall assume the presidency for the remainder of the term. A new Vice President shall then be selected by the new President and approved by the Executive Committee.

**Section 4 Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

**Section 5 Treasurer.** The Treasurer shall be responsible for all funds and securities of ADIHA, receive and give receipts for monies due and payable to ADIHA and deposit all such monies in the name of ADIHA in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors. Upon resignation, dismissal or end of term in office, the incumbent treasurer shall give a detailed and final report for the faithful discharge of his/her duties in such a manner as the Board shall determine.

## **ARTICLE X**

## **ELECTIONS**

**Section 1 Election and Term of Office.** Elections shall be held every three years, two



months prior to the end of an office term. The Officers of ADIHA shall be elected by a majority of the voters.

Each Officer shall hold office for a term of three (3) years and thereafter until his successor shall have been duly elected and qualified.

All members of the Executive Committee shall be elected.

**Section 2** An Electoral Committee shall be formed six months prior to elections by the National Executive Board to ensure that the rules governing the electoral process are respected. Candidates shall register with the election committee no later than three months prior to the elections.

**Section 3** To be eligible to run for a function, a member shall:

- a- Be an active member
- b- Attend at least two-thirds (2/3) of the meetings (including teleconference) and the general assembly meetings within a two-year period except it is approved by two-thirds of the election committee.
- c- Be in good standing<sup>(1)</sup> with the Association.

**Section 4** Members can be elected to serve two consecutive terms. After two consecutive terms in the same position, a three-year leave is mandatory.

**Section 5** One-month period shall be set for the transition process after election results have been made public.

**Section 6** If a member of the National Executive Board resigns, the National Executive Board must hold special elections within one month of the resignation.

## ARTICLE XI

## VOTING

**Section 1** Each Member in good standing shall cast his or her vote in regional and national business.

**Section 2** Each member who has fulfilled the requirements for chapter membership, as specified by ADIHA's bylaws, shall be entitled to vote in his or her respective chapter general body meetings.

## ARTICLE XII

## MEMBERSHIP

**Section 1** There shall be five (5) types of members:

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<sup>1</sup> A member in good standing is regarded as current on organization dues and payments; and in full compliance with the organization bylaws.

- a. Active member
- b. Associate member
- c. Affiliate member
- d. Student member
- e. Honorary member

**Section 2      Qualifications:** The Board of Directors of ADIHA will recognize as:

- a. **Active Member:** An active member shall be a citizen or permanent resident of the United States with at least a B.S. degree in engineering or related discipline (Physics, Mathematics, Computer Sciences, Architecture, etc....) or with a degree in engineering or engineering technology from an accredited institution in the U.S. or abroad and is in good standing with the Association.
- b. **Associate Member:** An associate member shall be a citizen or permanent resident of the U.S. who holds an associate degree in engineering or allied discipline from an accredited institution in the U.S. or abroad and is in good standing with the Association.
- c. **Affiliate Member:** Anyone who has been rendering and is continuing to render valuable services to the Association.
- d. **Student Member:** It shall be defined to include any student enrolled in at least a degree in engineering or related discipline (Physics, Mathematics, Computer Sciences, Architecture, etc....) or with a degree in engineering or engineering technology from an accredited institution in the U.S. or abroad and is in good standing with the Association.

A graduate student who qualifies for ADIHA's membership may either participate as a Member or Student Member.

- e. **Honorary Member:** Honorary membership is conferred upon certain individuals or Associations in appreciation of extraordinary services rendered and/or dedication to the Association.

An Honorary Member shall be defined as an individual or Association who does not meet the definition of Member, Student Member, Affiliate Member, but has contributed through their efforts to the goals of ADIHA. Designation is to be set by the Executive Board of ADIHA.

**Section 3      Entitlements.**

- A- All Active Members of ADIHA shall be entitled to:
  - 1. Seek a post on the Executive Committee

2. Elect members of the Executive Committee
3. Vote during general assembly deliberations
4. Represent ADIHA when called upon to do so
5. Propose amendments to the association charter
6. Formulate grievances against other members for violations of the code of Ethics or of the Association charter
7. Conduct research, surveys etc. and give conferences in the name of the ADIHA when called upon to do so.
8. Write articles for any publications of ADIHA when called upon to do so.

B- All Associate Members should be able to:

1. Elect members of the Executive Committee
2. Vote during general assembly deliberations
3. Propose amendments to the association charter
4. Formulate grievances against other members for violations of the code of Ethics or of the Association charter
5. Write articles for any publications of ADIHA when called upon to do so.

C- All Student Members shall be able to:

1. Propose amendments to the association charter
2. Formulate grievances against other members for violations of the code of Ethics or of the Association charter
3. Write articles for any publications of ADIHA when called upon to do so.

**Section 4 Dues and Fees**

Dues and fees shall be set forth by the board, specified as a percentage of the general membership dues and fees and assessed based on the membership Type indicated in Article XII, Section 1, as follows:

- |                     |  |
|---------------------|--|
| a. Active member    | 100 % of the established dues and fees |
| b. Associate member | 100 % of the established dues and fees |
| c. Affiliate member | 0 % of the established dues and fees   |
| d. Student member   | 25 % of the established dues and fees  |
| e. Honorary member  | 0 % of the established dues and fees   |

**Section 5 Removal.** Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of ADIHA would be served thereby.

**Section 6 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the remaining portion of the term.

## ARTICLE XIII

## CONTRACTS, CHECKS, DEPOSITS AND FUNDS

**Section 1** **Contracts.** The Executive Committee may authorize any Officer or Officers, agent or agents of the Association of Haitian and American Engineers (ADIHA) to enter into contracts or execute and deliver any instrument or document in the name and on behalf of the Association, and such authority may be general or confined to specific instances.

**Section 2** **Checks, Drafts, and Similar Documents.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by the Treasurer and the Vice President.

**Section 3** **Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association in banks, trust companies or other depositories as the Executive Committee may select. The Treasurer, in his capacity of Chairperson of the Finance Committee, shall control the deposits.

**Section 4** **Gifts and Contributions.** The Finance Committee may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of New-York, and any other relevant jurisdiction.

**Section 5** **Compensation.** No director, officer, committee member, or person connected with the management of the Association shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association; however, that shall not prevent payment to any person of reasonable compensation for services rendered to or for the Association in effecting any of its purposes as determined by the Executive Committee.

No parts of ADIHA's assets, income, or profit shall be distributed to or be used for the personal benefits of its members, directors, officers or any private persons except to the extent permissible under the law.

**Section 6** **Prohibited Activities.** ADIHA is a 501(c)(3) organization, no director, officer, member or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by an exempt organization under section 501(c)(3) of the Internal Revenue Code.

## ARTICLE XIV

## BOOKS AND RECORDS

The Association of Haitian and American Engineers (ADIHA) shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Executive, Finance, Planning and Information Committees.

## **ARTICLE XV**

### **FISCAL YEAR**

The fiscal year of the Association of Haitian and American Engineers (ADIHA) shall begin on the first day of January and end on the last day of December of each year.

## **ARTICLE XVI**

### **LEGISLATIVE PROCEDURE**

**Section 1** A minimum of twenty-five percent (25%) of the Board of Directors' signatures is required to bring an impeachment statement before the membership of ADIHA. A majority vote of the Board of Directors is necessary to enact the statement. In the event of a tie, the Board of Directors shall resume discussion and prepare for a re-vote.

**Section 2** Quorum is set to two-thirds of the Board of Directors of ADIHA.

**Section 3** Amending and rewriting this document requires a three-fourths vote in the affirmative by the Board of Directors for approval.

## **ARTICLE XVII**

### **WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the law of the State of New-York or under the provisions of the Articles of Incorporation or the Bylaws of the Association des Ingénieurs Haïtiens et Américains, Inc. (ADIHA), a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE XVIII**

### **DISSOLUTION**

Upon the dissolution of the Association des Ingénieurs Haïtiens et Américains, Inc. (ADIHA), assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Upon the dissolution of ADIHA, its net assets shall be distributed, as determined by the Board of Directors, to one or more exempt organizations whose purpose is congruent with that of ADIHA, and within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

## ARTICLE XIX

## BYLAWS

**Section 1**     **Bylaws.** Bylaws shall be established for the purposes of governing the operations and administration of ADIHA.

**Section 2**     **Amendments.** All proposed amendments shall have the approval of the majority of the members. No laws of the constitution can be adopted, annulled or altered without the approval of two thirds (2/3) of the general membership.

The Bylaws of the Association shall be amended by a two-third vote of the Board of Directors. The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by two thirds (2/3) of the Board of Directors present at any annual, regular or special meeting, if at least 15 days' written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.