

The Yale Arab Alumni Association, Inc.
BYLAWS

Adopted, as amended, October 3, 2011

ARTICLE 1: NAME

1. The name of this organization is The Yale Arab Alumni Association, Inc. (henceforth referred to as “YAAA” or “the Association”).
2. YAAA is an independent entity and does not represent the opinions of Yale University, the Association of Yale Alumni, or any other members of the Yale community.

ARTICLE 2: PRINCIPAL OFFICE

1. The principal office of YAAA shall be fixed and located at such time and place as the Board of Directors may decide.
2. The Board of Directors may at any time establish branch offices at any place where YAAA is qualified to conduct business.

ARTICLE 3: PURPOSE

1. The purpose of YAAA is to bring together alumni and affiliates of Yale University with an interest in the Arab World, and to facilitate exchange between the university and the region, by means of educational events and endeavors.
2. YAAA is organized exclusively for charitable, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 4: DEDICATION OF ASSETS

1. The properties and assets of this nonprofit organization are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this organization.
2. Upon dissolution, all remaining assets shall be distributed to one or more organizations engaged in activities substantially similar to YAAA.

ARTICLE 5: MEMBERSHIP

1. Division of Membership. The membership of YAAA shall consist of two categories: (A) general membership, and (B) affiliate membership.

Membership Qualifications. General membership is available to any individual that has completed at least one semester at Yale. Affiliate membership is available to friends and family of YAAA and Yale alumni. Further specifics on qualification for membership categories shall be as provided in the YAAA Membership Policy.

2. Application for Membership. All applicants for membership must complete the application form provided by YAAA and submit the application to the YAAA Board of Directors or through the YAAA website.
3. Admission to Membership. Admission to membership is granted by the Board of Directors, based upon a determination that an applicant has met the organization's criteria for membership.
4. Non-voting Membership. All members shall be non-voting.
5. Dues. Membership dues, if any, shall be established by the Board of Directors.
6. Expulsion. A member may be expelled for adequate reason by a two-thirds vote of the Board of Directors. Failure to pay dues or assessments, or to meet the criteria for membership, is presumed to be adequate reason for expulsion and does not require advance notice to the member or voting by the Board. A member proposed for expulsion for another reason is given advance written notice including the reason for the proposed expulsion, opportunity to contest the proposed expulsion in writing to the Board of Directors, and final written notice of the Board's decision.

ARTICLE 6: THE BOARD OF DIRECTORS

1. Authority. The governing body of the YAAA is the Board of Directors, which has authority and is responsible for the governance of the organization. The Board establishes policy and monitors implementation of policy, and provides strategic direction to the organization. The Board may hire paid staff or independent contractors as necessary to carry out the mission of the organization.
2. Number. YAAA shall have no fewer than three (3) and no more than fifteen (15) Directors who will collectively constitute the Board of Directors. The number and responsibilities of the Directors can be modified by a two-thirds majority of the Board. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.
3. Nomination and Selection. All members of the Board of Directors may nominate candidates for a position on the Board of Directors, and must submit their nominations to the Secretary of the organization at least thirty (30) days prior to the Annual Meeting of the Board. All nominations shall be included in the meeting notice and the consent of the nominee shall have been obtained prior to his or her name being presented. The Board shall convene at their Annual Meeting to deliberate and select new members of the Board of

Directors based on demonstrated commitment to the organization. The new members of the Board of Directors must be approved by a two-thirds majority vote of the old Board.

4. Terms of Office. Directors serve terms of two years. No director may serve more than two succeeding full or partial terms.

5. Resignation. Any member of the Board of Directors may resign upon giving written notice to the President or the Secretary of the Board of Directors.

6. Removal. The Board of Directors, by an affirmative two-thirds vote of the directors then in office, may remove any director, with or without cause, only at a meeting called for the purpose of removing him, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director.

7. Vacancies. A vacancy on the Board of Directors exists when one or more of the following occurs: (i) the death, resignation or removal of any member of the Board; (ii) an increase in the authorized number of Directors; or (iii) the failure of the directors, at any annual or other meeting of the directors at which any director or directors are to be elected, to elect the full authorized number of directors. If a vacancy occurs on the Board for any reason, the position is filled for the unexpired portion of the term by the Board.

8. Regular Meetings. Regular meetings of the Board of Directors shall occur once a month, at such time and place as determined by the Board. The Annual Meeting of the Board of Directors will take place during the last quarter of the calendar year. The specific date, time, and place shall be announced no later than 30 days prior to the meeting. To the extent possible, Directors shall attend the annual meeting in person. The Annual Meeting Agenda, pertinent annual reports, and other relevant materials shall be sent to members of the Board of Directors no later than 14 days prior to the meeting.

9. Special Meetings. Special meetings of the Board of Directors may be called by the President of the Board, the Treasurer, the Secretary, or by any three Directors. Special meetings shall be preceded by at least two (2) days' notice of the date, time and place of the meeting.

10. Quorum and Voting. The presence of a majority of directors constitutes a quorum. A majority of votes is required to carry a matter when a quorum is present, unless otherwise provided by law or by these bylaws. Proxy voting is not permitted. Voting by mail, overnight delivery, or electronic mail is permitted when all directors vote unanimously in favor of a matter. Meetings may be held electronically if each director can hear the others.

11. Compensation. Directors do not receive compensation for their services but may be reimbursed for expenses according to an established reimbursement policy.

ARTICLE 7: THE ADVISORY BOARD

1. The Advisory Board consists of members who are committed to YAAA's mission and who lend their names in support of the organization. It is made up of non-voting members who participate in YAAA's activities in an advisory capacity.
2. Members of the Advisory Board are elected by the Board of Directors for two-year terms and may be re-elected indefinitely. A simple majority is required to elect an individual to the Advisory Board.
3. Unless they are actual committee members, Advisory Board members are not required to attend meetings but should make themselves available by phone or e-mail to address and counsel the Board of Directors or the relevant committee in their area of expertise.

ARTICLE 8: COMMITTEES

1. The Board of Directors may, by resolution adopted by a majority of all directors in office, designate one or more committees to exercise all, or a portion of, the authority of the Board, as specified in the resolution of the Board.
2. Each such committee shall consist of at least two directors, appointed by the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present.
3. No committee shall bind the organization in a contract or agreement or expend the organization's funds, unless authorized to do so by the Board of Directors. Established committees may not set YAAA's policies or amend its bylaws.

ARTICLE 9: OFFICERS

1. Designation of Officers. The officers of the organization shall be (i) a President, (ii) a Secretary, and (iii) a Treasurer. The Board of Directors may appoint other officers as necessary to carry out the mission of YAAA.
2. Duties of the President. The President of the Board shall be the senior Board member of the Board of Directors and shall be generally responsible for the functioning of the organization. He or she shall preside at meetings of the Board of Directors when present. The President is authorized to execute contracts and other documents on behalf of the organization.

The President, subject to the control of the Board of Directors, shall supervise and control the affairs of the organization and the activities of its officers. He or she shall regularly report to the Board of Directors on internal and external matters affecting the condition and performance of the organization. He or she shall perform all duties incident to his or her

office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.

3. Duties of the Secretary. The Secretary shall maintain at the principal office of the organization the original, or copy, of these bylaws as amended or otherwise altered to date. He or she shall also maintain a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

The Secretary shall distribute or post notices, agendas and other pertinent information in accordance with the provisions of these Bylaws, or as required by law. He or she shall also maintain at the principal office of the organization a membership record containing the name and address of each and all members of the Board of Directors and Advisory Boards. In case membership has been terminated, the Secretary shall record such fact in the membership record together with the date on which such membership ceased.

The Secretary shall also perform any other duties as may be assigned to him or her from time to time by the President or the Board of Directors.

4. Duties of the Treasurer. The treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the organization with such depositories as may be designated by the Board of Directors. The treasurer shall disburse or cause to be disbursed YAAA's funds as may be ordered by the Board of Directors, and shall render to the President and Board of Directors, whenever they request it, an account of all of the treasurer's transactions as treasurer and of the financial condition of the organization.

ARTICLE 10: FISCAL POLICY

1. Fiscal Year. The fiscal year of the organization shall be the calendar year.

2. Audits. There shall be an annual audit of the organization, reviewed by the Board within sixty (60) days of the close of each fiscal year.

ARTICLE 11: AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended or repealed by a two-thirds vote of the Directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting is given, setting forth the proposed bylaw revisions with explanations therefore.