

**Association of Sudanese-American Professors in America
(ASAPA)**

BYLAWS

ARTICLE I

Name, Language, Governance, and Location

ARTICLE IA

Name

This organization shall be known as the
Association of Sudanese-American Professors in America (ASAPA)

in English, and

جمعية أساتذة الجامعات السودانيين-الأمريكان بأمريكا

in Arabic.

ARTICLE IB

Language of business

The business of the organization will be performed in English.

ARTICLE IC

Governance

The organization is governed by the article of incorporation as to be filed in **the State of Texas**.

ARTICLE ID

Location

The principal office of the organization shall be **determined by the executive committee based on the executive committee's preferred location** ~~in College Station, Texas 77845~~

ARTICLE II

Purposes

The Association of Sudanese-American Professors in America (hereafter, the "Association") is organized exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code, and more specifically:

Section 1

Act as a scientific think tank that offers technical analysis of the major issues facing Sudan in order to provide objective scientific assessment for the long-term benefit of the nation.

Section 2

Support Sudanese academic institutions towards their objectives of teaching, research, and training. Reach out to Sudanese institutions and the public and provide them with technical and material support in members' fields of expertise, to help Sudan and Sudanese people achieve progress and prosperity.

Section 3

Support a democratic vision for Sudan, rooted in the principle of the rule of law, where the environment would be conducive for the efforts by members to help advance the nation in topics relevant to their areas of technical and professional expertise.

Section 4

Work towards creation of meaningful and mutually beneficial linkages between Sudanese and American academic and research institutions.

Section 5

Connect members to each other professionally, and to provide a forum for networking and communication among members in order to share their experiences and accumulated knowledge for mutual benefit and professional development of members.

ARTICLE III

Membership Eligibility & Dues

ARTICLE IIIA

Membership

Section 1 Active members

(a) All Sudanese American Professors **with US citizenship** (including Full, Associate, Assistant, Adjunct, and Emeritus ~~Assistant, Emeritus,~~) **who are working or have worked and Lecturers** at American universities **or higher education and research institutions** may become full members of the Association by paying the annual dues set by the Executive Committee.

(b) **All professors (Full, Associate, Assistant, Emeritus) and doctoral degree holders, as well as instructors, lecturers, and postdoctoral fellows of Sudanese descent who are working at American universities or higher education and research institutions may become associate members of the Association by paying the annual dues set by the Executive Committee.**

(c) **All graduate students of Sudanese descent who study at American Universities or institutions may become Student members of the Association by paying the student**

annual dues set by the Executive Committee. ~~Student members are not eligible to serve on the executive committee or to vote on association decisions.~~

(d) Experts, intellectuals, scholars, or activists working towards any of the objectives listed in Sections 1 through 5 in Article II above can be nominated by full members to become Honorary Members of the Association. The appointment and duration of honorary membership will be based on the vetting and approval of the Executive Committee.

(e) The Board of Directors of the Association consists of all full members of the Association. Each full member is a Director of the Board of the Association. Only full members are eligible to serve on the executive committee and to vote on affairs and decisions of the Association. The term “Board of Directors” and “General Assembly” are synonymous, and henceforth will be referred to as the General Assembly.

1

ARTICLE IIIB

Dues

Section 1 Annual Membership Dues

Annual membership (Full, ~~and~~ Associate, **and student**) dues shall be set by the Executive Committee. All individuals who pay annual dues are considered members.

ARTICLE IV Meetings of the Association (Meetings of the General Assembly)

Section 1 Annual Meeting

This Association shall hold the annual meeting of its members each year at a date, time, and place to be selected by the Chair of the Executive Committee.

Section 2 Special Meetings

Special meetings of the Association may be called on the initiative of the chair, and shall be called by the chair upon a resolution of the General Assembly or the written request of at least twenty percent (20%) of the voting members of the Association.

Section 3 Notices

Notice of an annual or special meeting of the Association shall state the time and place thereof and be published in one issue of the official publication of the Association or mailed to the members of the Association by regular mail or electronic mail. Mailed notices shall be directed to each member at the address which appears on the records of the Association’s constituents system. Notice required to be given by

law or pursuant to these bylaws may be waived by any member, before or after any meeting. The purpose of special meetings must be stated in the notice. Notice must be published or mailed not less than thirty days before an annual meeting nor less than ten days before a special meeting, and not more than sixty days before any meeting.

Section 4 Quorum

A **simple** majority (more than **50 %**) of the Association's voting members shall constitute a quorum. Provided a quorum is present, a majority of votes cast by members of the Association present or represented by written proxy at any annual or special meeting of the Association shall be the act of the General Assembly. Unless two-thirds of the members are present, the only matters to be voted on by a majority of such quorum are those matters described in the meeting notice.

Section 5 Voting

All members identified in section (1a) of Article IIIA with active status in the member's record in the Association's constituents system may vote. Receipts for dues or active member status in the member's record in the Association's constituents system shall be considered conclusive evidence of voting eligibility in any election until 6:00 p.m. on the announced cutoff date for receipt of ballots or entitle such member to vote at any member meeting. Members may vote by written proxy **or electronic system**.

ARTICLE V

Executive Committee & Standing Committees

Executive Committee

1. The Executive Committee shall consist of ~~Chair~~ **President**, ~~Vice-Chair~~ **President**, **Immediate Past President**, Secretary, Treasurer, ~~Membership and Communications~~ **Press, and Media Officer**, **Membership & Members affairs Officer**, ~~and Planning,~~ Development & External Relations Officer, and ~~3 other members~~ **a Member-at-Large**. **The duties of each officer are described in the Association policy document.**
2. Each member of the Executive Committee is elected directly by a simple majority of the General Assembly. A second round of vote, with only the top two candidates from the first round, shall be arranged if necessary to achieve a simple majority.
3. Each candidate for an office of the executive committee is encouraged to make a short statement to the General Assembly meeting sharing their vision and agenda for the office, before the vote.
4. Each member of the Executive Committee serves, in their position, for a period of two years renewable for another term of two years. The term of the elected officers shall commence immediately upon election.

5. The term of any member of the Executive Committee can be terminated by a majority of two-thirds of the General Assembly.
6. Members of the executive committee act as officers of the Association. **Officers must be American Citizens.** The **Chair President** and **Vice Chair President** of the Executive Committee shall act as Chair and Vice Chair of the General Assembly meetings, supported by other members of the Executive Committee.
7. The Executive Committee shall issue and communicate to the members an annual report describing the agenda of the Association during that year, progress achieved, future plans, and an annual budget detailing in a transparent fashion: income, expenditures, and financial status of the Association.

Standing Committees

Standing Committees shall include the Finance Committee, Planning and Development Committee and Communications Committee.

Other Committees and Task Forces

The Chairman of the Executive Committee may establish other Committees and Task Forces and appoint members to such Committees and Task Forces.

~~ARTICLE VI~~ ASAPA Chapters

~~SECTION 1: PURPOSES~~

~~The purposes of an ASAPA Chapter are:~~

- ~~(a) To promote and execute the projects of ASAPA, as approved by the Executive Committee, in the chapter area~~
- ~~(b) To raise resources in support of the various programs of the Association;~~

~~SECTION 2: ORGANIZATION~~

- ~~(a) An ASAPA Chapter may be formed in any convenient geographical area, or professional area, with boundaries established by agreement among the members of the Association and approved by the Executive Committee.~~
- ~~(b) In order to retain its charter, a Chapter must fulfill the following obligations:~~
 - ~~1. Hold at least one general meeting each two years at which business is transacted;~~
 - ~~2. Comply with the provisions of these bylaws and its own bylaws;~~
 - ~~3. Complete an annual report.~~

ARTICLE ~~VH~~ VI

Amendments

Section 1

These By-Laws may be amended by not less than two-thirds of the members of the General Assembly at any regular or special meeting.

ARTICLE VII

Records

The books, records, accounts and documents of the Association shall be kept at a convenient and permanent location and in the manner approved by the Executive Committee.

ARTICLE VIII

Auditors

The Executive Committee shall ~~shall~~ **will** examine documents and generate a balance sheet including income and expenditure at least once a term. Upon request of sponsors and donors, the Executive Committee shall authorize the employment of an independent certified public accountant to ~~Provided availability of significant funds, exceeding the cost of standard auditing, ASAPA shall carry an independent~~ audit its finances at least once a term.

ARTICLE IX

Dissolution Clause

Upon termination or dissolution of ASAPA, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (organization or organizations that have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation).

The organization to receive the assets of ASAPA hereunder shall be selected by the discretion of a majority of the managing body of ASAPA and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against ASAPA by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Texas.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Texas to be added to the general fund.