

**By-laws of
VSSUT Overseas Alumni Association**

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Prepared by

Ad-Hoc Committee Members

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TABLE OF CONTENTS

SUBJECT	PAGE
PREAMBLE	3
ARTICLE 1 – NAME AND OFFICE	3
ARTICLE 2 - MISSION STATEMENT	3
ARTICLE 3 – OFFICERS	4
ARTICLE 4 – ROLES AND RESPONSIBILITIES	5
ARTICLE 5 - MEMBERSHIP	6
ARTICLE 6 - COMMITTEES	7
ARTICLE 7 – ELECTION	9
ARTICLE 8 – FINANCE	10
ARTICLE 9 – MEETINGS AND CONVENTIONS	11
ARTICLE 10 – LOCAL CHAPTERS	12
ARTICLE 11 – REMOVAL OF AN EXECUTIVE COMMITTEE MEMBER	13
ARTICLE 12 – REMOVAL OF A BOARD MEMBER	13
ARTICLE 13 – REVOCATION OF MEMBERSHIP	14
ARTICLE 14 - RELATIONSHIP WITH VSSUT	14
ARTICLE 15 – OFFICIAL MEDIUM OF COMMUNICATION	14
ARTICLE 16 - INDEMNIFICATION	14
ARTICLE 17 - AMENDMENTS	14
ARTICLE 18 – DISSOLUTION	15

PREAMBLE

Whereas a large number of highly qualified technical professionals after graduating from the Veer Surendra Sai University of Technology (VSSUT), Burla, Odisha, India have settled in the United States of America, and Canada,

Be it resolved that a non-profit organization be formed to enhance the educational and social well-being of the alumni, current students, faculty and the alma mater by providing direct assistance, scholarships or knowledge exchange opportunities as appropriate.

ARTICLE 1 – NAME AND OFFICE

- 1.1 The name of the association shall be VSSUT Overseas Alumni Association, here-in after abbreviated as VSSUTOAA. Overseas is currently restricted to North America.
- 1.2 VSSUTOAA is registered as a non-profit organization in the state of California.
- 1.3 Both VSSUT, Burla and University College of Engineering, Burla shall be abbreviated as Alma Mater in this document.
- 1.4 VSSUT, Burla (VSSUTB) alumni shall be abbreviated as VSSUTans.
- 1.5 The principal office of VSSUTOAA will be located in USA and the current Joint Secretary's address will be its address
- 1.6 The Governing Board or simply BOARD shall consist of eleven (11) elected members.
- 1.7 The Executive Committee (EC) shall consist of the President, Vice President, Secretary, Joint Secretary, Treasurer and Joint Treasurer who will be elected by the BOARD.

ARTICLE 2 - MISSION STATEMENT

- 2.1 VSSUTOAA should be operated for educational and social well-being of the alumni by providing the alumni a social and professional networking platform, and an avenue for the alumni to help the alma mater and its students. Its activities will include but not limited to the following:
 - 2.1.1 To facilitate communication and exchange of information among its members including but limited to
 - 2.1.1.1 Holding an annual convention

- 2.1.1.2 Maintaining a membership directory
- 2.1.1.3 Creating and maintaining a website for communication and exchange of ideas
- 2.1.2 Be a resource center in assisting talented technical graduates in coming to USA to further their higher studies.
- 2.1.3 Financially assist graduate students and alumni family.
- 2.1.4 Develop exchange faculty programs between VSSUTB and universities in USA.
- 2.1.5 Promote and organize lectures at VSSUTB on relevant topics of interest to graduate students and faculties.
- 2.1.6 Develop special programs as needed to benefit the students, faculties and the institute

ARTICLE 3 – OFFICERS

- 3.1 VSSUTOAA shall have numbers of Board members as described in Article 1.7 who will be elected by the members of the organization. Four out of the Board members shall be elected by the Board to form the Executive Committee or the EC. The EC shall consist of a President, a Vice-President, a Secretary and a Treasurer.
- 3.2 All elected Members of the BOARD shall be legal residents of USA or Canada.
- 3.3 The term of office of the BOARD members shall be for 2 years beginning October 1.
- 3.4 As outlined in Article 7.6, some of the Board members go for the second term to maintain continuity. These transitioning Board members can continue for the second term or two more years. Thus, the maximum continuous term of the Board members will be four years or two terms.
- 3.5 An officer or faculty of VSSUTB nominated by the vice-chancellor, is a permanent invitee to the Board meetings and will be a liaison between VSSUT and VSSUTOAA. He/she won't have the voting rights.
- 3.6 The boards elects a six (6) member Executive Committee (EC). The EC is elected for one term only. If the President is part of the board that continues for a second term, he/she continues to be the President for the second term.
- 3.7 The immediate past President shall continue as a member of the new Board automatically for two years after serving his/her term.

ARTICLE 4 – ROLES AND RESPONSIBILITIES

- 4.1 The BOARD shall make major policy decisions of the Association including financial. The BOARD will approve the annual plan and the budget of the Association by 2/3rd majority.
- 4.2 The Executive committee, consisting of the President, Vice President, Secretary, Treasurer, and Joint Secretary will be responsible for conducting the day to day affair of the Association.
- 4.3 The President shall be the Chief Executive Officer of VSSUTOAA. He/ she will have the overall responsibility of the general affairs of the organization. He/she will call Board meetings and will preside at all the meetings. He/she along with the Executive committee will prepare the annual plan and the budget of the organization to be ready by December of the previous year.
- 4.4. The Vice President shall exercise the powers and perform the duties of the President in the absence of the President. The Vice President will automatically assume the powers of the President in the event the President is incapable to execute the duties of the President or an impeachment motion is executed against the President. In such a situation, the Board will elect a Vice President from amongst the Board members by majority vote. The responsibilities of the Vice President will include organizing annual alumni meet, act as a liaison between VSSUT Burla and VSSUTOAA. Vice President along with the President will be responsible for the fundraising efforts of VSSUTOAA and the membership drive.
- 4.5 The Secretary shall send notices of meetings to the General Body and the Board at least 7 to10 days in advance, except in case of emergency meeting. The Secretary shall keep the minutes of meetings of the organization. The Secretary shall maintain a membership roster, roll call of attendance and such books, papers and records as the Board may direct which shall be open for inspection by the Board. The Secretary shall be responsible for the organization, maintenance and update of the VSSUTOAA website. He/she may appoint a Web Master & Assistant Web Master of his/her choice with the concurrence of the Board for smooth functioning of the web.
- 4.6 The Joint secretary shall exercise the powers and perform the duties of the Secretary in the absence of the Secretary. The Joint Secretary will automatically assume the powers of the Secretary in the event the Secretary is incapable of executing the duties of the Secretary or an impeachment motion is executed against the Secretary. In such a situation, the Board will elect a Joint Secretary from amongst the Board members by majority vote.
- 4.7 The Treasurer shall be responsible for the treasury of the VSSUTOAA. He/she shall receive all funds, including dues, fees, charges and other assessments

and shall deposit such funds in the name of VSSUTOAA in banks and other depository. The Treasurer and the President shall be authorized to sign checks on behalf of VSSUTOAA. The Treasurer shall disburse funds as authorized by the Board, keep all records of receipts and expenses and exhibit such records at reasonable times to any member of the Board. The Treasurer shall present a financial statement at the beginning of the Board meetings every month. The Treasurer shall make a full financial report at the Annual meeting of the organization. The Treasurer shall be responsible in the preparation and filing of any statements or returns incidental to federal and/or local taxation.

- 4.8 The Joint Treasurer shall exercise the powers and perform the duties of the Treasurer in the absence of the Treasurer. The Joint Treasurer will automatically assume the powers of the Treasurer in the event the Treasurer is incapable of executing the duties of the Treasurer or an impeachment motion is executed against the Treasurer. In such a situation, the Board will elect a Joint Treasurer from amongst the Board members by majority vote. In addition to the President and the Treasurer, the Joint Treasurer shall be authorized to sign checks on behalf of VSSUTOAA.

ARTICLE 5 - MEMBERSHIP

- 5.1 There will be two kinds of membership of the Association.
- 5.2 General membership
- 5.2.1 General membership is accorded to those who are alumni of University College of Engineering / Veer Surendra Sai University of Technology, Burla and are residents of North America (USA and Canada)
- 5.2.2 Express an interest in the activities of the Association. He will pay the membership fee decided by the Board which has been approved by the members of the organization.
- 5.2.3 There will be three sub categories of General membership: 1) Life member, 2) Annual member and 3) Student member.
- 5.2.3.1 An alumnus/alumna can become Life member of VSSUTOAA by paying a one-time fee as stipulated by the Association at the time of his/her membership application. The Life member is eligible to vote and run for any position of the Board.
- 5.2.3.2 An alumnus/alumna can become an Annual member of VSSUTOAA by paying a fee as stipulated by the Association. The duration of the membership will be for one calendar year (from January 1 to December 31). The annual

membership can be continued for subsequent years by payment of the annual membership fee. The Annual members can vote in the election of the Board.

- 5.2.3.2.1 Annual members can upgrade to Life membership before December 31st of the same year of Annual membership by paying the difference between the fees for Life membership and Annual membership.
- 5.2.3.3 Any alumnus/alumna pursuing graduate and/or Doctoral studies in a University in USA or Canada can become a Student member of VSSUTOAA by payment of a one-time fee as stipulated by the organization. He/she will cease to be a Student member at the completion of his/her studies. The student member is eligible to vote in the election of the Board.
 - 5.2.3.3.1 When a student member completes his / her studies, the student membership lapses on 31st December of the year he / she completes studies. After the completion of their studies, Student members can upgrade to Life membership before December 31st of the same year by paying the balance.
- 5.3 Honorary membership
 - 5.3.1 Honorary membership is accorded to those who have been faculty members/employees of the Alma Mater.
 - 5.3.2 Honorary members are decided by two-third majority vote by the Board members.
 - 5.3.3 Honorary members do not pay any membership fee, do not have voting rights and do not qualify for any position in the board.

ARTICLE 6 - COMMITTEES

- 6.1 The Board shall establish as many committees as deemed necessary except the Nomination Committee for proper execution of the business of VSSUTOAA. The Board may alter, revamp or discontinue a committee except the Nomination Committee.
- 6.2 All committee members shall be General members of VSSUTOAA.
- 6.3 Each committee membership shall be approved by the Board.
- 6.4 All committee chairpersons shall report to the President and coordinate their committee activities.
- 6.5 Each committee chairperson shall carry out his/ her committee duties/activities as per established and approved goals, keep the records of the committee activities and shall turn over the documents to the succeeding chairperson or to the Secretary.

- 6.6 Select set of Standing Committees:
- 6.6.1 Audit Committee:
- 6.6.1.1 Audit Committee shall consist of three VSSUTOAA Life members.
- 6.6.1.2 They will be nominated by the Board.
- 6.6.1.3 The Audit Committee shall meet once every year (on or before March 7) to go through the financial transactions of the organization.
- 6.6.1.4. The Treasurer shall furnish the following to the Audit Committee by March 1 of each year.
- Cash book, ledger and other account books.
 - Checkbook and copy of bank statements.
 - Receipts for all expenditure and authorization for the same.
 - All inventory of VSSUTOAA property
- 6.6.1.5 The committee shall report its findings to the Board by March 31 of each year.
- 6.6.2 Nomination Committee
- 6.6.2.1 The Nomination Committee consisting of five Life members shall be elected by the members of VSSUTOAA. The outgoing Nomination Committee shall submit a list of candidate names for the next Nomination Committee. These names will be submitted to the Secretary for announcement at the General Body Meeting. At the General Body Meeting, additional nominations may be made from the floor by the members of VSSUTOAA. The Nomination Committee shall elect its own chairperson. The Nomination Committee members shall be members of VSSUTOAA in good standing at least for two years. For smooth transition, the first Nomination Committee shall stay for two General Body Meetings. None of the nominees shall be from the current Governing Board.
- 6.6.3 By-laws Review Committee
- 6.6.3.1 The Board shall appoint a By-Laws Review Committee consisting of five Life members when deemed necessary to review the current By-Laws of VSSUTOAA for any amendments.
- 6.6.3.2 All By-law amendments should be submitted to all the members of VSSUTOAA for approval electronically. The amendments can be approved by a 2/3rd majority vote.
- 6.6.3.3 Absence of voting within a stipulated time will be considered as approval to the suggested amendments.

ARTICLE 7 – ELECTION

- 7.1 The Nomination Committee shall submit names of members nominated to the Board at the General Body Meeting.
- 7.2 Every effort shall be taken to constitute the Board with Five (5) members from the Latest 25 years of the Alumni and the remaining Six (6) will be from the rest of the Alumni
- 7.3 No two Board members shall belong to the same batch. The batch is defined as the year of graduation.
- 7.4 The Executive Committee consisting of the President, Vice-President, Secretary, Joint Secretary, and Treasurer will be elected by the Board members from among themselves.
- 7.5 All BOARD members will have a term of office for two years.
- 7.6 A new Board election will be held every two years. About one third to half of the Board members may vacate the Board making room for new members. The Board members transitioning from the previous Board will not go through the election process. The Nomination Committee shall make every effort to see that the new Board maintains the Five-Six ratio as stipulated in Article 7.2.
- 7.7 No Board member can have more than two (2) consecutive two (2) year term in the Board, except when someone is President in his 2nd Term. However, the total Board membership shall remain as prescribed in Article 1.7.
- 7.8 It is recommended that all voting be conducted through an electronic balloting process.
- 7.9 Election will be conducted by the Nomination Committee.
- 7.9.1 The Secretary shall furnish the following information to the Nomination Committee by March 1 before the election.
- List of current membership.
 - List of Board members for the last 6 years.
 - List of past Nomination Committee members
- 7.9.2 The Nomination Committee shall prepare a list of candidates for election. As mentioned in Article 7.6, the transitioning Board members will not go through the election. The Nomination Committee will solicit input from the members of VSSUTOAA and the BOARD to prepare the final list of candidates for election.

- 7.9.3 The Nomination Committee shall analyze and consider the needs of VSSUTOAA and nominate such candidates whose talents and experience will strengthen VSSUTOAA.
- 7.9.4 The Nomination Committee shall obtain a written application and consent of each candidate to serve on the Board if elected. The Board members are expected to agree to attend at least 60% of the Board meetings every calendar year. Those who cannot meet the requirement may choose to leave the Board. Those leaving the Board in the middle of the election cycle will be asked to find their replacement subjected to the final approval by the Board. The replacement should be from the same pool i.e. last 25 years or the first group since 1960 (year of the first graduating batch).
- 7.9.5 Committee members shall attend Board meetings as required by the Board.
- 7.9.6 The names of the elected Board will be announced at the General Body Meeting.
- 7.9.7 The elected Board should make every effort to elect the Executive Committee at the Convention or latest by September 15 of the election year.
- 7.9.8 The Student members of VSSUTOAA with the help of the Nominating Committee of VSSUTOAA will elect a student representative who will represent the student body at the Board meetings. It is expected that the student representative will present the student issues to the Board for appropriate action.

ARTICLE 8 – FINANCE

- 8.1 The fiscal year shall be the calendar year ending on December 31.
- 8.2 VSSUTOAA shall have no capital stock, either authorized or issued.
- 8.3 VSSUTOAA shall have the right to enter into contracts, including leases, to receive, hold, use, disburse and dispose of all money and property donated, bequeathed, devised, conveyed or transferred to it.
- 8.4 All members of the Board are honorary, serving on a voluntary basis without any compensation. VSSUTOAA will reimburse Board members approved out of pocket expenses incurred on behalf of VSSUTOAA for its activities, on submitting actual expense receipts to the Treasurer.
- 8.5 Donations received for a specific purpose, including any income from the investment of funds, shall be used for the same specific purpose only.
- 8.6 All financial transactions above \$500 must be approved by the Board. The President may approve financial transactions below \$500.

8.7 Disbursements shall be made by a check signed by the Treasurer or any other authorized officer approved by the Board. Any check for an amount greater than \$500 shall have two authorized signatures.

8.8 At least two members of the Board (President and Treasurer) should be authorized to handle the Treasury.

ARTICLE 9 – MEETINGS AND CONVENTIONS

9.1 The Board will meet once a month via teleconference. The quorum for meeting will be by simple majority. The secretary at the advice of the President will send the meeting notice.

9.2 The Association shall organize a convention on annual basis in various locations of US/Canada with the help from alumni from that location. Local chapter/cluster would be responsible for convention organization.

9.3 The Chapter or an alumni cluster interested in organizing the annual convention should submit a request to the President of VSSUTOAA at least two years prior to the convention.

9.4 The convention planning should start soon after the venue has been approved by the VSSUTOAA Board. It's important that the convention planning and preparation start at least a year before the convention date.

9.5 In order to help in the smooth and consistent operation of the organization, every effort should be made to schedule the convention around Labor Day weekend or thereafter.

9.6 The chapter/cluster hosting the convention should elect a Convener.

9.7 The Convener will form a Convention Committee consisting of the Convener, members of the local chapter organizing the convention and several members of the VSSUTOAA Board to be designated by the President.

9.8 The VSSUTOAA Board will always be the guide in the preparation of the agenda.

9.9 The agenda of the General Body Meeting at the Convention is the sole responsibility of the VSSUTOAA Board.

9.10 Profit and losses will be shared between the VSSUTOAA organization and the Chapter/Group hosting the convention.

9.11 VSSUT alumni and their families can attend the convention. Other guests can be invited subject to the approval of the board.

ARTICLE 10 – LOCAL CHAPTERS

- 10.1 Regional chapters of VSSUTOAA (hereafter referred to as “Chapters”) may be established in all geographical areas of North America, and shall operate as VSSUTOAA-Chicago etc.
- 10.2 To form a new Chapter, at least fifteen (15) alumni of VSSUTOAA in a particular geographical location, must submit a written request to the Secretary for approval by the BOARD
- 10.3 Such written request must be submitted at least two (2) months prior to the intended date of formation of the Chapter.
- 10.4 The geographical territory of the chapters will be defined by the Board.
- 10.5 The written request must accurately define the geographical territory to be represented by the Local Chapter. A proposed Local Chapter’s territory may not overlap with that of an existing Local Chapter. VSSUTOAA Members requesting formation of a new Local Chapter whose territory would overlap with that of an existing Local Chapter are encouraged to join the existing Local Chapter so that all VSSUTOAA Members residing in that geographical territory may collectively pursue VSSUTOAA’s underlying goals and benefit from VSSUTOAA’s activities.
- 10.6 Should a proposed Chapter's territory overlap with that of other existing Chapters, then those existing Chapters and the proposed Chapter must mutually agree to a redrawing of each Chapter’s respective geographical territory such that no overlap results after formation of the new Chapter.
- 10.7 The BOARD’s decision on a written request to form a new Chapter shall be conveyed in writing no later than thirty (30) days from the date of receipt. Should a member of a Local Chapter permanently relocate to an address outside of that Local Chapter’s defined geographical territory for any reason, such member shall cease to be a member of that Local Chapter for purposes of meeting the requirements of this Section. If, at any time, a Local Chapter falls short of fifteen (15) alumni the Chapter shall be placed under probation by the Governing Board.
- 10.8 All Chapter members will be members of VSSUTOAA.
- 10.9 Each Chapter will elect its President, Vice-President and Secretary/Treasurer for smooth running of the Chapter.
- 10.10 The Chapter election cycle will coincide with the VSSUTOAA election.
- 10.11 A single individual may not serve in the position of Chapter President for a total of more than four (4) years in a span of ten (10) years.

- 10.12 All Chapter officers, including the elected representative on the Governing Board, are subject to the same eligibility requirements as members of the VSSUTOAA Executive Committee.
- 10.13 The Chapter President shall provide that Chapter's current membership list to the Secretary of VSSUTOAA by June 15th of each year. The Secretary of VSSUTOAA shall periodically provide the Chapter's President the names of new Members who reside in the geographic area covered by the local Chapter.
- 10.14 Any donation in the name of VSSUTOAA and/or any VSSUTOAA membership dues collected by a Chapter shall be forwarded to the Treasurer of VSSUTOAA. A Local Chapter may solicit its own activity fees and other contributions for its activities and events.
- 10.15 All financial accounts owned by Chapters must reflect the VSSUTOAA Employer Identification Number (EIN), and all funds raised by Chapters shall follow VSSUTOAA's rules as set forth in this Constitution and Bylaws, and IRS regulations.
- 10.16 Each Chapter located in the United States and Canada shall submit a copy of its annual financial statement to the Treasurer of VSSUTOAA by March 31st of each year. Failure to provide such financial statement in a timely manner may subject the Chapter to immediate probation.
- 10.17 Should a Chapter be placed under probation for any reason, the BOARD shall provide in writing any terms and conditions necessary and appropriate to correct the deficiency and/or failures of the Chapter. Upon cure of such deficiency, the chapter will be reinstated.

ARTICLE 11 – REMOVAL OF AN EXECUTIVE COMMITTEE MEMBER

- 11.1 If the opinion of the active members is evidenced by majority vote of the active members present in a general or special meeting, an officer or member of the Executive Committee shall be deemed guilty of misconduct or gross breach of his/her obligation to the organization and a charge that will be presented to the Board, then, the Board shall organize a committee which will investigate the case, to include, if possible, a hearing from the accused. The committee will then submit its impartial findings to the Board which shall determine the validity of the committee's report. In order to vote on removal of an officer or member, the report shall be sent to all members as an agenda in the general or special meeting.

ARTICLE 12 – REMOVAL OF A BOARD MEMBER

- 12.1 If the opinion of the active members is evidenced by majority vote of the active members present in a general or special meeting, an officer or member of the Board shall be deemed guilty of misconduct or gross breach of his/her obligation to the organization and a charge that will be presented to the Executive Committee, then, the Executive Committee shall organize a committee which will investigate the case, to include, if possible, a hearing from the accused. The committee will then submit its impartial findings to the Executive Committee which shall determine the validity of the committee's report. In order to vote on removal of an officer or member, the report shall be sent to all members as an agenda in the general or special meeting.

ARTICLE 13 – REVOCATION OF MEMBERSHIP

- 13.1 Any member who acts in a disruptive manner, a manner that reflects poorly or causes dissention in VSSUTOAA or who is repeatedly disruptive may have his/her membership denied, terminated or suspended. The General Body shall be the sole arbiter of such decision. If membership is revoked, any appeal must be addressed in writing to the Board within thirty (30) days. The BOARD's decision is final with no other redress being able to be sought by the dissociated member.

ARTICLE 14 - RELATIONSHIP WITH VSSUT

- 14.1 VSSUTOAA shall be an autonomous organization fully responsible for its financial and administrative governance
- 14.2 VSSUTOAA and VSSUT are financially and organizationally independent with no authority over each other, though they can collaborate with each other.

ARTICLE 15 – OFFICIAL MEDIUM OF COMMUNICATION

- 15.1 The Association shall communicate with the general membership via email and the Association's website.

ARTICLE 16 - INDEMNIFICATION

- 16.1 The Board and Executive shall indemnify themselves, individually and collectively, from any claim, lawsuit, or damage while performing their duty as volunteers and following "due diligence" in all actions.
- 16.2 Errors and omissions in transmission of notifications shall not constitute a valid reason for reprisal or recall.

ARTICLE 17 - AMENDMENTS

- 17.1 Amendments to the By-Laws may be initiated by the By-Laws Review Committee

- 17.2 The Amendments shall be adopted by an affirmative two-thirds ($\frac{2}{3}$) or more by the members of the organization. The amendments shall take effect after the Annual or General Body Meeting.

ARTICLE 18 – DISSOLUTION

- 18.1 The notice to consider dissolution of VSSUTOAA shall be submitted to all voting eligible members of VSSUTOAA at least eight (8) weeks in advance of the date of a meeting of the General Body. The President shall be responsible for sending the notice.
- 18.2 Dissolution shall require a three-fourth ($\frac{3}{4}$) majority vote by the voting eligible members.
- 18.3 Upon dissolution of the organization, the Board shall after paying or making provision for the payment of the liabilities of VSSUTOAA, dispose of all the assets of VSSUTOAA to Alma Mater.