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NED Alumni Association-Houston Chapter Bylaws

(REV 3 – Amendments Approved by the AGM on May 3, 2026)

These By-Laws abrogate Bylaws of January 28, 2024

This chapter is registered with IRS as Houston NEDA doing business as NED Alumni Association-Houston.

THE FOLLOWING AMENDMENTS TO THE BYLAWS OF NED ALUMNI ASSOCIATION-HOUSTON WERE DULY APPROVED AT THE ANNUAL GENERAL MEETING HELD ON THE 3rd of MAY 2026, IN HOUSTON, TEXAS:

AMENDMENT # 1: Article 4 Membership Section 4.3 Membership Dues

Approved Clause No. 4.3.4 - Lifetime Membership Requirement for Elected Officers or Board Members

Any individual elected to serve as an Officer or as a member of the Board of Directors of the Association shall be required to obtain and maintain Lifetime Membership status in NED Alumni Association-Houston prior to assuming office and taking the official oath of office.

No elected Officer or Board Member shall be sworn in, seated, or authorized to perform the duties of the office until proof of Lifetime Membership has been provided to and verified by the Treasurer or the President of the Association. However, the Treasurer or the President may not verify their own respective proof of Lifetime Membership.

AMENDMENT # 2: Article 7 Directors, Section 2 Qualifications

Approved Clause No. 7.2.6 - Eligibility Criteria for President and Vice President

To be eligible for election to the office of President or Vice President, a candidate must be a member in good standing of the NED Alumni Association–Houston and must have current or prior professional experience in an engineering discipline within the United States. Such experience may include, but is not limited to, employment, consulting, academia, research, project management, or technical leadership, provided that such experience pertains to an engineering discipline. Possession of a Professional Engineer (P.E.) license or any other engineering license, registration, or certification shall not be required for eligibility to serve in either office.

AMENDMENT # 3: Article 7 Directors, Section 2 Qualifications

Approved Clause No. 7.2.7 - Eligibility for Election to an Officer Position

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No member shall be eligible for election to an Officer position of the Association unless such member has previously served as a duly elected or appointed Member of the Board of Directors of NED Alumni Association-Houston for at least one full term.

For purposes of this section, a "full term" shall mean the complete two-year term of office as prescribed by the Association's Bylaws. Service for a partial term or the unexpired portion of a term shall not satisfy this requirement unless otherwise approved by the Board of Directors.

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NED Alumni Association-Houston Chapter Bylaws

(REV 2 – Amendments Approved by the AGM on January 28, 2024)

These By-Laws abrogate Bylaws of November 21, 2020
This chapter is registered with IRS as Houston NEDA doing business as
NED Alumni Association- Houston.

THE FOLLOWING AMENDMENTS TO THE BYLAWS OF NED ALUMNI ASSOCIATION-HOUSTON WERE DULY APPROVED AT THE ANNUAL GENERAL MEETING HELD ON THE 28TH IN HOUSTON, TEXAS:

AMENDMENT # 1: Article 4 Membership Section 4.1 Rights

Approved Clause No. 4.1.5 - The last date to take membership for the eligibility to vote in the election is September 30 of the election year.

AMENDMENT # 2: Article 4 Membership Section 4.3 Membership Dues

Approved Clause No. 4.3.1 - To ease the frequency of payment to the general members, 2-year membership is introduced at $100 keeping one year membership at $50 and lifetime membership at $500.

AMENDMENT # 3: Article 4 Membership Section 4.9 Eligibility of the Board of Directors and Officers

Approved Clause No. 4.9.5 - The Board of directors will donate $1,000/- over 2 years of their tenure in NED Alumni Association-Houston which includes $500 towards their lifetime membership since it will be mandatory for the BOD to be lifetime member.

AMENDMENT # 4: Article 4 Membership Section 4.11 Election Committee

Approved Clause No. 4.11.7 - The election in the election year is to be held in the first week of November with the election announcement and acceptance of eligible candidates by mid-October. Appointment of election commissioner to be done by mid-August.

NEW ARTICLE: Article 12 Endowment Fund

Approved Article 12 - Creation of Endowment fund in the name of NED Alumni Association-Houston.

Note: The above approved clauses have been added to the respective articles.

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Article 1

Name and Offices

Section 1. Principal Officer & Office

The registered principal office of the organization* is located at 2888 Bridle Path Lane, Friendswood, State of Texas 77546. The organization shall be known as 'NED Alumni Association of Houston"

* For the purpose of these Bylaws, term like 'organization, corporation and association' are used in the same legal context.

The principal officer of the organization is currently listed as 'Sohban S. Khan' and is registered with the Internal Revenue Services (IRS). The Board of Directors (BOD) may change the name of principal officer of the organization with the IRS on a future date, as required, and such change of principal officer name shall not be deemed, nor require, an amendment of these bylaws.

Section 2. Change of Address

The Board of Directors (BOD) may change the principal office from one location to another within the Greater Houston area by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

New Address: N/A

Effective Date: N/A

Section 3. Other Offices

The organization may also have offices at other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

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Article 2
Purposes and Legal Powers

1. NED Alumni Association-Houston shall be an independent, non-profit, educational and social organization, dedicated to serving its members and the University and its affiliated colleges.
2. NED Alumni Association-Houston will follow all applicable Federal laws of the United States of America,
3. NED Alumni Association-Houston will follow all applicable State laws of the State of Texas, including provisions of Texas Business Organization Code (BOC)
4. NED Alumni Association-Houston is registered as a tax-exempt organization under the IRC section 501(c)(3).

Section 1. IRC Section 501(c)(3) - Exempt Status

This organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these By-Laws, no director, officer, employee, member, or representative of this organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended.

Section 2. Objectives, Purposes and Organization Finances

The specific objectives and purposes of this organization shall be to enhance and promote, develop the best interests and traditions of NED University of Engineering & Technology and its affiliates (termed as “University”) and its alumni in the Greater Houston area and worldwide. It is specifically dedicated to connecting alumni, current students, current and past faculty members, and friends of the University residing within the Greater Houston Area.

Section 2.1 Objectives

a. Establish and maintain an open social networking platform, opportunities for professional growth, and to provide close interaction among NED Alumni Association-Houston members and non- members, for the greater social benefits of Pakistani American Houstonians.
b. Provide and maintain professional service and support to the Alma Mater, to enrich the lives and opportunities of students at the University at a local level and at international level.

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Section 2.2 Purposes

The purposes of NED Alumni Association-Houston shall be to advance cooperation and understanding among its members and non-members. To that it shall:

a. Establish, promote, and support relationships, understanding and interaction between members of NED Alumni Association-Houston,
b. Provide opportunities for R&D and professional development to excel in their respective fields for Greater Houston Area members.
c. Create and facilitate opportunities for members in Greater Houston area,
d. Create and facilitate opportunities for current students and faculty at the University to achieve higher national and international ranking in research and development,
e. Highlight academic achievements of the University and the NED Alumni,
f. Provide social platforms to enhance professional image of the University,
g. Initiate and support efforts to improve and to provide means to assist students and faculty in engineering education and research at the University.
h. Assist NED Alumni in their pursuit of higher education in the Greater Houston area and in the US.
i. Develop and maintain social forums for business and professional growth and assist members in seeking employment opportunities in the Greater Houston area and in the US.
j. Organize social and cultural programs to provide opportunities for interaction among NED families and to provide them opportunities to celebrate social and cultural events together.

Section 2.3 Organization Finances

For managing the organization, NED Alumni Association-Houston shall be financed through:

a. membership dues,
b. contributions,
c. donations, and
d. sponsorships.

Contributions, donations, and sponsorships that are subject to any implicit and explicit pre-conditions shall not be accepted.

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Article 3

Affiliation

NED Alumni Association-Houston as defined in Article 2, is legally distinct from any other organization but is organized in a manner that it would benefit and in support of its parent organization known as NED International Alumni Network of North America (NEDIAN-NA) and NED Alumni Association-Houston would conduct activities that would advance the mission of NEDIAN-NA at local and national level. NED Alumni Association-Houston acknowledges and affirms that NEDIAN-NA shall remain a parent organization of all NED Alumni Chapters formed and located within the geographical boundaries of North America. To foster unity among NED Alumni of North America, NED Alumni Association-Houston would maintain its affiliation with NEDIAN-NA and its affiliation is subjected to unanimous voting from any current and future General Assembly, Directors, Officers, and Committees of NED Alumni Association-Houston.

Article 4

Membership

Section 1. Eligibility

An individual capable of entering a valid contractual relationship, and not specifically debarred or stopped by any Federal, State, or Local Laws from obtaining membership of this or similar types of associations or institutions, shall be eligible to apply, in a prescribed manner, for the membership of the association, provided they:

a. agree to abide by all Articles of these bylaws, as may be amended from time to time:
b. willing to devote time for the achievement of aims and objectives of the association; and
c. agree to pay membership and other dues.

Depending upon the eligibility criteria specified for each type of membership: The association may admit people in any one of the following three categories of membership:

Section 2. Types of Memberships

1. General Membership:

   Any individual, who may have been associated with the NED University of Engineering and Technology in Karachi, including its past and current affiliated colleges and accredited institutions, shall be eligible to be accepted as General Member of the association and shall be a voting member of the association (see section 4.7 of this Article).

2. Associate Member:

   Any person who concurs with the aims and objectives of the association and pledges to abide by the by-laws of NED Alumni Association-Houston shall be eligible to be an Associate Member of the association.

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3. Honorary Member:
   The Board of Directors of the association may, in recognition of the past and potential contribution of any person to the aims and objectives of the association, confer, subject to the approval by the General Assembly, Honorary membership of the association.

Section 3. Terms of Membership

All membership types of NED Alumni Association-Houston shall be required to:

a. Agree to abide by these By-Laws, and all its amendments approved by the Board.

b. willing to devote time to the achievement of aims and objectives of the association.

c. Except for the Honorary Members, whose membership, and other fees, if any, may have been specifically waived by the BOD either for a fixed period or for life, all other types of membership shall be contingent upon members being current on their membership and other dues to the association.

Section 4. Rights and Obligations of Membership

Section 4.1 Rights

1. All members have the rights to:
   a) Receive the annual audited accounts of the association.
   b) Receive the notice of the Annual General Meetings and any other meetings of the General Assembly, minutes of the meetings, and get a copy of the by-laws of the association.
   c) Seek nomination of committee, subcommittee of the association.
   d) Participate in all activities of the association.
   e) Appeal the decision of the BOD/Executive Committee.
   f) Be protected from personal abuse and attack from other members.

2. Only General Members in good standing of the association, who were members in the current calendar year shall be entitled to seek nomination for any office or cast their votes on the respective agenda of the General Assembly meetings of the association, including Election. See special conditions addressed in section 4.9 of this Article.

3. A written request filed with the BOD, with concurrent intimation to the General Secretary of the Board, signed by at least 1/10th of the then registered total General Members of the association shall cause the General Secretary to call a meeting of the General Assembly, in accordance with prescribed procedures.

4. Life members may have additional benefits, if approved by the General Assembly and/or the Board of Directors.

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5. The last date to take membership for the eligibility to vote in the election is September 30 of the election year. (Amended approved by AGM on January 28, 2024).

Section 4.2 Obligations

1. Attend meetings, be on time, be open-minded, participate actively in the meetings, be committed, and follow rules of debate.
2. Respect others' work, maintain dignity and decorum, abide by the final decision of the majority, and insist on law and order at the meetings.
3. Be familiar with the association's by-laws and abide by them in all engagements of this organization, select well qualified board and committee members, pay all dues and assessments, promote organization's growth and influence, participate in committees, and bring in or recommend new members.
4. Discuss issues, not people, and make points concisely.

Section 4.3 Membership Dues

1. Annual Membership:

   To ease the frequency of payment to the general members, 2-year membership is introduced at $100 keeping one year membership at $50 and lifetime membership at $500. (Amended approved by AGM on January 28, 2024).

2. Life Membership:

   General and Associate Members at their option may obtain a Life Membership upon payment of dues as established by the BOD; such members shall not pay annual dues.

3. Honorary Membership:

   There shall be no membership fees for Honorary Members

Membership shall begin from the day the person submits a completed application form along with the payment of the required membership fee in cash or in personal check for that calendar year. For Memberships that begin in the fourth quarter of the year, annual dues shall be valid by the end of the following year. No late fees will apply for new memberships.

Membership fees for General and Lifetime membership are to be determined and may have to be revised periodically by the BOD, as deemed necessary. Members shall be notified yearly for Membership renewals and for any changes in Membership fees.

4. Lifetime Membership Requirement for Elected Officers or Board Members

Any individual elected to serve as an Officer or as a member of the Board of Directors of the Association shall be required to obtain and maintain Lifetime Membership status in NED Alumni Association-Houston prior to assuming office and taking the official oath of office.

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No elected Officer or Board Member shall be sworn in, seated, or authorized to perform the duties of the office until proof of Lifetime Membership has been provided to and verified by the Treasurer or the President of the Association. However, the Treasurer or the President may not verify their own respective proof of Lifetime Membership.

Section 4.4 Termination of Membership

1. Misrepresentation of facts in the Membership Application may be cause for termination.
2. Upon written charges brought against any member of NED Alumni Association-Houston by

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at least twenty- five (25) % of the combined total of Full and Associate Members for reasons including participation directly or indirectly in activities which are against the interest and objectives of NED Alumni Association-Houston and upon filing such charges with the BOD, the member may be suspended or expelled by the affirmative vote of more than three quarters of the members of the BOD.

3. BOD can form a Conflict Resolution Committee to address issues that may require further mediation and reconciliation among affected parties and as a last resort, with sufficient grounds, may proceed with termination of his/her membership or removal of a BOD member after obtaining majority vote from both the BOD and the Advisory Council members. Members of Conflict Resolution Committee shall not be a party involved in conflict that is under consideration.

Section 4.5 Reinstatement of Membership

Upon submitting a written request for membership reinstatement by the terminated member and supported and signed by at least twenty-five (25) % of the combined total of Full and Associate Members of NED Alumni Association-Houston and upon filing such a request with the BOD and upon hearing by the General Assembly of NED Alumni Association-Houston, in a duly convened meeting, the member may be reinstated by an affirmative vote of majority of the members present at that meeting.

Section 4.6 Transfer of Membership

The Membership of NED Alumni Association-Houston is not transferable or re-assignable.

Section 4.7 Member Voting Rights

1. Each General member shall be entitled to have one vote on each matter submitted for voting.
2. The right to vote will be suspended until all dues are paid in full, provided such dues are paid 15 days prior to an election date.
3. The right to be nominated for the Board, all membership dues must be paid in full before filling in the nomination papers.
4. The voting rights shall be exercised in person or electronically - if approved by the Board of Directors and the Election Committee.

Section 4.8 Election of Board of Directors (BOD) and Officers

1. All members of the Board and the Officers shall be elected members and shall serve the Board on a voluntary basis (without any compensation) for a period of 24 months from the time of their election.
2. Nomination papers are to be made available to all eligible members of NED Alumni Association-Houston to participate in NED Alumni Association-Houston Board of Director elections.

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3. The Election Committee of NED Alumni Association-Houston will receive written nomination papers from all eligible candidates for the election of new Board members. Nomination papers can be filed electronically to the Election Commission by fax and/or by electronic mail.
4. Selection of Nomination papers is strictly based on the merit of all eligible candidates, irrespective of their gender, age, race, color, religious preference, and/or membership tenure with the NED Alumni Association-Houston.
5. All Nomination papers will be verified for the eligibility of nominees and nominators.
6. A slate of candidates will be posted (electronically) for review by Members.
7. The General Assembly will elect a (7) Board of Directors, without assignment of portfolio.
8. At least One female member of NED Alumni Association-Houston shall be inducted as member of BOD. To drive women participation in BOD with no restriction in participation for Women in BOD.
9. Once elected the Directors-elect will deliberate and select the Chairman of the Board.
10. In the event the Directors-elect are not able to elect a Chairman of the Board, the General Assembly will elect the Chairman of the Board of NED Alumni Association-Houston.
11. For these By-Laws: term like Chairman of the board, Chairperson of the board & President of the Board as all equal in definition and responsibilities.
12. The remaining Directors-elect, along with the Chairman-elect will deliberate and distribute portfolios of Directorship among elected Board members.

Section 4.9 Eligibility for Board of Directors (BOD) and Officers

Eligibility requirements for the Board members shall be as follows:

1. Be a paid General Member of NED Alumni Association-Houston in good standing for at least one year.
2. Be actively involved in the NED Alumni Association-Houston program and activities.
3. Be nominated by at least two other General members of NED Alumni Association-Houston.
4. Be competent to serve the board as per requirements of Article 7 and 8 of the Bylaws.

Special Conditions: Waiving of eligibility requirements is subject to the approval of the Board of Directors in the office.

a) One-year membership in good standing criteria for eligibility of candidature for the election of Board of Directors shall be waived for the first election.

5. The Board of directors will donate $1,000/- over 2 years of their tenure in NED Alumni Association-Houston which includes $500 towards their lifetime membership since it will be mandatory for the BOD to be lifetime member. (Amended approved by AGM on January 28, 2024).

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Section 4.10 Quorum for Voting Requirements

The following shall constitute quorum and voting requirements for decision making:

Purpose of Meeting	Quorum Requirement	Voting Requirement
Election of the Board of Directors	35%	Greater than 50%
Election of Officers	75%	Greater than 75%
Amendments to By-Laws	75%	Greater than 75%
Dissolution of NED Alumni Association-Houston	75%	Greater than 75%

General Members who are outside the Greater Houston Area on the meeting day, if not present, shall be exempted from the quorum count when applicable.

Voting for the election of directors shall be by written ballot. Each member/director shall cast one vote per candidate and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

Section 4.11 Election Committee

The Board of Directors in office will appoint an Election Commissioner who will form an election committee with up to three members of NED Alumni Association-Houston. The Election committee shall conduct elections every two years for the election of the Board of Directors.

Duties of Election Committee:

1. Verify the eligibility of candidates filing nomination papers for the election of Board of Directors.
2. The Election Commissioner is entitled to charge a nominal fee to all the interested candidates to process their nomination papers and to manage election related expenses of NED Alumni Association-Houston.
3. Election Commissioner may also encourage interested candidates to donate to NED Alumni Association-Houston cause.
4. Provide Nomination papers to all eligible members of NED Alumni Association-Houston to participate in BOD Elections.
5. Prior to election prepare ballots for in-person voting or if approved by the Board of Directors, prepare electronic ballots and email electronic ballots directly to eligible voting members only.
6. Selection of nomination papers is strictly on the basis of merit of all eligible candidates, irrespective of their gender, age, race, color, religious preferences, and/or membership

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tenure with NED Alumni Association-Houston.

7. The election in the election year is to be held in the first week of November with the election announcement and acceptance of eligible candidates by mid-October. Appointment of election commissioner to be done by mid-August. (Amended approved by AGM on January 28, 2024).
8. When counting ballots, verify eligibility of members casting votes.
9. When counting ballots, verify authenticity of ballots (both physical and electronic).
10. On the date of election or prior to an election date, circulate ballots among all eligible voting Members. Alternatively, if approved by the Board of Directors, arrange electronic balloting if in-person balloting is not possible due to any local conditions.
11. Obtain and count all electronic ballots or ballots cast in-person. Maintain electronic records of all nomination papers, copy of electronic ballots, scanned image of original member votes, and election results for a period of 24 months for any given election.

Special condition: Election Commissioner has the right to declare the election of Board of Directors valid for the given participation of General Members not complying with section 4.10 of this Article.

Article 5

Structure of Organization

NED Alumni Association-Houston shall achieve its aims and objectives through the following organizational structure, other details included in the Operational Manual:

A. General Assembly

B. Directors

C. Officers (As defined in the Operational Manual)

D. Committees (As defined in the Operational Manual)

The order in which the branches of this organization are listed above represents the true hierarchy of this organization in terms of their decision making and voting powers.

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Article 6

General Assembly

1. The General Assembly shall consist of all General Members who meet the requirements of Article 4 of the By-Laws.
2. The General Assembly is the final authority for making all changes to the by-laws, amendments to by-laws, and is responsible for electing or removing the members of the Board.
3. The General Assembly shall make decisions for the functioning of NED Alumni Association-Houston.
4. The General Assembly must be provided with 15-day notice prior to all General Assembly meetings including election.
5. The General Assembly shall be called into session once a year by the Chairman of the Board of Directors/President. The annual meeting of the members shall take place during the last six months of the year, each year. At the Annual meeting of the year, the Chairman of the Board and other officers shall present Annual and Financial report of the association.
6. Alcohol and drugs will be strictly prohibited in all gatherings and activities of NED Alumni Association-Houston.

Article 7

Directors

Section 1. Number

The corporation shall have a minimum of (7) directors and collectively they shall be known as the board of directors. However, at no time shall the board exceed the total number of directors that are not proportional to the total number of members of the association. After appointing (7) directors, appoint (2) additional director per increase of every 50 members of the association.

Section 2. Qualifications

Directors shall be graduates and degree holders of NED University of Engineering and Technology and shall demonstrate leadership and team building qualities. Other qualifications for directors of this corporation shall be as follows:

1. Each Board of Director shall adhere to the provisions of Article 2 and shall take 'Oath of Conduct' as per section 3 of this Article, before assuming office,
2. Each Board of Director shall make a concerted effort to attend board meetings.
3. If a director misses two consecutive meetings without providing reasonable cause, the Board may review the Director's ability to perform his/her duties and vote to replace him/her.
4. If a director needs to travel outside Houston, he/she may attend a scheduled Board

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meeting by phone or attend an online meeting, if those two options are available.

5. If a director relocates to some other city in Texas, he/she will lose his/her role as Director of NED Alumni Association-Houston.

6. Eligibility Criteria for President and Vice President

To be eligible for election to the office of President or Vice President, a candidate must be a member in good standing of the NED Alumni Association–Houston and must have current or prior professional experience in an engineering discipline within the United States. Such experience may include, but is not limited to, employment, consulting, academia, research, project management, or technical leadership, provided that such experience pertains to an engineering discipline. Possession of a Professional Engineer (P.E.) license or any other engineering license, registration, or certification shall not be required for eligibility to serve in either office.

7. Eligibility for Election to an Officer Position

No member shall be eligible for election to an Officer position of the Association unless such member has previously served as a duly elected or appointed Member of the Board of Directors of NED Alumni Association-Houston for at least one full term.

For purposes of this section, a "full term" shall mean the complete two-year term of office as prescribed by the Association's Bylaws. Service for a partial term or the unexpired portion of a term shall not satisfy this requirement unless otherwise approved by the Board of Directors.

Section 3. Oath of Conduct

Each Director and Officer of this organization shall take the oath of conduct given below, before taking charge of their office:

I do solemnly swear (or affirm) that I will support and defend the By-Laws of the NED Alumni Association-Houston against all misrepresentation, distortion, and uncorroborated alteration; that I will provide true support myself and garner true support of these By-Laws from my colleagues: that I take this obligation freely, without any mental reservation or purpose of evasion; and that I will discharge the duties of the office that I am about to enter according to all Articles of the NED Alumni Association-Houston By-Laws.

Section 4. Powers

Subject to the provisions of the laws of this state and any limitations in the articles of incorporation and these by laws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the board of directors.

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Section 5. Duties

It shall be the duty of the directors to:

1. Perform all duties imposed on them collectively or individually bylaw, by the articles of incorporation, or by these bylaws.
2. Appoint and remove, employ, and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.
3. Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly.
4. Approve the fiscal budget for the proper functioning of NED Alumni Association-Houston.
5. Manage all approved activities and finances of NED Alumni Association-Houston.
6. Appoint independent auditors to audit the annual financial report of NED Alumni Association-Houston, if necessary.
7. Attend regular board meetings at scheduled times and at places as required by these Bylaws.
8. Register their addresses with the secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.
9. Keep the Members interested and involved and shall maintain a just, open, and active environment in the Association.

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Section 6. Term of Office

1. Each director shall hold office for a period of 24months, and this office could be held by an individual, if elected by the General Assembly, with no term limit.

2. Offices of the President and the Vice President are not kept by the same individuals during two successive terms.

3. After completing two consecutive terms for a period of two years each, a minimum two-term out-of-office term limit will be required for the previously elected individuals to be eligible and to be elected again by the Board of Directors for the offices of President and Vice President of this association.

4. For the purpose of keeping members of the General Assembly involved in the growth of this organization, term limit requirements for the offices of President and Vice President shall not be waived by the majority vote of the Board of Directors.

5. For the maximum participation of members in organizational matters of this association, the General Assembly with majority vote can impose maximum term limit of four consecutive terms on all members of the board.

Special Condition: In case, the current BOD does not announce date of election before the end of 23rd month of their term than the General Assembly with the assistance of Advisory Council has power to dissolve the current BOD and immediately form an election committee to conduct new elections for electing a new BOD.

Section 7. Compensation

Directors shall serve without compensation.

Section 8. Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other places as may be designated from time to time by resolution of the board of directors.

Section 9. Regular Meetings

Regular meetings of directors shall be held as agreed by the board of directors.
Any BOD member can request a regular BOD meeting.

If this organization makes no provision for members, then, at the regular meeting of directors, new directors shall be elected by the board of directors as per section 1 of the Article. In person/Online Board meetings are permissible if the meeting invites are sent 7 days prior to the Board meeting by means of a phone call, email, fax, text messages or using any other social media platform.

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Section 10. Special Meetings

Special meetings of the board of directors may be called by the chairperson of the board, the president, the vice president, the secretary, by any two directors, or, if different, by the persons specifically authorized under the law of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

Section 11. Notice of Meetings

Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

a. Regular Meetings. At least one week's notice shall be given by the General Secretary for any regular meeting of the board of directors. Method of notification shall be as section "b" of this section.

b. Special Meetings. At least one week's prior notice shall be given by the General secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone or by facsimile machine, and shall state the place, date, and time of the meeting and the matters proposed to be acted upon at the meeting. In the ease of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

c. Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under the provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 12. Quorum for Meetings

A quorum shall consist of 50% of the members of the board of directors.

Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

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Every act or decision done or made by a majority of Board of directors present at a meeting duly held at which a quorum is present is the act of the board of directors, unless the articles of incorporation, these bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board. In the event of an evenly split vote (i.e., 3-3 vote) on a matter, the Chairman of the meeting may exercise his additional vote to break a tie between the Board of Directors to make a final decision.

Section 14. Conduct of Meetings

Meetings of the board of directors shall be presided over by the Chairperson of the board, or, if no such person has been so designated, or in his or her absence, the President of the organization, or in his or her absence, by the Vice President of the organization, or in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The General Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Meetings shall be governed by the laws of the State of Texas, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws or with provisions of Texas BOC.

Section 15. Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation will then be left without a duly elected director or directors in charge of its affairs, except upon notice to the office of the attorney general or other appropriate agency of this state.

Directors may be removed from office, with cause, as permitted by and in accordance with the laws of this state and in accordance with the rules set in the By-Laws of NED Alumni Association-Houston.

Unless otherwise prohibited by the articles of incorporation, these by-laws, or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors in the office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in the office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the board of directors or until his or her death, resignation, or removal from office.

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Section 16. Nonliability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 17. Indemnification by Corporation of Directors and Officers

The directors and officers of the corporation will fully be indemnified by the corporation permissible under the laws of this state. It is required by the BOD to follow the law of this state and federal laws including Texas BOC.

Section 18. Insurance for Corporate Agents

Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

Article 8
Corporate Records, Reports, and Seal

Section 1. Maintenance of Corporate Records

The corporation shall keep at its principal office or at other designated places approved by the Board of Directors:

a. Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

b. Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

c. A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

d. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

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Section 2. Fiscal Year

The fiscal year of the organization shall be from January 1 to December 31 of each year.

Section 3. Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such a seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 4. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records, and properties of this corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

Section 5. Members' Inspection Rights

As per 501(C)3 rules

Section 6. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 7. Periodic Report

As defined in Operational manual.

Article 9
Policies

Organization shall adopt policies as need including the following (but not limited to):

1. CONFLICT OF INTEREST
2. COMPENSATION POLICY
3. WHISTLEBLOWER POLICY
4. DOCUMENT RETENTION POLICY
5. NON-DISCRIMINATION / HARASSMENT POLICY
6. ACCOUNTING POLICY
7. JOINT VENTURE POLICY

Details see Operational Manual

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Article 10
Amendment of By-laws

Section 1. Amendment

Subject to the power of the members, if any, of this organization to adopt, amend, or repeal the bylaws of this organization and except as may otherwise be specified under provisions of law, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by approval of the board of directors.

1. No amendment shall be made to these By-Laws which would cause the organization to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal Tax code; and,
2. That amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a two-third vote of a quorum of directors at a Board meeting.
3. That all amendments be consistent with the Article of Incorporation.
4. Each proposed amendment must be discussed among all Board members. Adoption of an amendment requires a simple majority vote from all the Board of Directors. Voting among Board of Directors may take place with in-person raise of hand vote, a written vote of consent with signature, or via confirming email message from a board member approving the proposed amendment. An email approval from a Board member constitutes an official vote of a board member if he/she is not physically present at a board meeting. Final approval of any amendment to NED Alumni Association-Houston Bylaws is to be obtained by the Board of Directors from the General Assembly as per section 4.10 of Article 4 and section 2 of Article 6 of these bylaws.

Article 11
Construction and Terms

If there is any conflict between the provisions of these bylaws and the articles of incorporation of this organization, the provisions of the articles of incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

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Article 12
Endowment Fund

NED Alumni Association-Houston shall establish an Endowment Fund to provide an additional source of funds & income for achieving its objectives of helping NEDUET Karachi and NED Alumni Association-Houston. All financial transactions relating to the Endowment Fund including principal funds and related investment earnings will be operated by the Chairperson of the Endowment Board of Trustees after obtaining approval from the Board of Trustees of the Endowment Fund.
The following describes the main aspects of the Endowment Fund:

Section 1. Purpose

The main purpose of the Endowment Fund is to ensure a steady source of funds for providing scholarships to undergraduate and graduate students at The NED University of Engineering and Technology in Karachi, Pakistan.

Section 2. Endowment Board of Trustees

By a majority vote decision, the NED Alumni Association-Houston members or by a majority vote decision, the Board of Directors of this organization, may designate an Endowment Board of Trustees consisting of minimum five (5) members or maximum seven (7) members for a three year term and may delegate to such Board of Trustees the powers and authorities of the Endowment Board of Trustees in the management of the business and affairs of the Endowment Fund, to the extent permitted, and, except as may otherwise be provided by provisions of law.

By a majority vote, the NED Alumni Association-Houston members, the Board of Directors of this organization, may at any time revoke or modify any or all of the Board of Trustees, authority so delegated, increase or decrease but not below five (5) at any time, the number of members of the Endowment Board of Trustees, and will fill vacancies on the Board of Trustees from the Board of Directors of NED Alumni Association-Houston mutually between outgoing and incoming boards of directors of NED Alumni Association-Houston, which may also consider including minimum one or maximum two elite donors of the Endowment Fund. These Endowment Board of Trustees shall act in an independent capacity but supportive of the Board of Directors of NED Alumni Association-Houston. The Board of Trustees shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board of Directors of NED Alumni Association-Houston from time to time as the board may require.

1. A Five (5) or A Seven (7) members Board of Trustees will be responsible for the establishment and management of the Endowment Fund. For smooth flow of work and to avoid conflict of interest among different board members, the Board of Trustees shall keep an arm's length distance from the finance committee of the NED Alumni Association-Houston and its day-to-day affairs in managing financial needs of NED Alumni Association-Houston.

2. The Chairperson of the Endowment Fund Board of Trustees consulting with the Board of Directors of the NED Alumni Association-Houston will recommend candidates for the vacant

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positions, if any, for the five (5) or seven (7) members of the Board of Trustees from any category of its membership and donors who are capable of assisting NED Alumni Association-Houston in raising funds for the Endowment and in managing the funds.

3. The Board of Trustees will always be the current President**,** the Treasurer, and the board's approved either three directors or five directors of NED Alumni Association-Houston.

4. For the long-term continuation of the Endowment Fund, the Board of Trustees will serve a three-year term which may be renewed by the recommendations of the Board of Directors of NED Alumni Association-Houston with a majority votes for an additional term. No member of the Board of Trustees shall be eligible for more than two consecutive terms.

5. The Chairperson of the Board of Trustees will be elected by the Board of Trustees for a three-year term based on simple majority consent.

6. To avoid conflict of interest and to have larger accountability, the offices of the President and the Treasurer of NED Alumni Association-Houston shall not be selected as Chairperson of the Board of Trustees.

Section 3. Management and Operations

1. The Board of Trustees will seek donations from members of the association and non-members.

2. The funds will be deposited in a Trust Fund which will be operated by NED Alumni Association-Houston Treasurer and managed by the Board of Trustees.

3. The Trustees may seek advice from professional money managers or financial planners for investment of donated funds.

4. The money in the Endowment Fund will be invested in investments that ensure preservation of the principal amount yet providing an income consistent with prevailing conditions in the market.

5. The income, namely, dividends received and realized capital gains, from the Endowment Fund will be used by NED Alumni Association-Houston for undergraduate and graduate scholarships. The Executive Committee (BOD), based on the recommendations of the Endowment Board of Trustees, will decide whether all or a portion of the income will be used. Any unused portion will be re-invested but may be used by NED Alumni Association-Houston for undergraduate and graduate scholarships later.

6. The principal amount, other than donations for scholarship program related expenses, cannot be used and shall remain intact.

7. Raising funds for the Endowment Fund will be an ongoing process and efforts will be made by all the NED Alumni Association-Houston Board of Directors and the Endowment Fund Board of Trustees to ensure that it keeps growing.

Section 4. Use of Funds

The Board of NED Alumni Association, Houston will make all decisions by considering the recommendations of the Endowment Board of Trustees regarding the use of income generated from the Endowment Fund.

Article 13
Code of Conduct

This code of conduct applies to all covered parties. For the purposes of this section, covered parties are board members, officers, and directors, committee members, voting and non-voting members, employees, agents, representatives, and volunteers and non-members, (including individuals not currently enrolled as members but who participate in the NED Alumni Association of Houston (Houston NEDA's activities). It is the responsibility of the covered party to provide this code of conduct to their respective guest, confirm the guest follows it; should there be any issues, the covered party remains liable for all fees incurred due to the behavior of the covered party's guest.

All covered parties are expected to behave, at a bare minimum, with professional and common courtesy at all times when engaging in any Houston NEDA's activities, whether public or non-public facing. The professional and common courtesy behavioral conduct is based on the principles of integrity and respect, ensuring a safe, professional, and inclusive environment for all covered parties and members of the association. Additionally, the following key code of conduct rules are applicable to all covered parties included but not limited to:

Section 1. Key Code of Conduct Rules

1. Physical or Verbal Violence: Explicitly prohibiting any physical violence, threats, intimidation, or harassment towards other members, staff, or guests.
2. Hostility and Profanity: Banning yelling, screaming, the use of obscenities, and explosive emotional outbursts, including personal insults, belittling language, and the like.
3. Disruptive Conduct: Banning purposeful interruptions, heckling, or generally disrupted conduct.

Section 2. Key Code of Conduct Violations

Endangering others constitutes a severe breach of board governance and safety policies:

1. Zero Tolerance for Hostile Environments: Board members are required to act prudently; creating a physically unsafe or hostile environment is a direct violation.

2. Zero-Tolerance Policies: Professional codes of conduct strictly prohibit violence, threats, and actions that endanger the life, safety, or health of fellow board members, any covered parties, staff, or the community.

3. Zero tolerance for Drugs: A drug code of conduct applies to all covered parties. This code of conduct establishes strict expectations for professional integrity and legal compliance. It explicitly prohibits the illegal use, possession, or distribution of controlled substances, and requires all covered parties to remain unimpaired while attending association meetings, traveling on association business, or representing the association at any of its events, whether public or non-public.

4. Harassment and Intimidation: Any verbal, physical, or visual harassment or threatening behavior falls outside the bounds of appropriate board authority.

Section 3. Immediate and formal Actions

Boards should act swiftly to neutralize the threat and protect the organization:

1. Remove the Member from the Premises: Ask the offending member to leave the meeting or facility. If there is an imminent physical threat, do not hesitate to contact local law enforcement.
2. Initiate an Investigation: Document all incidents, witness statements, and any communication regarding the endangerment.

Section 4. Enforcement and Discipline Steps

When a covered party exhibits violent or aggressive behavior, the board must address the issue immediately:

1. Documentation: Keep a detailed, factual, and written log of every incident, including dates, specific language or actions used, and the names of any witnesses.

2. Private Intervention: The Board Chair (or another respected, neutral board member) should have a private conversation with the offending member to explicitly state the behavior must stop.

3. Emergency Meeting: Convene an emergency meeting of the executive committee or full board to address the situation.

4. Robert's Rules of Order Enforcement: The presiding officer can "call the member to order" or "name the offender" during the meeting, which can lead to a formal Motion of Censure.

5. Suspension or Removal: If the conduct is not severe or the directed individual ignores warnings, the board should consult its bylaws, state, federal, or local laws to initiate suspension or formal removal proceedings for cause.

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ADOPTION OF BY-LAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of 26 preceding pages, as the bylaws of this corporation.

Dated: May 3, 2026

Sohban Shahid Khan Signed by: SOHBAN S KHAN 51D24B1F75794C7...

Zahid Baber DocuSigned by: Zahid Babar 4E8306CA0F0F480...

Gul Zeb Murtaza Signed by: 525606447462482...

Mohammad Munawar DocuSigned by: EC83A2705DA9412...

Syed Anser Imam Signed by: Syed Anser Imam B766339D961F440...

Saud A. Memon Signed by: 1A1387E5609B4D1...

Murtaza Khan DocuSigned by: Murtaza Khan 9145CB7B99F64CE...

Mohammad Irfan DocuSigned by: Mohammad Irfan 5CB6D38E65C14DC...

Syed Asad Ali Signed by: Syed Asad Ali 1ADAC728E17B416...

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CERTIFICATE OF ADOPTION OF BY-LAWS

I do hereby certify that the above stated By-Laws of NED Alumni Association-Houston were approved by the NED Alumni Association-Houston board of directors and constitute a complete copy of the By-laws of this organization.

Signed by:
Syed Asad Ali
1ADAC728E17B416...

Signature General Secretary

Syed Asad Ali

Name of General Secretary

Date: 8/12/2026