

CONSTITUTION

Article I - NAME and OBJECT

Section 1. Name: The name of this organization is THE CHINESE INSTITUTE OF ENGINEERS. NEW YORK, INC., also known as THE CHINESE INSTITUTE OF ENGINEERS -U.S.A./GREATER NEW YORK CHAPTER and hereinafter referred to as the institute, CIE-NY, CIE-USA/GNYC or CIE-GNY.

Section 2. The objects and purposes of this organization are:

1. To encourage study and research on Engineering and Scientific subjects, primarily among engineers and scientists of Chinese origin;
2. To promote communication among engineers and scientists who are interested in the well-being of the Chinese engineering community in U.S.A. and abroad.

Section 3. The Institute shall carry out its functions in accordance with the Laws of the United States governing non-profit organization.

Article II - LIMITATION OF ALLIANCE

Section 1. The Institute shall be autonomous.

Section 2. No permanent alliance of any kind shall be entered into by the Institute or any of its student chapters, with any other association or society. No motion shall be entertained by the Board of Directors under this Constitution which will actually or in effect accomplish a temporary alliance which well in any manner or to any degree be in conflict with the purpose or fundamental principles of the Institute as set forth in this Constitution. However, the Institute or its student chapters may hold joint meetings and conferences with any other professional society, if it so desires.

Article III - MEMBERSHIP

Section 1. Qualification of Membership: The membership of the Institute shall consist of persons engaged in engineering and/or scientific services with industrial, governmental or educational institutions with qualifications shown in the following sections:

Section 2. Classes of Membership: The membership shall consist of four classes: namely, Life, Regular, Student and Corporate Members.

Section 3. Life Member: Life Members shall be persons who are recognized in their field of expertise.

Section 4. Regular Member: Regular Members shall be persons actively involved with or having responsible charge of science, technology and engineering in public or industries or educational institutions.

Section 5. Student Member: Student Members shall be persons who are enrolled in an educational institution and interested in science and engineering.

Section 6. Corporate Members: Educational Institutions, Industrial organizations or scientific bodies related to engineering interest may be admitted as Corporate Members.

Section 7. Admission to Membership: Admission to the above membership shall be approved by the majority vote of the members of the Executive Committee.

Section 8. Right of Member: Regular and Life Members shall be entitled to all rights and privileges of the Institute. Student and Corporate Members shall not have voting rights. Members include Life Members and Regular Members who paid their annual dues.

Section 9. Obligations pertaining to membership shall be bound by the U.S. Constitution and the Constitution of this Institute. All members (1) shall be bound by the Constitution of USA and the provisions of this Constitution and shall abide by the decisions of resolutions adopted by the Institute.(2) member shall be responsible for the payment of dues.

Section 10. Resignation:

Notice of resignation from membership shall be reported to the Chairman of Membership Committee -whereupon, if all dues and other indebtedness to the Institute have been paid, the resignation shall be accepted and the person's name removed from the roll.

Section 11. Expulsion: Expulsion of a member shall be considered by the Board of Directors at the written request of ten members. The member shall be advised of the charges made and be given the opportunity to be heard before the Board of Directors at a special hearing to be scheduled and attended by the Board of Directors. The member may be expelled from the membership by unanimous vote of the Board of Directors present at the hearing (provided a quorum exists) whether the member is present at the hearing or not.

Article IV - BOARD OF DIRECTORS

Section 1. Authority: The control of the affairs of the Institute shall be vested in a Board of Directors in accordance with the Constitution and the general provision of the laws under which the Institution is incorporated.

Section 2. Composition: The Board of Directors shall be made up of twelve Directors. Each for a term of four years. However, the 13th director shall be added if directorship of the Vice President is extended to succeed the presidency.

Section 3. Three new Directors are elected each year by the members to replace those whose term expires.

Section 4. Terms: Each Director regardless of the length of the service, can be re-elected after one year of inactive duty as director.

Section 5. The new Board of Directors shall convene by the end of a fiscal year and the officers of the Institute shall be elected by the Board of Directors which include a President, a Vice President, a Treasurer and a Secretary.

Section 6. Any Director who is not able to fulfill his/her normal duties, shall write to the President for no more than one year of leave of absence or turn in his/her resignation; otherwise the Directorship can be terminated by a majority vote of the Board of Directors.

Section 7. In case a Directorship is vacant before the term is expired, a candidate who received the next highest vote in the last election, shall become the new Director and serve the remaining period of the term.

Section 8. A majority of the Directors in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

ARTICLE V - MEETING

Section 1. Annual Convention: (1) The annual convention shall be held at such time and place as may be determined by the Board of Directors. Notice shall be given to each active member in good standing.(2)

The Chairperson of the annual convention shall be appointed by the President, and he/she is empowered to form Committees to carry out the activities related to the meeting.

Section 2. Business Meeting: The Executive Committee as appointed by the President shall hold regular meetings for transaction of such business as may be required.

Section 3. Board of Directors shall meet at least once in a fiscal year, but can be called for a Special Meeting by the President provided that the meeting notice is sent to the Board of Directors at least fourteen days in advance.

Section 4. Other Meeting Activities, Special Meetings, technical sessions, seminars including seminars with other organizations, or social events may be held at such times and places as the Special Task Committee shall elect .Notice of all meetings shall be sent to members concerned fourteen days in advance by the committee.

Section 5. Joint activities, meetings or seminars, with other organizations including other CIE-USA Chapters may be held, subject to prior approval by the Board of Directors.

ARTICLE VI -STUDENT CHAPTERS

Section 1. The Student Members may be organized into Student Chapters for administrative and technical activities.

Section 2. The provision Constitution, By-Laws, Rules and Polices established by the Executive Committee of the Institute shall govern the procedures of all chapters of the Institute but no action or obligation of such Student Chapters shall be considered an action or obligation of the Institute as a whole. This statement shall be imprinted in front of the By-Laws of the Student Chapter.

ARTICLE VII -ADVISORY COUNCIL

Section 1.Organization: (1) The Advisory Council (AC) shall be composed of up to 11(eleven) active past Presidents, one of whom shall be the immediate past President and the others shall be elected among the past Presidents themselves, concurrently with the annual election of the Board of Directors. The term of the elected Council Members is one years.

Section 2. Functions: (1) The AC is to function as Institute's advisor rather than as the executive. The duty of the AC is to insure that the principles and Constitutions of this Institute will be upheld. (2) AC shall be entrusted with the constitutional authority to evaluate the performance of the administration for general membership.

ARTICLE VIII –SPECIAL TASK COMMITTEE

For non-regular major events or incidents, a special task committee shall be formed with members appointed by the President and approved by the Board of Directors. The progress of the Committee shall be monitored by the Board of Directors. The Board of Directors may determine the term and duration of the Committee.

ARTICLE IX -AMENDMENTS

This Constitution may be amended by a two-thirds vote by the Board of Directors, and proposed by the Executive Committee, not less than 60 (sixty) days prior to a meeting of the Board of Director .The Board of Directors is

empowered to amend or repeal the Constitution and By-Laws, upon the recommendation of the Executive Committee, by a two thirds vote of the Board of Directors at any annual or special meeting of the Board of Directors, provided 60(sixty) days prior notice of such a meeting is given to the Board of Directors by the Executive Committee. The Constitution and By-Laws amend by the Board of Directors and approved by the majority vote of the general membership. The proposed amendment shall be presented by the President to the Board of Directors meeting for voting provided that the meeting notice is given to the Board of Directors not less than sixty (60) days prior to such meeting.

BY-LAWS

BY-LAW I - DUES AND RIGHTS OF MEMBER

Section 1. The dues for the various classifications of membership are to be determined by the Board of Directors annually.

Section 2. The fiscal year starts from February 1 to January 31 of the next year.

Section 3. Only Active Regular and Life Members shall be entitled to all rights and privileges of the Institute.

BY-LAW II - BOARD OF DIRECTORS

Section 1. Powers: Subject to the provisions of law or any limitations in the Articles of Incorporation or these bylaws as to action required to be approved by the members or by a majority of all members, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the activities of the corporation to any person or persons, management company or committee, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Members of the Board of Directors may vote among themselves the officers of the institute, namely the President, Vice president, Treasurer, and Secretary.

Section 2. Number of Directors: The authorized number of directors of the institution shall be thirteen (13) or fourteen (14), in cases when 14th director is added if directorship of the vice-president is extended to succeed the presidency as set forth by Article IV of the Constitution.

Section 3. Nomination and Election of Directors, Term:

(a) One-fourth (or as nearly as practical thereto) of the thirteen (13) directors to be elected annually by the members of the Institute from the membership shall be elected from the members by mail ballots of the members and shall hold office for four (4) years and until their respective successors are elected and have qualified, or until their death, resignation or removal.

(b) Subject to the provisions of law and these bylaws, the procedures followed in nominating and electing directors shall be established by the Nomination Committee. Such procedures shall be reasonable in light of the nature, size and operations of the institute and shall include:

1. a reasonable means of nominating persons for election as directors;
2. a reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reason for the nominee's candidacy;
3. a reasonable opportunity for all nominees to solicit votes; and
4. a reasonable opportunity for all members to choose among the nominees.

Nomination committee shall propose candidates who are representative of the active membership of the Institute and shall prepare the ballots, proxy materials, and voter's brochure to communicate each nominee's qualifications and other relevant information to the membership.

Section 4. Resignations: Any director of the corporation may resign effective upon given written notice to the President, the Secretary or the Board of Directors of the institution, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation specifies effectiveness at a future time, a successor may be elected from a candidate who received the next highest vote during the immediate past Director Election, to take office on the date the resignation becomes effective. Notwithstanding the foregoing, no director may resign if such resignation would leave the institution without a duly elected director or directors in charge of its affairs. A director shall also be deemed to have resigned upon willful failure to attend two (2) consecutive regular meetings of the Board of Directors or more than two-third (2/3) of the regular Executive Meetings without written permission for excuses from the President, in any one year during the term of directorship.

Section 5. Meetings: No later than January 31 of each fiscal year at such place determined by the President with written notice two (2) weeks in advance to all Directors, the Board of Directors shall hold a regular meeting for the purpose of organization, appointment of officers and transaction of other business.

Section 6. Participation by Telecommunication Equipment: Directors may participate in a Board of Directors meeting through use of conference telephone or similar telecommunication equipment, so long as all directors participating in such meeting can hear one another. Such participation constitutes presence in person at such meeting.

Section 7. Proxy: A written notice with a signature is deemed a valid proxy. A proxy with the signature transmitted through a telecommunication device, such as a telefax machine, shall be acceptable provided that the original is submitted within two weeks.

Section 8. Special Meetings: Special meetings of the Board of Directors for any purpose may be called by the President or the Vice President or the Secretary of the institution or any two (2) Directors.

Section 9. Notice of Meetings: Notice of the date, time and place of all meetings of the Board of Directors, other than annual meetings held pursuant to Section 6 of these bylaws, shall be delivered personally, orally or in writing, or by telephone, telegraph, telex, or facsimile to each director, at least forty-eight (48) hours before the meeting, or sent in writing to each director by first-class mail, charges prepaid, at least fourteen (14) days before the meeting. Notices of any meeting of the Board of Directors need not be given to any director who signs a waiver of notice of such meeting, or a consent to holding the meeting or an approval of the minutes thereof, either before or after the meeting, or who attends the meetings without protesting prior thereto or at its commencement such director's lack of notice. All such waivers, consents and approvals shall be filed with the corporate records of made a part of the minutes of the meeting.

Section 10. Place of Meetings: Meetings of the Board of Directors may be held at a place determined by the President with inputs from the Board of Directors.

Section 11. Action by Written Consent without a Meeting: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and efforts as a unanimous vote of such directors.

Section 12. Quorum and Transaction of Business: A majority of the authorized number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a vote duly held at which a quorum is present shall be the act of the Board of Directors, unless the law, the Articles of Incorporation or these bylaws specifically require a greater number. A meeting at which a quorum is initially present may continue to transact business, notwithstanding withdrawal of director, if any action taken is approved by at least a majority of the number of directors constituting a quorum for such meeting. In the absence of a quorum at any meeting of the Board of Directors, a majority of the directors present may adjourn the meeting.

Section 13. Adjournment: Any meeting of the Board of Directors, whether or not a quorum is present, may be adjourned to another time and place by the affirmative vote of a majority of the directors present. If the meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given prior to the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 14. Organization: The President shall preside at every meeting of the Board of Directors. In the absence of the President, a chairman chosen by a majority of the directors shall act as chairman. The Secretary of the institution or, in the absence of the secretary, any person appointed by the chairman shall act as secretary of the meeting.

Section 15. Financial Responsibilities: The Board of Directors shall have the authority to audit the books of the institution. The Board of Directors shall make sure that the treasurer has filled the Institution Tax return promptly and correctly. The Board of Directors shall decide the amount of dues to be collected annually from the membership and the corporate members.

Section 16. National Council: The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided a quorum is present, appoint annual delegates to a National Council of the Chinese Institute of Engineers-U.S.A, a delegation consisting of the President, the Vice President and additional delegates to be selected in the alternate order of Directors and Advisory Council Members by the Board of Directors. Each delegate to the National Council shall serve a term of one (1) year and can only be reappointed once, excluding the term the member serves as the President and/or the Vice President of the Institute. Any such delegates to the National Council shall have authority to act in the manner and to the extent provided in the resolution of the Board of Directors.

Section 17. Removal: The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or who has been found by a final order or judgment of any court to have breached any duty.

The entire Board of Directors or any individual directors or any individual directors may be removed from office without cause:

(a) if the institute has fewer than fifty (50) members ,by the affirmative vote or written ballot of a majority of the members entitled to vote for such removal; or

(b) if the Institute has fifty (50) or more members, by the affirmative vote or written ballot of a majority of the members represented and voting at a duly held meeting at which a quorum is present (which affirmative vote also constitute a majority of the required quorum.)

Section 18 Special Meeting and Task Forces: The Board of Directors shall have the authorities to appointed Committees for Special Meeting and task forces such as outside technical seminars, representative to outside meetings, and joint meetings with outside organizations, etc.

Section 19. Removal of Advisory Council Members: The Board of Directors shall have the authority to evaluate the performance of Advisory Council and its elected members. In case of misconduct of the elected AC Member and with two-thirds (2/3) of the Director votes, the Board of Directors shall notify the general membership and remove such AC Members from the office.

Section 20. Removal of Officers: In case of misconduct of an elected officer and with two-thirds (2/3) of the director votes, the Board of Directors shall remove such officers from the office and notify the general Membership.

BY-LAW III - OFFICERS

Section 1. Number: The officers of the Institute shall consist of a President, a Vice-President, a Treasurer, and a Secretary. Officers shall be required to be members of the Board of Directors.

Section 2. Terms of Officer: All officers shall serve for one year. The Vice-President shall be designated to succeed presidency with automatic extension of his/her directorship, if necessary, to complete term of the expected presidency. The Treasurer and the Secretary may be re-elected to the same office.

Section 3. Qualifications of the Vice-President: All candidates for Vice Presidency must meet the following criteria:

- have served at least one year of the current term of directorship, and
- have served as officers, or nominated by the Nomination Committee with majority votes.

Section 4. Duties of the President: (1) Be the chairman of the Execution Committee, (2) Conduct meetings of the Executive Committee, (3) Oversee that the responsibilities of the Working Committees are discharged with the assigned target dates, (4) Be a member of the Award Committee, (5) Be the chairman of the Nomination Committee, (6) Cast a tie-breaker vote at all meetings, if necessary, (7) Together with the Secretary, sign all agreements and contracts made by the Institute, with approval of the Board of Directors, (8) Responsible to maintain the financial stability of the Institute, and (9) Approve and co-sign institutional payments exceeding two thousand dollars (\$2000).

Section 5. Duties of the Vice President: (1) Assist the President, (2) Discharge the duties of the President if the President is not able to perform his duties in person.

Section 6. Duties of the Treasurer: (1) keep account of income and expenditures, (2) Submit monthly report to the Executive Committee about the financial status, (3) Submit an annual summary report at the end for the year, (4) To coordinate with the Membership Committee in collecting dues, (5) Prepare and file the annual tax returns for the Institute, (6) Open an account with the approval from the Board of Directors; The President and the Treasurer are authorized to sign checks;(7) For payments more than two thousand dollars (\$2000), two authorized signatures are required. In case of necessity, the President's approval may be in a memorandum transmitted by mail or by facsimile.

Section 7. Duties of the Secretary: (1) Sent notice of meetings, (2) Keep minutes of meetings, (3) keep files for the Institute, (4) Handle routine correspondence, (5) Submit to the Executive Committee for discussion any special situation arising from incoming correspondence, (6) Safe-keep the Institute seal, (7) Notify the bank of the change of authorized signatures after the election of new officers, (8) Write a summary report at the end of the year.

Section 8. Budget Control Guideline:

- Annual Budget Report- The annual budget report shall be prepared by the President within three months since he/she has taken the office.

- Executive Fund - The amount of executive fund allocated to the President shall be no more than 10% of the total annual budget.

- All expenses must be confirmed with vouchers or receipts.

BY-LAW IV - WORKING COMMITTEES

Section 1. The working committees of the Institute shall be Executive Committee, Membership Committee, Student Chapter Committee, Fund-Raising Committee, Public Relations Committee, Publication Committee, Convention Committee, Award Committee, Scholarship Committee, and Nominating Committee.

Section 2. Executive Committee: The executive Committee shall consist of all members of the Board of the Directors and members of the Institution as appointed by the President. The total membership shall be between 16 to 25. The President shall be the Chairman of this Committee. The duties of the Committee shall be to supervise and coordinate all Institutional operations, and to organize all working committees named in Section 1 for the smooth operation of the Institute. The Executive Committee shall hold monthly meetings in which progress and status of all working committee shall be discussed. The first Executive Committee shall convene in January of each year.

Section 3. Membership Committee: The Membership Committee shall have a minimum of three members. The Chairman of the Committee shall be appointed by the President based on the recommendations of the Executive Committee. Members of this Committee shall be appointed by the Chairman. The duties of the Committee shall be (1) to recruit and approve new members of all grades: regular, life, student and corporate members, (2) to maintain an up-to-date membership roster, and (3) to collect membership dues.

Section 4. Student Chapter Committee: The Student Chapter Committee shall have a minimum of three members. The Chairman of the Committee shall be appointed by the President based on the recommendations of the Executive Committee. Members of this Committee shall be appointed by the Chairman. The duties of the Committee shall be to enforce ground rules for the establishment and operation of Student Chapters, and to make quarterly reports on their activities to the Executive Committee.

Section 5. Fund-Raising Committee: The Fund-Raising Committee shall have a minimum of three members. The Chairman of the Committee shall be appointed by the President based on the recommendations of the Executive Committee. Members of this Committee shall be appointed by the Chairman. The duties of the Fund-Raising Committee shall be to raise funds for expenses incurred in activities of the Institute.

Section 6. Public Relations Committee: The Public Relations Committee shall have 3 to 5 members. The Chairman of the Committee shall be appointed by the President based on the recommendations of the Executive Committee. Members of this Committee shall be appointed by the Chairman. The duties of the Public Relation Committee shall be (1) to release news to the media and (2) to handle the public image aspect of the Institute.

Section 7. Publication Committee: The publication Committee shall consist of 3 to 5 members. The Chairman of the Committee shall be appointed by the President based on the recommendations of the Executive Committee. Members of this Committee shall be appointed by the Chairman. The main duties of the Publication Committee shall be to publish the CIE Communication.

Section 8. Convention Committee: The Chairman and/or Co-chairman of the Convention Committee shall be appointed by the President based on the recommendations of the Executive Committee. Members of this Committee shall be appointed by the Chairman and/or Co-chairman. The number member of this Committee shall be as many as the activities warrant. The Chairman and/or Co-chairman shall appointed Chairman of the following sub-committee; Technical Session, Program, Ticket, Registration, Journal, Advertisement and Spouse's Activities. The duties of the Convention Committee shall be to plan and carry out the Annual Convention,

Section 9. Award Committee: The Award Committee shall consist of four members. The Chairman of the Committee shall be appointed by the President based on the recommendations of the Executive Committee. The President of the Institute shall be a member of this Committee. Two additional members shall be appointed by the Chairman based on the recommendation of the Executive Committee. The duties of the Award Committee shall be to seek out worthy individuals for the following awards: (1) CIE Distinguished Service Award: To those Chinese Engineers and Scientists who have contributed to the general well-being of a nation or a community. (2) CIE Achievement Award: To outstanding engineers and scientists of Chinese origin who have made significant

contributions in a technical field. (3) Institute Service Award: To those who have made significant contributions to the causes of the Institute.

Section 10. Scholarship Committee: Scholarship Committee shall have a minimum of three members. The Chairman of the Committee shall be appointed by the President based on the recommendations of the Executive Committee. Members of this Committee shall be appointed by the Chairman, and they shall not be restricted to the members of the Institute. The duties of the Scholarship Committee shall be to solicit contributions to the Scholarship Fund and to seek worthy engineering student of Chinese ancestry as recipients of these awards.

Section 11. Nomination Committee: All candidates for offices and directors are to be nominated by the Nomination Committee which shall consist of President, Vice-President, a senior director (who has served on the board for at least one year to be appointed by the President), and two AC members (to be appointed by the President). Every candidate must be first proposed to the Committee with the endorsement of two directors of the board. The committee is responsible for screening all candidates and preparing ballots for elections.

Section 12. The Chairman of each committee shall submit to the President a summary report on the progress and achievement of the committee by the end for the fiscal year.

BY-LAW V - OPERATION OF ADVISORY COUNCIL

Section 1. Advisory Council (AC) shall hold a meeting at least once a year.

Section 2. Special meetings may be called by the AC chairman by a written notice at least two weeks in advance.

Section 3. AC shall evaluate or monitor present and future programs, and issue an annual report to the Executive Committee with prior approval of at least two-thirds (2/3) votes from the AC, (i.e., eight or more AC member's approval).

Section 4. The Secretary of the AC shall issue the notice of meetings, its agenda and minutes. He/she shall be the Acting Chairperson in the absence of the Chairman.

Section 5. AC shall assist the Institute's effort of long term fund raising and shall audit the Institute's permanent funds including foundation funds and dues of life membership.

Section 6. Up to ten (10) active past Presidents of the AC shall be elected among the Presidents annually. The election shall held concurrently with the Institute's annual Director Election. With the exception of current officers of the Institute, AC members shall not concurrently serve on the Board of Directors.

Section 7. AC shall be entrusted with the constitutional authority to evaluate the performance of the current administration by issuing an annual report to the Executive Committee.

Section 8. In case of serious misconduct of the administration, the AC, with two-thirds (2/3) votes, may recommend to the Board of Directors a report to dissolve the current administration and call for an election of the officers by the Board of Directors.

BY-LAW VI - OPERATION OF STUDENT CHAPTERS

Section 1. A petition for the granting of the establishment of a student chapter shall be communicated in writing to the President or Secretary of the Institute who, in turn shall refer it to the Executive Committee for consideration at monthly meeting.

A student chapter can be established with a minimum of 20 student members, and a student group can be formed with a minimum of 10 student members.

Section 2. An approval of the establishment of a student chapter shall be by a majority vote of members of the Executive Committee.

Section 3. A local or student chapter may be revoked by two-thirds(2/3) votes of members of the Executive Committee following a thorough investigation of the student chapter in question for the fact of failing to comply with the Constitution and/or By-Laws of the Institute.

Section 4. The President has the authority to issue a certificate of approval for or notification of the establishment of the student chapter after the resolution of the Executive Committee.

Section 5. Each student chapter can adopt its own local by-laws for the conduct of its affairs, provided such are not in conflict with the Constitution and By-Laws of the Institute.

Section 6. The activities of each student chapter shall be administered by its elected officers. The officers shall consist of President, Vice President, Secretary, Treasurer and other Committee Chairman of the student chapters. A list of these officers shall be filed with the secretary of the Institute and the Chairman of Student Chapters Committee.

One elected person shall be responsible for the activities of a student group, officers are not necessary due to limited number of student members.

Section 7. Each student chapter shall report to the Student Chapter Committee on the following items:

1. Updated monthly student chapter membership roster.
2. Preparing budget for the reimbursement of expenses of student chapters.

Section 8. Ground rules for the establishment and operation of student chapters:

1. Student chapter membership applications must be reviewed and approved by the Executive Committee.
2. Membership dues of all student chapters must be submitted to the Treasurer.
3. Any fund- raising activities initiated by the student chapters must be coordinated with the Treasurer and the Fund-Raising Committee.
4. Student chapters may request of the Executive Committee limited reimbursement of operating expenses.
5. Activities of student chapters are limited to regular and/or annual meetings devoted to pursue the advancement of engineering and science as elaborated in the Constitution of the Institute. At no time shall the officers of the student chapters negotiate official matters on behalf of the Institute without the written consent of the President and/or approval of the Executive Committee.
6. Any printed matters published by the student chapters shall be designated in terms of the local region within which the Chapter is organized.
7. Each student chapter shall submit a fiscal report at the end of a fiscal year to the Chairman of the Student Chapter Committee.
8. Chairman of the Student Chapter Committee of the headquarters should be kept informed by the student chapter in all activities.

Section 9. A student chapter may be revoked at any time if any one or more of the foregoing ground rules are violated. This action may be taken by the Executive Committee upon recommendation of the President.

BY-LAW VII - HEADQUARTERS

Section 1. Currently, there is no permanent headquarters of this Institutes.

Section 2. The location of the operating headquarters may be the same as the location of the President in office.

BY-LAW VIII - NATIONAL COUNCIL

Section 1. National Council members from the Institute shall include the current and Vice President of the Institute and additional delegates to be individually selected by the Board of Director form, in the alternate order of, the Board of Directors and the AC members.

Section 2. Council Members from the Institute shall serve an one-year term and shall serve no more than two terms if re-elected, excluding the term the member serves as the President and/or the Vice President of the Institute. The election of Council Members shall held late each fiscal year after the election of Institute's officers.

Section 3. Council Members from GNYC are fully authorized to represent GNYC in all operational matters of the National Council. However, any legislative decisions (regarding Constitutions/By-Laws) shall be discussed at Executive Committee and approved by the Board. Council Members shall keep the Board and the Executive Committee informed of the council's activities and decisions. The GNYC President shall be the spokesman for the GNYC delegation at the National Council.

BY-LAW IX - ACTIVITIES

Section 1. To accomplish these purpose of the Institute, the Institute shall maintain a well-balanced program of activities to inform its members of developments in science, technology and engineering and to appraise the value of these developments.

At the request of the National Council and with the approval of the Board of Directors, a National Convention may be sponsored by this Institute.

BY-LAW X - DISSOLUTION

Upon dissolution of the Institute, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Institute, act upon the following two choices:

1. dispose of the remaining assets of the Institute exclusively for one or more exempt purpose, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Federal tax code);or

2. shall distribute the same to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by order of Supreme Court of the State of New Jersey in the judicial district where the principal office of the Institute is than located, exclusively for such purposes, or to such organizations, organized and operated exclusively for such purposes, as said Court shall determine