



# THE AMERICAN INSTITUTE OF PAKISTAN STUDIES

## BYLAWS

(Revised Oct. 24, 2015)

### ARTICLE 1: NAME AND OBJECTIVES

#### 1.1: Name

The name of this non-profit corporation shall be the American Institute of Pakistan Studies (AIPS).

#### 1.2: Objectives

The objectives of this Institute shall be to facilitate scholarly research relating to Pakistan and to encourage the exchange of scholars and the publication of scholarly information.

#### 1.3: Representation of the Institute

No member and no designated trustee of a member shall attempt to represent the Institute, whether in making any statement for publication or otherwise, unless the Board of Trustees, by resolution, has specifically approved the action of such member or designated trustee of a member. By accepting membership in the Institute, or on its Board of Trustees, institutions and individuals recognize that the Institute does not take positions on matters concerning relations between the United States and Pakistan or on internal affairs of either country.

### ARTICLE 2: MEMBERS

#### 2.1: Types of Membership

##### A. Institutional Memberships

Institutional Members are generally recognized academic and educational institutions in the United States. Such institutions are required to pay annual dues to the AIPS as determined by the Board of Trustees. Representatives of these institutions serve on the Board of Trustees and have full voting rights. Application for Institutional Membership should be made to the President, AIPS, and must be approved by the Executive Committee, AIPS.

##### B. Individual Memberships

Individual Members are persons who are engaged professionally in the scholarly study of Pakistan and who are personally affiliated with a US educational or research institution or have been personally affiliated with a US educational or research institution within the last three years.

Individual Members will be required to pay annual dues to AIPS as determined by the Board of Trustees. Application for Individual Membership should be made to the AIPS Business Office, which shall approve or disapprove the application. Denied applicants can submit an appeal to the AIPS President, whose decision shall be final for that membership year. Individual Members shall be represented on the Board of Trustees at the ratio of one trustee for each twenty Individual Members. These trustees shall be elected by the Individual Members.

#### C. Emeritus Memberships

(1) Retired Institutional Trustees may be nominated as Trustees Emeritus by the Executive Committee and approved by the Board of Trustees. Trustees Emeritus may participate in Board of Trustee meetings and may be appointed to serve on any committees, including but not limited to fellowships, prize, or nominating committees, but shall not have a vote and cannot stand for election to any office. Trustees Emeritus may serve until resignation, death, or a vote of removal by the Board of Trustees.

(2) Individual Members may apply for status of Individual Member Emeritus after retirement. Individual Emeritus Members have all the rights and privileges of individual membership and must pay annual dues, but are not required to demonstrate current affiliation with a US educational or research institution.

#### D. Membership Years

Membership Years for all categories of membership are concurrent with the AIPS fiscal reporting year, i.e. October 1 – September 30.

### ARTICLE 3: THE BOARD OF TRUSTEES

#### 3.1: Composition

The Board of Trustees shall consist of:

A. Trustees representing Institutional Members;

B. Trustees representing Individual Members.

#### 3.2: Selection

#### A. Institutional Trustees

Institutional Trustees are appointed by Institutional Members. Each Institutional Member is entitled to one Trustee. Institutional Trustees may serve until disqualification, resignation, removal, or death

#### B. Individual Member Trustees

Individual Member trustees shall be chosen as described in 2.1.B., above. The term of office of Individual Member trustees shall be three years.

### 3.3: Termination of Office

#### A. Resignation

- (1) A Trustee may resign at any time by giving notice to the Secretary or the President of the AIPS;
- (2) If the resigning Trustee represents an Institutional Member, the institution shall be requested to designate a replacement Trustee.
- (3) If the resigning Trustee represents Individual Members, an election from the Individual Member constituency shall be held to replace that Trustee for the remainder of the resigning Trustee's term.

#### B. Removal

Any Trustee can be removed for cause by a vote of two-thirds of the Board.

#### C. Lapse of Institutional Membership

If an institution withdraws its membership in the AIPS, then its Institutional Trustee ceases to be a Member of the Board. Withdrawal shall be assumed to have taken place if the dues are two years in arrears at the end of the Institute's fiscal year (September 30<sup>th</sup>). However, if annual dues have not been paid by the institution by June 30<sup>th</sup>, the Trustee representing that institution shall not have a vote at that meeting or in any mail ballot taken before the payment of all billed dues.

#### D. Duties and Responsibilities

(1) The Board shall have full power to determine all policies and elect all officers. It may alter or rescind decisions of the Executive Committee.

(2) Whenever the Board deems it appropriate, it may delegate some of its power to specified officers or committees.

## ARTICLE 4: OFFICERS

### 4.1: Designation

The officers of the AIPS shall consist of

- A. A President;
- B. A Vice-President;
- C. A Secretary;
- D. A Treasurer

### 4.2: Qualifications

Only members of the Board of Trustees are qualified for election as officers and as members of the Executive Committee. Once elected, the President, Vice-President, Treasurer, and Secretary become ex-officio members of the Board of Trustees for the duration of their term.

### 4.3: Selection

#### A. Terms of Office

The term of office of each officer of the AIPS shall be three years. However, this term may be extended until such time as a successor is elected and takes office.

#### B. Nomination of Officers

(1) The Nominating Committee is appointed by the Executive Committee at least three months before a term of office expires, or within thirty days after the vacancy occurs. It shall consist of three Trustees, of which not more than one can be from the Executive Committee. When the election for which the Nominating Committee has been appointed has been completed, the Nominating Committee will be terminated.

(2) No member of the Nominating Committee can be a candidate for any office to be elected during the period of the Nominating Committee's term; and,

(3) The Nominating Committee shall nominate Trustees for offices whenever a vacancy occurs, provided, however, that a separate Nominating Committee shall be formed from among the Individual Members for the nomination of candidates for the position(s) of trustees representing Individual Members.

### C. Election

(1) The Chairperson of the Nominating Committee shall submit the nominated names to the secretary of the AIPS, who shall, no later than thirty days thereafter, submit the mail ballot to the Trustees;

(2) The mail ballot should specifically indicate the latest date by which the ballot should be in the mail, and such a date shall be thirty days after the ballot is mailed;

(3) The Secretary shall count the ballots and inform the Trustees of the results; and,

(4) The ballots shall be kept for one year, and may be inspected by any Trustee within the year.

(5) For the election in 2000 of the Secretary, Treasurer, and four other members of the Executive Committee, the following terms of office shall be held by the persons elected, notwithstanding Article 4.3.A which states that the term of office for each officer shall be three years.

Secretary - one year

Treasurer - two years

At-large Members of the Executive Committee:

Person with highest number of votes - three years

Persons with next two highest number of votes - two years

Person with fourth highest number of votes - one year

If there are ties in the voting for At-large Members of the Executive Committee, these shall be broken by the drawing of lots.

### D. Limitation on Terms

(1) Effective with the election occurring to fill vacancies beginning September 1, 1995, no officer shall serve more than two terms in the office held.

#### E. Terms

(1) The terms of officers, members of the executive committee and trustees representing individual members shall begin on October 1 of the year in which the person is elected. However, those persons elected to fill a vacated position shall assume office for the unexpired term of the office vacated upon certification of the election by the Secretary.

#### 4.4: The President

The President shall

- A. Be the principal spokesperson of the AIPS, under policies established by the Board and the Executive Committee;
- B. Preside at the meetings of the Executive Committee and the Board;
- C. Approve or disapprove all financial expenditures. In the absence of the President, two other officers may approve or disapprove expenditures. All expenses by the President must also be approved by another officer.
- D. Make an annual written report to the Board;
- E. Take such initiative and engage in such other activities as will promote the achievement of the purposes of the AIPS;
- F. Appoint committees and assign special duties to members of the AIPS, as required;
- G. Prepare grant proposals to support the activities of AIPS; and prepare all final reports; and
- H. Perform such other duties as from time to time may be assigned by the Board or the Executive Committee.

#### 4.5: The Vice President

The Vice President shall

- A. Act for the President upon designation by the President or upon the inability of the President to perform his/her duties;

B. Be a leading spokesperson of the AIPS, under policies established by the Board and the Executive Committee;

C. Assist the President at the meetings of the Executive Committee and the Board of Trustees;

D. Take such initiative and engage in such other activities as will promote the achievement of the purposes of the AIPS, including to communicate with academic colleagues and others, develop outreach efforts, and prepare monthly on-line news items and announcements to promote Pakistan studies;

E. Be required and empowered to assist the President in preparing grant proposals to support the activities of the AIPS and preparing Department of Education reports;

F. Help the President in developing institutional linkages in the U.S., Pakistan, and internationally;

G. Perform such other duties as from time to time may be temporarily delegated by the Board or the Executive Committee.

#### 4.6: The Secretary

The Secretary shall

A. Act for the Vice President upon designation by the Vice President, or upon the inability of the Vice President to perform his/her duties;

B. Be a member of the Executive Committee and serve as its secretary;

C. Record all votes of the members and minutes of the meetings of the Executive Committee and the Board;

D. See that notices are given and records and reports properly kept;

E. Conduct elections; and,

F. Perform such other duties as from time to time may be assigned by the Board, the Executive Committee, or the President.

#### 4.7: The Treasurer

The Treasurer shall

- A. Be a member of the Executive Committee and advise the Executive Committee of the financial implications of proposed policies and operational procedures;
- B. Submit to the annual meeting of the Board a financial report reflecting all income and expenditures;
- C. Receive all dollar funds according to the guidelines established by the Executive Committee, and in accordance with any contracts or grants made available from funding agencies;
- D. Provide for the custody of funds and securities and with full authority to receive and give receipts for all money due and payable, and to endorse checks, drafts, warrants, in the name of the AIPS and on its behalf;
- E. Deposit all unobligated funds in bank or other places of deposit as the Board may from time to time designate;
- F. Prepare periodic financial reports for the Executive Committee and the Board and such reports, including audits, as may be required by contracts or agreements;
- G. Send invoices for dues to all members at the appropriate time; and
- H. Perform such other duties as may from time to time be assigned by the Board, the Executive Committee, or the President.

#### 4.8: Resignation

- A. Any officer may resign at any time by giving written notice to the Board or to the Secretary or President of the AIPS. Any such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- B. Persons elected to succeed a resigning officer shall complete only the unexpired term of that officer. Until an election to replace the resigning officer takes place, the remaining officers, acting in concert, shall appoint an interim officer from among members of the Board.
- C. Special elections to replace an officer shall be held within ninety days following the resignation date.

### ARTICLE 5: VOTING AND MEETINGS

#### 5.1: Voting



Each member of the Board shall have one vote at the annual meetings of the Board. The officer responsible for arranging the annual meeting of the Board shall inquire of each Institutional Member who its Trustee shall be at the annual meeting.

#### 5.2: Annual Meetings

The Board shall meet at least once each year to transact such business as may be brought before the Board.

#### 5.3: Special Meetings

Special meetings of the Board may be held at the initiative of the Executive Committee, or the President, or thirty percent of the Trustees. Requests for special meetings shall be submitted in writing to the President or the Secretary, who shall notify all members of the Board.

#### 5.4: Meeting Sites

Regular and special meetings shall take place at a site selected by the President in consultation with the Executive Committee.

#### 5.5: Notice of Meetings

A. All meetings will be scheduled in sufficient time to notify all members of the Board whose normal place of residence or work is within the United States; and,

B. Notice of each meeting of the Board, stating the day, hour, place, and general nature of the business to be transacted, shall be given by the Secretary to each Trustee, either orally or in writing, at least one month before each meeting.

#### 5.6: Quorum

A. One third plus one of the members of the Board shall constitute a quorum for all meetings and votes of the Board of Trustees; and,

B. One half plus one of the members of the Executive Committee shall constitute a quorum for all meetings and votes of the Executive Committee.

### ARTICLE 6: THE EXECUTIVE COMMITTEE

#### 6.1: Composition and Term in Office

A. There shall be an Executive Committee consisting of the President, who shall preside at its meetings; the Secretary; the Treasurer; and four additional Trustees elected by the Board.

B. The term of office for Trustees elected to the Executive Committee shall be three years.

## 6.2: Duties of the Executive Committee

The Executive Committee shall

A. Have and may exercise the authority of the Board in the management of the AIPS between the regular meetings of the Board;

B. Appoint a Nominating Committee for the election of officers and at-large members of the Executive Committee.

C. Appoint a Selection Committee for the purpose of determining the suitability of candidates for AIPS awards;

D. Meet at least once each year;

E. Appoint such standing committees and/or special committees, consisting of Trustees and/or other individuals, as are deemed necessary by the Board. Such committees shall determine their own organization, and time and place of meetings, unless directed otherwise by the Executive Committee; and,

F. Appoint such staff members in the United States and Pakistan as it may consider necessary or desirable to carry out the purposes of the AIPS.

## ARTICLE 7: FINANCIAL RESPONSIBILITY

### 7.1: Borrowing

No officer or employee of the AIPS shall have any power or authority to borrow money on its behalf, to pledge its credit, or the mortgage or pledge its real or personal property, except within the scope and to the extent of the authority delegated by resolution adopted by a three-fourths majority of the full Board.

Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.

### 7.2: Deposits

All unobligated funds of the AIPS shall be deposited from time to time to the credit of the AIPS in such banks or other depositories as the Executive Committee may approve or designate, and such funds may be withdrawn only upon checks or other instruments signed by such persons as may be authorized by the Executive Committee.

#### 7.3: Annual Audit

The accounts of the AIPS shall be audited at least once in each calendar year by an independent accountant selected by the Executive Committee.

#### 7.4: Financial Reports

At each annual meeting of the Board, a report will be issued by the Treasurer in respect to income received and expenditures made by the AIPS.

#### 7.5: Remuneration

Trustees and officers of the AIPS shall receive no remuneration.

### ARTICLE 8: INDEMNIFICATION

#### 8.1: Indemnification

A. Unless otherwise prohibited by law, the AIPS, a non-profit corporation, may indemnify any director or officer or any former director or officer, and may by resolution of the Board of Trustees indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee.

B. There shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the AIPS for damages arising out of his or her own gross negligence in the performance of a duty to the AIPS.

#### 8.2: Liability Expenses

A. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee; and,

B. The AIPS may advance expenses or where appropriate may itself undertake the defense of any director, officer or employee; however,

C. Said director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

### 8.3: Insurance

The Board of Trustees may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him or her which arises out of such person's status as a director, officer, employee, or agent, whether or not the AIPS would have the power to indemnify the person against that liability under law.

## ARTICLE 9: AMENDMENTS

Any and all of the provisions of the bylaws of AIPS may be amended. Proposals for the amendment of the bylaws may be made by any member of the Board of Trustees provided it is seconded by another member of the Board. Proposals identifying the proposer and the seconder shall be forwarded to the Secretary who will then submit them to all members of the Board for voting. If the voting is held at a meeting of the Board, the amendment must be approved by two-thirds of those present and voting. However, the two-thirds voting for approval must constitute a majority of the entire membership of the Board whether attending or not attending the meeting. If the voting is held by mail or e-mail, the approval of those voting within a period of thirty days following the date of the mailing or the transmission of an e-mail message will cause an amendment to be approved, also provided that this is a majority of the entire membership of the Board.

These by-laws were adopted by the Board of Trustees at its annual meeting held in Chicago on April 9, 1990, and amended by the Board of Trustees at its annual meeting held in Los Angeles on March 27, 1993, and amended by mail ballot of the Board of Trustees approved on April 13, 1999 and further amended October 25, 2003 and October 4, 2004, and amended by the Board of Trustees at its annual meeting held in Madison, WI on Oct. 21, 2006; and amended by the Board of Trustees at its annual meeting held in Madison, WI on Oct. 24, 2009; by email ballot of the Board of Trustees approved on October 16, 2013; by the Board of Trustees at its annual meeting held in Madison, WI on October 24, 2015.