

ARABIAN SOCIETY OF PUBLIC SAFETY (ASPS) BYLAWS

I. Name

A. The association shall be called the Arabian Society of Public Safety (ASPS), here in after the Society.

II. Purpose

A. The purpose of the Society is to provide a forum for the exchange of information and expertise in the area of traffic, entertainment, residential and public safety and related fields, and to enhance the safety awareness of its members, their families and communities in all Saudi Arabia cities and later in GCC and all Arabic countries through various planned **Arabic language** activities. These objectives will be accomplished using the Arabic language through regular monthly meetings, presentations, seminars, professional special projects, conferences, publications, and joint activities with other local, regional and international safety organizations.

B. The activities of the Society shall abide by the laws and customs of the Kingdom of Saudi Arabia. The Society will not use, in any way, directly or indirectly, information that would be considered detrimental to the interest of any company, government agency, or any other organization. Furthermore, the viewpoints of the Society shall not be construed to reflect those of any company, government agency, or any other organization.

III. Membership

A. Membership in the Society is open to public and all professionals and others in safety related fields. Membership is also open to those pursuing a safety related degree, or others whose interests conform to the objectives of the Society.

B. Membership in the Society will consist of the following two categories: Active Members and Honorary Members.

1. Active Member - An individual who is active volunteer helping the Society to achieve its objectives whether employed in a related safety professional position or not. Active members are eligible to hold office in the Society, vote, and receive special rates for Society functions.

2. Honorary Member - An individual who has contributed significantly to the Society and/or to the understanding of the safety issues and challenges in Saudi Arabia. The determination of Honorary Membership shall be made by the Board of Directors (as defined under Articles IV, V, VIII). Honorary Membership shall be for the life of the member and Honorary Members will be exempt from payment of annual dues. The number of Honorary Members shall be limited to a maximum of five percent (5%) of the total active members. Honorary Members may not vote or hold an office in the Society.

IV. Dues

A. Fiscal Year - The fiscal year will commence on January 1 and end on December 31 of the same calendar year.

B. The annual dues for any member other than honorary members are to be paid in advance of the fiscal year, which begins on January 1. The dues will be pro-rated (50%) for members who join the Society after June 30 of the fiscal year provided that the dues for the following year are paid in full at the same time.

C. The annual dues will be Saudi Riyal (SR) **100** for all members. Honorary members are excluded from paying dues.

V. Officers

A. The elected officers of the Society shall be four(4): President, Vice President, Secretary, and Treasurer. The elected officers will be appointed for three-year terms.

B. The elected officers may appoint other members to serve on the Society's Board of Directors. These members will be referred to as Directors and assigned specific duties. The non-elected Directors will be appointed for one-year terms.

C. All elected and appointed members of the Society's Board of Directors must be members in good standing at the time of their election or appointment.

D. The responsibility of directing and governing this Society will be vested in the officers and directors. Any responsibility, duty or action for the governing of the Society that is not expressly stated in the Bylaws will be referred to the Society's Board of Directors.

E. The Society's Board of Directors controls and manages the affairs, activities and funds of the Society in accordance with the Society's purposes. It will keep the Society's membership reasonably informed of its discussions and decisions via the newsletter, the monthly Society meetings and/or other mediums of communication as needed.

F. The Society's Board of Directors consisting of all the elected Officers and appointed Directors holds regular meetings at least once a month to discuss and follow-up on the various activities of the Society. Individual Officers and Directors report on the status of their activities and seek advice and/or approval from the Board on pertinent issues. Voting will be done by **all the Officers and Directors**. The Society's Board of Directors shall have control and management of the affairs, activities and funds of the Society in accordance with its purposes. It will keep the Membership reasonably informed of its discussions and decisions via the monthly newsletter and the monthly Society meetings. The normal business matters of the Society's Board of Directors will be determined by a majority open vote of a quorum consisting of **50%** of the Board members present. In the event of a tie, the President shall cast the deciding vote.

G. A vacancy occurring in any of the elected offices except President will be filled by special election. In case the President's office is vacated, the Vice President will automatically assume the office of President for the duration of the current term.

VI. Duties of The Directors and Officers

Other than for the elected Officers, the duties of the members of the Board of Directors may be altered (added to or limited) by the President as deemed necessary.

A. **President** - The President will be the Chief Executive Officer of the Society. The President will preside at all meetings of the Society and all business meetings of the Board of Directors. The President or any member of the Board of Directors as designated by the President may preside at/attend any meeting held for the purpose of carrying any of the Society's activities. The President will be responsible for administering the affairs of the Society according to the policies and regulations established by the Board of Directors and the Membership. He/she will be solely responsible for any and all correspondence with private organizations and government officials and departments. At the end of the fiscal year the President will submit a written report to the members and the **Board of Trustees** summarizing the activities and accomplishments of the Society during the year term of office.

B. **Vice President** - As delegated by the President, the Vice President will perform the duties of President in the absence or inability of the President to serve. The Vice President will take special interest in the activities of one or more of the Directors as delegated by the President, and automatically assume the office of President in case of a vacancy in that office for the duration of the current term.

C. **Secretary** - The Secretary will record the proceedings of the Society's Board of Directors' and Board of Trustees' meetings, attend to all correspondence as needed, organize and issue the agendas and issue all calls and announcements of the meetings. The Secretary will maintain the Society's office and communication facilities.

D. Treasurer - The Treasurer receives and disburses all moneys received by the Society and will be the principal recipient of membership dues from the Membership Director for each Society member. The treasurer will present a financial summary at each Board of Directors' meeting. The Treasurer will work with the auditor(s) appointed by the President to review the Society's records, receive and submit the report to the Board of Directors for review and approval. The Treasurer will prepare an annual financial report to be submitted to the Society Membership at the December Annual General Membership meeting.

E. Public Relations & Media Director - The Public Relations & Media Director and his/her committee will, under the direction of the President, be accountable for enhancing the image and "brand" of the society and bringing it to the notice of an expanding audience. He / she will be accountable for ensuring that usage of the society "brand" in all media consistently portrays the society in the best possible light. He / she will be accountable for all publications produced by the Society, including the development, production and distribution of a quarterly *or* monthly newsletter and magazines. His / her committee will be responsible for publicizing the Society through special promotional material, and for corresponding with local, regional and international media organizations. He / she will be accountable for maximizing corporate sponsorship of all society events and publications.

F. Membership Director - The Membership Director and his/her Committee will, under the direction of the President, be responsible for receiving and reviewing all new membership applications and dues and issue receipts to determine eligibility. He/she will have the primary responsibility for determining eligibility for membership, maintaining membership data files and distributing membership cards. In addition, he/she will prepare monthly membership reports for the Board of Directors in coordination with the Treasurer. He/she will also produce mailing labels and membership lists as needed and requested by any of the Officers or Directors and as approved by the President.

G. Monthly Programs Director - The Monthly Programs Director and his/her Committee, under the direction of the President, will be the chairman of the Programs Committee and will be responsible for planning monthly meetings. The Programs Committee will identify speakers, make meal arrangements, select the meeting place, inform the members, receive reservations and arrange for necessary equipment and audiovisual needs.

H. Special Programs Director - The Special Programs Director and his/her Committee, under the direction of the President, will be responsible for working with all members and arranging special programs to cater for their needs. These programs will be separate from the Annual Conference and the Monthly Programs in that only members will be eligible to attend. These events may include, but not be limited to, satellite seminars, computer courses, leadership series, panel discussions, etc.

I. Affiliation Director - The Affiliation Director and his/her Committee, under the direction of the President, will be responsible for identifying and establishing contact with sister organizations on the local, regional and international levels. He/she will research the matter of establishing an affiliation and/or mutual cooperation with each of those societies and make recommendations to the Board of Directors for review and approval.

J. Conference Director - The Conference Director and his/her Committee, under the direction of the President, will be responsible for submitting a proposal to the Board of Directors, at least 12 months in advance, specifying the theme, date and time, venue, patron(s), program format and budget of the conference. He/she will also be responsible for handling all the logistics of the conference including speakers, registration, printing, publicity, receiving and appropriating funds, and submitting an accountability report on the conference to the Board of Directors for approval.

K. Safety Certification Director - The Safety Certification Director and his/her committee are responsible for planning, offering, and coordinating specific Safety certification courses and programs that are intended to enable the membership to stay at the cutting edge of public safety.

L. Directors-at-Large - The outgoing President of the Society may be a Director-at Large for the calendar year following his/her term. Any other active members of the Society can be appointed as Director-at-Large by the Board of Directors, and assigned to handle specific functions as deemed necessary by the Board.

N. **Chapter Directors** - The Chapter Director(s) is elected by the membership in his/her geographical area, and automatically becomes a member of ASSE Board of Directors. He/She is responsible for planning the chapter activities and coordinating with the mother organization.

VII. Election of Officers

A. The President will appoint an Election Committee in September of each year. The Election Nominating Committee shall be composed of no fewer than three (3) members of the Society. The Election Nominating Committee will present to the Board the names of at least two candidates for each of the elected offices no later than November 1 each year. In the November Newsletter and at the November meeting of the Society, these nominations will be presented to the Membership and additional nominations will be solicited at that time.

B. Election of new Society officers will be conducted during the month of November. Completed valid ballots must be received by the Election Committee no later than (15) days after the mailing. A simple majority of those votes cast shall decide the winner when there is more than one candidate. The newly elected officers, plus the Past President, will assume their positions during the December Annual General Membership meeting.

C. An elected officer shall serve a three-year (3) term of office. He/she may be elected for another three-year term only. After serving two consecutive 3-year terms as an officer, the officer shall be ineligible for any elected position for a period of one year, unless the Board, by majority vote, deems his services necessary. In this case, the Board will recommend to the membership that the board member be considered to run for elections for a new term.

D. To stagger the terms of office and provide for a gradual phase-in/phase-out of elected officers within the Board of Directors, the offices of Vice President and Treasurer will be elected in even years, and the offices of President and Secretary will be elected in odd years, after which he/she may be re-elected in accordance with this sequence.

E. At the recommendation of the President, or of 2 Board members, and endorsed by the President, the Board may decide by majority vote to terminate the services of An elected members, if

1. he/she fails to abide by the Society bylaws,
2. he/she fails to fulfill his/her assigned duties, or
3. he/she is determined to work against the interests of the Society.

VIII. Board of Trustees

A. The Society shall have a Board of Trustees to advise, guide and provide support to the Board of Directors. **The Board of Trustees shall consist of a Chairperson, a Vice Chairperson and as many members as deemed appropriate by the incumbent Board of Directors.**

B. Members of the Board of Trustees will be selected by the Board of Directors based on nominations received from the members of the Society through the President. To qualify for the Board of Trustees, a nominee must be someone who has significantly demonstrated interest and willingness to achieve and improve upon the objectives, services and activities of the Society. High government & major companies' officials and head of government and private safety institutions can be good candidates.

C. The term of office for each member of the Board of Trustees shall not exceed 6 years. During the term of office, all the members of the Board of Trustees are considered members-in-good-standing of the Society. All outgoing members of the Board of Trustees will maintain permanent honorary membership of the Society.

IX. Dissolution of Funds

The Society is a non-profit organization. In the event of the dissolution of the Society, the Society may donate all funds remaining after payment of all debts and liabilities, to one or more recognized charities.

X. Meetings

A. The Society will hold regular meetings each month of the year except when low participation is expected. The regular meeting date will be determined by the President. Special meetings of the Society or the Board of Directors may be called by the President.

B. The Board of Directors will hold regular business meetings at least one time every month of the year. More frequent meetings of the Board of Directors may occur as deemed necessary by the President or as circumstances dictate.

XI. Quorum

A. A quorum at a regular Society meeting or a special meeting of the Society shall consist of no fewer than 25% of the members in good standing.

B. A quorum at a meeting of the Board of Directors shall consist of no fewer than half the members (50 percent or more) of the Board of Directors present at the meeting.

XII. Special Committees

A. Each of the appointed Directors shall appoint a committee comprised of at least three of the Society's members one of whom shall serve as the committee's vice chairperson. The names and contact details of the Committee members will be submitted to the Board of Directors for information.

B. The Board of Directors shall have the authority to establish, maintain, and dissolve Special Committees of the Society. The purpose, officers, members and charge of any Special Committee will be determined by the Board of Directors and will be announced to the Society Membership via the quarterly monthly newsletter, the monthly meeting and/or other mediums of communication.

C. An established Special Committee will submit to the Board of Directors an outline of its program for review and approval and will keep the Board of Directors informed of its progress.

XIII. Formation of New Chapters

Regional chapters may be formed under the Society in accordance with the following regulations.

A. A group of society members within a distinct and definable geographical area may start a Chapter with a minimum of 50 members. Areas with less than 50 members can be a Section of the closest geographical Chapter. The official announcement of a regional chapter will be authorized by a letter from the ASSE President.

B. The chapter membership will elect a Chapter Board with a similar structure to ASSE's Board of Directors or as applicable to the need. The Chapter membership will elect a Chapter Director who will automatically become a member of ASSE's Board of Directors.

C. Membership fees are collected from the chapter members in accordance with the same regulations that apply to ASSE.

D. Membership dues for the first fifty (50) chapter members will go to ASSE. The rest will stay with the chapter.

E. Chapters shall use ASSE's name, trademarks, logos, symbols and other intellectual property in a manner indicating the Chapter's name and address which is consistent with purposes of ASSE and its Bylaws, and all applicable policies.

F. ASSE Board of Directors may dissolve any chapter by revocation or non-renewal of the Chapter Charter when the Board of Directors determines that the chapter is no longer a viable entity, or that such an action is in the best interest of the Society and in accordance with applicable policies.

G. Chapters shall have the authority and the duty to carry out the purposes of ASSE charter and bylaws, as approved by the membership. Any changes to ASSE bylaws which are approved by the Society membership will be binding to all chapters.

H. Chapters are limited to activities except the Annual Conference set forth in ASSE approved charter and bylaws. At all times, the Charter, the bylaws and the activities of any chapter must be consistent with ASSE Bylaws, applicable policies, and all legal requirements including those in the jurisdiction in which the chapter is located.

I. ASSE Board of Directors may review each Component Charter on an annual basis to ensure compliance with all components requirements and policies established by the Board. The Board retains the sole and exclusive authority to approve, suspend, deny, or revoke any Chapter Charter, consistent with ASSE Bylaws and all applicable policies. In the event that probationary action is recommended and approved by the Board of Directors, the Chapter Charter may be suspended.

J. A budget showing anticipated revenue and authorized expenses shall be adopted annually by the Chapter Board of Directors. The annual budget for succeeding years shall be consistent with Board-approved annual budgeting policies and procedures.

K. Accounting for the finances of the Chapter shall conform to the practices of ASSE. ASSE Treasurer shall set up procedures for the chapters as guidelines.

L. Chapters are supposed to be financially self-secured for Chapter activities without any financial assistance from ASSE.

M. The Chapter Board shall provide for an annual audit of the Chapter's finances and financial statement by an independent auditor. Results of such audit shall be reported to ASSE Board of Directors. The Chapter Director shall submit regular, scheduled statements of account of the ASSE Board of Directors.

N. No member, officer, director, committee, chair, department, employee, agent or representative of the Chapter shall have authority or power to incur liability or make any commitment for the Chapter that will bind ASSE or create any financial liability, unless specifically authorized by written consent of ASSE President.

XIV. Amendments to the Bylaws

- A. These Bylaws of the Arabian Society of Public Safety may be proposed for amendment by a resolution of the Board of Directors, or by a written proposal submitted to the *Board of Directors* and signed by a minimum of (30%) of the members.
- B. Any proposed change(s) to the Bylaws of the Society will be presented to the Membership at the next Society meeting for reading and discussion. The proposed change(s) may also be published in the Quarterly or Monthly newsletter one month prior to a vote on the proposed change by the Membership.
- C. A proposed amendment will become part of the Bylaws if the proposed amendment receives a two-third (2/3) affirmative vote by the Membership responding to a mail ballot.