

AramcoBrats, Inc. Bylaws

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Article 1: Name

The name of the corporation is AramcoBrats, Inc. ("ABI"), chartered as a non-profit corporation in the State of Texas, #1391973.

Article 2: Purpose

The purpose for which the ABI is organized is to promote continued contact and fellowship among Aramco Brats, herein defined as "any person who was raised, educated, or lived in Saudi Arabia as a child and/or minor dependent of an employee of the Arabian American Oil Company, known as ARAMCO, also known as Saudi Aramco and the Saudi Arabian Oil Company, or any ARAMCO affiliated company."

Article 3: Membership

Section 1: Qualification

All persons meeting the descriptive criteria in Article 2 are considered to be Brats.

Section 2: Voting

All Brats are entitled to vote in all General and Special elections to elect persons to serve on the Board, decide issues placed before them, and ratify bylaws that were added or modified since the last election. Elections and votes shall be decided by a simple majority of valid ballots returned.

Article 4: Board of Directors

Section 1: Purpose of the ABI Board

The administration of AramcoBrats, Inc. business is to be conducted by a Board of Directors. The scope and purpose of the Board are as follows:

1. Maintain ABI address and email databases. To protect Brats' privacy, the Board may restrict access to information in ABI databases as needed.
 1. Full copies of ABI databases will be provided only to Board members and the Reunion Committee Chair, with their use restricted to distribution for official ABI business.
 2. Class Representatives will be provided their class list upon request.
 3. Individual Brats may request information on specific Brats for their personal noncommercial use.

4. No ABI database may be made available to any Brat or non-Brat individual or entity for commercial purposes.
- 2.
3. Maintain AramcoBrat contacts through data collection and dissemination.
4. Coordinate the establishment and funding of a biennial reunion committee.
5. Oversee reunion committees, and ensure effective transition between consecutive committees.
6. Act in a fiduciary capacity with respect to all AramcoBrat, Inc. funds. As many as four Board members may be designated as being authorized to sign for ABI transactions.
7. Coordinate the nomination and appointment of Officers.
8. Publish newsletters at least once per year. Newsletters will provide space for AramcoBrats, Inc. business and must include a financial statement in each issue.
9. Commission an audit by a volunteer or compensated professional, of AramcoBrat and Reunion Committee finances every two years. The Audit is to be completed and accepted by the ABI Board no later than 1 November after the ABI biennial reunion, with the audit results to be published via newsletter and/or website

Section 2: List of Officers

The Board of Directors will consist of the following elected and appointed offices:

Elected Positions

President
Vice President
Secretary
Treasurer

Appointed Positions

Director(s) At Large
Webmaster

Database Director
Email Director
Reunion Oversight Director
Publications Director
Class Representative Director

All elected and/or appointed members of the Board are Officers. When necessary, one person may hold more than one office. A person holding more than one office is entitled to one vote in Board deliberations.

Section 3: Qualifications

No person may serve as an Officer unless he or she is an AramcoBrat, fitting the description in Article 2 of these Bylaws. Qualifications and duties for specific offices are specified in Appendix A of these bylaws.

Section 4: Term of Office

The term of office for Board officers extends from 1 November following an ABI biennial reunion to 1 November two years later. Incoming elected officers take office on 1 November following the ABI biennial reunion. Appointed officers are appointed thereafter by a majority vote of the ABI Board.

Section 5: Nominations

Nominations and voting preparations shall be completed in a timeframe that allows information regarding candidates and issues to be sent to the Brat membership in advance of voting deadlines. Voting may occur online, by mail or at the biennial ABI reunion. All ballots must identify the voting Brat. Results of the election will be available for inspection by any Brat at biennial ABI reunions.

Section 6: Compensation and Reimbursement

1. All Officers will serve without compensation for their services.

2. Officers may be reimbursed for reasonable travel and lodging expenses to attend Board meetings in non-reunion years. Expenses are limited to reasonable lodging and tax, economy-class airfare, and ground transportation. Meals, entertainment, and incidental expenses are specifically excluded.
3. Other ABI-related expenses by Board members may be considered by the Board for reimbursement. Authorization for such reimbursement will be by majority vote of the Board.

Section 7: Indemnification of Officers, Directors, Volunteers, and Agents

1. The ABI will indemnify any director, officer, volunteer employee, or agent for any expenses incurred in connection with or resulting from any legal action or proceeding arising from his or her service to the ABI, except in relation to matters as to which he/she shall have been guilty of negligence or misconduct in respect of the matter in which indemnification is sought.
2. The ABI shall have the right to purchase and maintain insurance on behalf of any such persons whether or not the ABI would have the power to indemnify such person against the liability insured against.

Section 8: Transition Between Boards

The formal transition from one Board to the next shall occur on 1 November following the ABI biennial reunion. Outgoing officers may share information with their successors before 1 November to facilitate smooth transition of operations.

Section 9: Removal and Resignation

1. Any officer may be removed, either with or without cause, by a 2/3 majority of the Board members at the time in office, excluding only the officer in question.
2. Any officer may resign at any time by giving formal notice to the Board of Directors, or to the President, or to the Secretary of the ABI. 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.
3. The Board may fill any vacancy in any office because of death, resignation, removal, disqualification, or any other cause by appointing a replacement to serve the balance of the current term.

Article 5: Board Meetings

Section 1: Meeting Procedure

Meetings of the Board shall be conducted in a manner deemed appropriate by the President. In the event that any Board member takes exception, the latest revised edition of Roberts Rules of Order shall apply. In general, the Board should govern itself by consensus.

Section 2: Email Meetings

Any Board member may initiate a topic for discussion and voting by requesting a formal meeting (FM) number from the Secretary and submitting a motion via email to all Board members. After the motion has been made and seconded, time shall be allocated for discussion. Following the discussion period, Board members will cast Yes or No votes via email. When all votes have been cast (or when sufficient time has elapsed), the President will announce the vote tally and the outcome of the motion.

Section 3: Reunion Meeting

The Board of Directors shall meet at least once at each reunion to discuss ABI business. No vote may be taken by the Board unless a quorum is present. A quorum shall be considered present if either the President or the Vice President is present and a majority of the Board is present. A quorum may be established using electronic means.

Article 6: Reunions

Section 1: Schedule for Reunions

AramcoBrats recognizes the Memorial Day Weekend (or such other dates as approved by the ABI Board) occurring in odd numbered years as the official period for Biennial Reunions.

Section 2: General Business Meeting

The Board shall conduct at least one open forum at each reunion to allow Brats to meet with their Board face to face, and raise issues for discussion.

Section 3: Reunion Committee Chair

The Board shall appoint or accept for appointment, a volunteer to serve as Reunion

Chair. In the event there is more than one volunteer, the Chair will be selected by majority vote of the Board. The Reunion Chair shall:

1. Form a Reunion Committee.
2. Act as custodian for the Reunion Operating Fund.
3. Plan and execute a reunion with the guidance and oversight of the Board.
4. Document any and all activities associated with the planning and execution of a reunion, to be of assistance to the next Reunion Committee. This should include problems encountered, and recommendations for improvement of the process.

Section 4: Compensation and Reimbursement

1. All Reunion Committee members will serve without compensation for their services.
2. Out-of-pocket expenses by Reunion Committee members will be considered by the Board for reimbursement. Authorization for such reimbursement will be by majority vote of the Board.

Section 5: Reunion Operating Fund

After a Reunion Committee Chair is selected, the ABI Board will establish a Reunion Operating Fund, which will be administered by the Reunion Committee Chair for petty cash expenditures for reunion preparations. The RCC will forward receipts, and/or a detailed accounting to the Reunion Oversight Director, who will approve the expenditures and request the Board reimburse the Reunion Operating Fund. A copy of all receipts also must be sent to the Treasurer at time of reimbursement.

Section 6: Other Expenditures

Any and all expenditures exceeding the balance of the Reunion Operating Fund must have prior approval of the Board. The Reunion Chair will forward a request for funds to the Reunion Oversight Director. The Reunion Oversight Director shall seek approval for release of funds by majority vote of the Board.

Section 7: Financial Reporting

The Reunion Oversight Director shall provide the Board with a monthly financial statement accounting for all Reunion Operating Fund transactions for that month.

Section 8: Final Reconciliation

The Reunion Committee shall ensure all financial matters pertaining to a reunion are reconciled and any remaining funds returned to the Board by the first working day in September following a reunion.

Article 7: Commercial Relationships

Section 1: Noncommercial Use of the Term "AramcoBrat"

Any Brat may utilize the AramcoBrat name for their personal noncommercial use.

Section 2: Commercial Use of the Term "AramcoBrat"

No Brat or non-Brat individual or entity shall utilize the AramcoBrat name or logo in any capacity for any commercial purpose whatsoever without the written permission of the Board.

Section 3: Commercial Presence at Reunions

Any person or commercial entity, wishing to offer for sale merchandise or services at a Biennial AramcoBrat Reunion, must enter into an agreement with ABI.

Section 4: Proceeds from Commercial Relationships

Any revenue generated through commercial arrangements shall be used only in furtherance of ABI's purpose as stated in Article 2. Furthermore, the Board shall limit revenue from such arrangements so as to preserve the tax-exempt status of the organization.

Article 8: Amendments to Bylaws

Any Brat may submit to the Board suggestions for changes, deletions, or additions to the Bylaws. Such suggestions will be considered, and if deemed appropriate, adopted in the interim through a majority vote of the Board, but are subject to ratification by the Brat membership at a subsequent balloting.

Article 9: Dissolution

Section 1: Dissolution Process

The ABI is intended to be a permanent organization. However, the ABI may be dissolved by a formal vote of its members, with a simple majority of votes received determining the outcome.

Section 2: Effect of Dissolution

If the ABI is dissolved for reasons other than financial insolvency, all assets of the corporation, after satisfaction of outstanding obligations, will be placed in trust until a new Aramco Brat reunion organization is formed and ratified by at least 80 people who qualify as Aramco Brats under Article 2 of these bylaws. Three past officers of the most recent AramcoBrats, Inc. Board of Directors shall be appointed to act as trustees of the account. The funds held in trust will be disbursed to the new reunion organization for the express purpose of financing future AramcoBrat reunions. If there is no reorganization of ABI within a reasonable time following the dissolution, all assets remaining shall be distributed to a charitable organization so designated by the Internal Revenue Service. No distribution of any assets shall be made to any members.

Article 10: Severance of Bylaws

All remaining Bylaws will remain in force in the event any Bylaw is invalidated by active law. All Bylaws shall comply with applicable federal, state, county, and city laws and/or ordinances.

Appendix A: Summary of Job Descriptions

Section 1: President

The President is the chief executive officer of the ABI.

Responsibilities:

1. Serves as the Chairperson to the Board and provides overall guidance and leadership to the Board.
2. Develops the agenda for and chairs formal Board meetings.
3. Acts as the ABI's business agent and signs all legal documents for the ABI, pursuant to appropriate resolutions of the Board.
4. Acts as the designated representative and liaison to Aramco Services Company, Saudi Aramco, and the Kingdom of Saudi Arabia. The president may delegate the role of designated representative to another Board member on a temporary or permanent basis.
5. Certifies all final reports and accounts to the next Board.
6. Announces the official tally of votes for all motions and elections.
7. Appoints, with the approval of the Board, members of standing and ad hoc committees.
8. Coordinates press releases and public statements to the media.
9. Administers the President's Discretionary fund.
10. Serves as ex officio member of all standing and ad hoc committees.
11. Advises the Vice President as needed when the Vice President is expected to assume temporary chair responsibilities.
12. Maintains a Guidebook to pass on to next President.

Qualifications:

1. Previous service on the ABI Board is highly recommended.
2. Working knowledge of desktop productivity software is required.
3. Working knowledge of desktop or online publishing software is recommended.

Section 2: Vice President

The Vice President assumes the duties of the chief executive officer of the ABI in the event that the President has resigned or is unable to serve.

Responsibilities:

1. In the President's absence, presides over ABI annual meeting and Board meetings.
2. In the President's absence, represents the President in all ABI business transactions.
3. Coordinates the ABI annual report for publication prior to reunions.
4. Assumes special duties as delegated by the President.
5. Assists the President as needed.
6. Succeeds the President if the President resigns or if the President is unable to complete his/her term of office for any reason.

Qualifications:

Working Working knowledge of desktop productivity software is required.

Section 3: Secretary

The Secretary is responsible for recording the actions and decisions of the ABI Board.

Responsibilities:

1. Organizes and maintains official ABI files and records.
2. Maintains a current copy of the ABI Articles of Incorporation and ABI Bylaws as amended, and makes these documents available to any Brat who so requests.
3. Prepares minutes of Board meetings and periodically distributes meeting minutes for Board approval.
4. Prepares minutes of ABI annual meeting and distributes minutes for Board approval.
5. Records the official tally of votes for all motions and elections.
6. Prepares ABI correspondence as required by the Board.

7. Maintains and periodically distributes contact information for Board and committee members, and maintains and periodically distributes Board committee list.
8. Coordinates use of Formal Meeting (FM) numbers for Board discussions.
9. Maintains a Guidebook to pass on to next Secretary.

Qualifications:

1. Working knowledge of desktop productivity software is required.
2. Must be organized, detail-oriented, and capable of working independently.

Section 4: Treasurer

The ABI treasurer is responsible for managing the finances of the ABI.

Responsibilities:

1. Establishes and maintains bank accounts for ABI funds.
2. Receives, records, and deposits ABI receipts and contributions.
3. Manages the ABI checkbook and ensures that all ABI disbursements are approved and recorded properly.
4. Prepares periodic treasurer's reports, income statements, and balance sheets for the ABI Board.
5. Assists the Board in preparing the ABI two-year budget.
6. Ensures that tax forms are filed at the appropriate deadlines.
7. Ensures that the ABI complies with all requirements of a tax-exempt non-profit corporation.
8. Chairs the Budget and Finance Committee.
9. Develops financial forms, spreadsheets, and templates as needed.
10. Submits records for financial audit every two years.
11. Maintains a Guidebook to pass on to next Treasurer.

Qualifications:

1. Working knowledge of accounting.

2. Working knowledge of desktop productivity software is required.
3. Working knowledge of QuickBooks preferred.

Section 5: Reunion Oversight Director

The Reunion Oversight Director is responsible for representing the ABI Board in the planning, execution, and wrap-up of ABI reunions.

Responsibilities:

1. Recruits and interviews candidates for the Reunion Committee Chair position.
2. Works with the Reunion Committee to evaluate potential sites for ABI reunions and negotiate hotel contracts.
3. Works with the Reunion Committee to set goals and schedules related to ABI reunions.
4. Acts as liaison between the ABI Board and the Reunion Committee regarding reunion planning, promotion, financing, implementation, and wrap-up.
5. Reports to the ABI Board periodically regarding the status of reunion planning and execution.
6. Maintains a Reunion Oversight Director guidebook.

Qualifications:

1. Working knowledge of desktop productivity software is required.
2. Previous experience as Reunion Committee Chair or Reunion Committee member (or equivalent experience) is highly recommended.

Section 6: Publications Director

The ABI Publications Director is responsible for publication of ABI newsletters, membership directories, and other materials.

Responsibilities:

1. Develops standards for a consistent visual design for ABI publications.

2. Originates newsletter content and works with other content providers (Board members, committees, and individual Brats) to generate newsletter articles and reports.
3. Develops publication schedules and templates for newsletters and directory.
4. Works with Database Director to maintain the newsletter distribution list and the membership list.
5. Coordinates printing and distribution of newsletters to Brats at least twice each year.
6. Coordinates printing and distribution of a membership directory once every two years.
7. Maintains a Publications Director guidebook.

Qualifications:

1. Demonstrated proficiency with a desktop publishing program and working knowledge of desktop productivity software is required.
2. Working knowledge of basic page composition and design concepts.
3. Previous newsletter layout experience would be helpful.
4. Previous experience working with printers would be helpful.

Section 7: Webmaster

The ABI webmaster is responsible for organizing and maintaining all aspects of the ABI website. *Responsibilities:*

1. Develops standards for a consistent visual design for the ABI website by promoting uniform fonts, formatting, icons, images, layout techniques, and modularization, including maintenance of templates and image archives.
2. Maintains cross-platform and cross-browser compatibility so that the web site is accessible to a wide variety of users, including novices with old browsers and low speed connections.
3. Originates website content and works with other content providers (Board members, committees, and individual Brats) to keep information on the website current.

4. Prioritizes new feature requests and schedules design and implementation of new features.
5. Manages links to other sites and ensures that all links are current and functional.
6. Programs HTML and uploads pages, images, and multimedia assets to the site.
7. Develops and maintains a strategic plan for the ABI's internet presence, based on Board priorities, policy directions, and goals.
8. Deals with webmaster email appropriately and in a timely fashion.
9. Analyzes website traffic statistics and provides summary reports and analysis to the ABI Board periodically.
10. Provides assistance and training to ABI committees and class representatives who want to publish their own pages via the ABI website.
11. Evangelizes the use of the ABI website by soliciting content from Brats and ABI committees.
12. Maintains ABI email accounts.
13. Serves as technical and billing contact for the website hosting company.
14. Archives ABI website files regularly.
15. Maintains a webmaster guidebook.

Qualifications:

1. Working knowledge of desktop productivity software is required.
2. Demonstrated proficiency with HTML/webpage development (style sheets, templates, tables, frames, web forms, and image maps).
3. Working knowledge of basic page composition and design concepts.
4. Demonstrated ability to program or adapt scripts using languages such as Perl, CGI, or Java.
5. Familiarity and access to imaging packages such as Illustrator and Photoshop.
6. Familiarity and access to file transfer packages such as Fetch.

Section 8: Database Director

The Database Director is responsible for maintaining the ABI membership database.

Responsibilities:

1. Manages and coordinates a user-friendly database and interface.
2. Enters address changes/corrections/additions regularly to keep the ABI membership database current and accurate.
3. Provides mailing address lists and information to Board members, class representatives, and Brats as appropriate.
4. Designs, generates, and distributes database reports as needed.
5. Maintains confidentiality of information in the database.
6. Helps plan and implement enhancements to the ABI database based on Board priorities, policy directions, and goals.
7. Archives ABI database files regularly.
8. Maintains a Database Director guidebook.

Qualifications:

1. Working knowledge of desktop productivity software is required.
2. Previous database management experience highly recommended.
3. Must be organized, detail-oriented, and capable of working independently.

Section 9: Director(s) at Large

A Director at Large is responsible for representing the general concerns and constituencies of ABI members. *Responsibilities:*

3. Makes sure that ABI members are aware of the ABI organization and its goals, opportunities, and benefits.
4. Makes sure that the ABI Board is aware of issues and concerns being raised by all segments of the ABI membership.
5. Works to encourage member participation in ABI decision-making, activities, and events.
6. Works to recruit and screen ABI Board members and volunteers as needed.
7. Coordinates ABI election procedures and oversees fairness of ABI Board elections.

Qualifications:

1. Working knowledge of desktop productivity software is required.
2. Previous ABI Board experience (or equivalent background) would be helpful.