

**CONSTITUTION
&
BY-LAWS
OF
THE AMERICAN UNIVERSITY OF
SCIENCE & TECHNOLOGY
(AUST)**

Preamble:

This Constitution is in full conformity with the educational law of the Republic of Lebanon.

Article I. Name

The name of the University is the American University of Science & Technology (AUST) recognized by the Government of the Republic of Lebanon as per decree # 3585 of August 8, 2000. It has three locations Beirut, Zahle and Sidon, Lebanon and its mailing address is PO.BOX 16-6452, BEIRUT-LEBANON

Article II. Mission

The Mission of the American University of Science & Technology (AUST) is to serve students of Lebanon and the Middle East and provide them with excellent academic programs which help them realize their social, creative and spiritual potential, contribute in the betterment of the societies in which they live through their work for peace and justice and prepare them to occupy key and responsible positions in both their respective countries and the world at large.

AUST also seeks to provide excellent American style education to men and women of the Middle East at affordable cost without compromising quality and without prejudice to gender, race, color religion or national origin.

Article III. Educational Program

The educational program of the University shall include four-year study programs leading to the Bachelor of Arts and Bachelor of Science degrees, and such special certificate courses and programs as may from time to time be desired to meet the specific needs of the Middle East.

Graduate programs leading to a Masters degree are conducted in a selected number of disciplines.

Article IV. Organization

A. Board of Trustees:

1. Membership-- The Board of Trustees shall be a free standing, self perpetuating body and shall elect its members in a manner to ensure continuity of membership. The Board of Trustees shall consist of an odd number between 9 and 21 members.
2. Duties—the Board of Trustees is responsible for the total wellbeing of the University, for the development, oversight and implementation of the basic University policies, for the academic standing of the University and for the appointment of the President of the University.

B. Faculty

1. Membership—the faculty shall consist of the teaching personnel, the major administrative officers, the registrar and the professionally trained university librarians.
2. Duties—the faculty shall be responsible for maintaining the academic standards and program of the university within its established policies.

Article V. Meetings of Board

The Board of Trustees shall meet three times per year and when called by the Chair or upon the written request of three trustees.

A quorum of the Board of Trustees shall consist of the majority of the membership.

Board members who miss more than three consecutive meetings without a compelling reason will be asked to resign.

Article VI. Officers of Board

There shall be at least three officers of the Board who shall be elected at the annual meeting of the Board. It shall be the duty of the Chair to preside over all meetings, and the duty of the Vice Chair to serve in his/her absence; the Secretary Treasurer shall keep a record of all meetings and actions, carry on official correspondences and oversee the financial records and transactions of the University.

Article VII. Amendments

Amendments of this Constitution (which are consistent with the Laws of Lebanon) may be made only by an affirmative vote of two thirds of the membership of the Board of Trustees. Notice of a proposed amendment shall be given to the Board of Trustees at least 30 days before a vote is taken.

Article VIII. Repeal of Previous Constitutions

All previous constitutions of the American University of Science & Technology (AUST) are hereby repealed and the foregoing Constitution is effective...as of October 1, 2005.

BY LAWS

OF

**THE AMERICAN UNIVERSITY
OF SCIENCE & TECHNOLOGY
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American University of Science & Technology (AUST) is organized and operated exclusively for educational purposes, and no officer, member or employee shall receive profit from the operations except for return on the investment versed by the founding family as per policy approved by the Board.

Article I. Membership of the Board of Trustees

1-A The Board shall be constituted as follows:

1. The duly elected Board members
2. The President of the University who attends as an ex-officio member
3. The President of the Alumni Association (who shall be elected by the Association's members) who attends as an ex-officio member
4. The elected representative of the teaching faculty who attends as an ex-officio member

The President attends all executive sessions except when the topic of discussion relates to the "President". Ex-officio members of the Board are not voting members.

1-B Terms of Office

Terms of office shall be for four years with members elected to one of the three classes. A member may be reelected for one consecutive four year term. After serving two four year terms, a Board member shall be ineligible for reelection.

1-C Nominations to the Board of Trustees

Qualifications & Elections

Board members shall be upright citizens who are in Leadership positions. They are selected according to their previous record of accomplishment and according to the potential services that they may be willing to render to the university. Board members are normally expected to cover their expenses in attending Board meetings if these are held outside Lebanon.

A three member Nominating Committee shall be appointed each year by the Board during its annual meeting. The Nominating Committee shall study the CV of the recommended candidates and present, for consideration, to the Board the names of the candidates who were identified to fit the general image of a Trustee.

A short biodata for each candidate shall be presented to the Board members for consideration before the Annual Board meeting. The number of recommended candidates shall be the same as the number of vacancies candidates become members upon receiving two thirds majority votes in a meeting with a quorum.

The Nominating Committee shall work closely with the President and it shall welcome nominations from Board members, University faculty, administrators and respected members of the society at large.

Election of members of the Board, of the Executive Committee and of the officers shall be by secret ballot and shall take place at the annual meeting of the Board in Summer.

To be elected a candidate must receive a two-thirds majority of the votes of the members present and eligible to vote. Terms of office of the new members are to begin with the close of the meeting at which they are elected.

Article II. Duties of the Board

A. General Duties

The Board shall be responsible for seeing that the purpose of the University is met organizationally, administratively, educationally, spiritually, socially that adequate facilities and funding are provided, and that a policy framework is established within which the program of the University can be developed and administered by the staff. The Board shall have the following prime functions:

The Board shall utilize its unique position to:

- a) select and support or remove the President of the University
- b) ensure that an adequate statement of mission and purpose be established
- c) assure that a three year long range plan for the University is developed
- d) assist in improving the fundraising activities of the Institution either by direct giving or through personal contacts who may be willing to help.
- e) evaluate the financial wellbeing of the institution through the annual audit and through means of comparison used by other institutions
- f) assess the performance of the management team
- g) ensure that the academic standards of the institution & of the faculty are at the desired level
- h) ensure that funds and assets are managed effectively so that the academic process may proceed successfully and so that the financial health of the Institution is maintained.

B. Selection of President

1. One of the major tasks of the Board is the selection of the President who is the leading academician and administrator of the University. In executing this important task, the Board members must keep in mind that the President of the University is not only the leading central figure who is responsible for the various university operations toward the Board, but he/she is also the person who represents the Institution publicly in social, educational, cultural, business and legal circles at the national and international levels. The selection of the proper person should therefore take into consideration the ability of the President to be a good spokesperson and representative of the Institutions.

The procedure of selecting a new President shall be:

1. One year before the five year term of the President comes to end, a Selection Committee shall propose three to four names to the total Board.
2. The Selection Committee shall present the names to the Board with the CVs of each candidate at least two weeks prior to the Board meeting.
3. Election by secret ballot shall take place as the first order of business in the Board meeting. The recommended candidate must receive 60% of the votes of the total Board members to be declared successfully; otherwise the process is repeated starting with step 2 above.

C. Removal of the President

The President may be removed from office only by the same percentage of votes (60%) need for election.

D. Approval of Administrative Officers and Faculty

The top administrative officers who report directly to the President (Provost and Vice Presidents) shall need the approval of the Board upon being recommended by the President. The Board approval required is that of a simple majority in a regular meeting with quorum.

E. Other Approvals

The Board of Trustees shall approve the long range plan, the income budget, the expense budgets of all funds, non-budgeted expenditures, inter-fund transfers, changes in fees, changes in salary schedules, changes in the total number of employees, and the acquisition, use or disposal of land, buildings or major pieces of equipment. For those items specified in the constitution, specific approval of the Board of Trustees is necessary.

Article III. Meetings of the Board

A. Stated Meetings

The Board shall hold three stated meetings each year, one around the end of the first term of the year, the second around the end of the second term of the year and the third around the end of the month of August and it shall be designated as the annual meeting.

B. Special Meetings

Special meetings may be called by the Executive Committee or upon the written request of five members; notice must be given at least 30 days in advance for such a meeting. Emergency meetings may be called by the President and Chair of the Board with less notice if the nature of the emergency justifies such action.

C. Quorum

A quorum shall consist of a majority of the voting members currently serving on the Board. Proxy votes are accepted only if the quorum is physically present. Proxy votes may be given to other voting Board members, only one proxy vote may be used by a voting member.

D. Executive Sessions

An Executive Session during a meeting of the Board shall be defined as a meeting of the voting members of the Board with the understanding that the President of the University will also attend all Executive Sessions of the University except when his/her own personal relationship to the University is under consideration

E. Meeting Place

The Board of Trustees shall meet in Lebanon, at one of the campuses of the University, unless the Board decides otherwise from time to time.

Order of Business

The order of business shall normally be as follows:

1. Call to order
2. Approval of agenda
3. Consideration of the minutes of the Executive Committee meeting(s) and approval of the minutes of the Previous Board meeting
4. Business arising from the minutes
5. Report of the President
6. Report(s) of staff
7. Elections and appointments
8. Reports of special committees
9. Other business
10. Date and location of next Board meeting
11. Executive session (if need be)
12. Adjournment

Article IV. Officers of the Board

The officers of the Board of Trustees shall be the Chair of the Vice-Chair and the Secretary-Treasurer. They shall be elected annually at the annual meeting of the Board

A) Chair

The Chair shall preside over meetings of the Boards, and shall perform the usual duties of the presiding officer. He/she shall have the right to vote on all questions on which a vote is taken and shall perform the duties of his/her office as instructed by the Board. He/she shall normally be a member and the Chair of the Executive Committee.

B) Vice Chair

The Vice Chair shall performing duties of the Chair person in his/her absence or at his/her request. He/she shall be a member of the Executive Committee will serve as its Chair in the absence of the Chair and shall perform such duties as may from time to time be assigned to him/her.

C) Secretary-Treasurer

The Secretary-Treasurer shall be a member of the Executive Committee of the Board. He/she shall assume responsibility for the accurate recording and distribution of the minutes of the Board and Executive Committee meetings, for notifying the Board members of the time, place and agenda of all regular and special meetings of the board and the Executive Committee (he/she may delegate these duties, but not the responsibility, to one or more members of the Administration) and for overseeing the financial records and transaction of the University with respect to conformance with Board policy.

Article V. Executive Committee of the Board

A. Membership

The Chair, the Vice-Chair and the Secretary-Treasurer are members of the Executive Committee that is composed of seven members. The four remaining members shall be elected at the annual meeting to constitute the Executive Committee.

B. Duties

1. The Executive Committee shall be considered as having a quorum when at least four members are physically present.
2. Between the stated meetings of the Board, the Executive Committee shall meet on a monthly basis to execute the normal work of the Board. All decisions and actions of the Executive Committee shall be subject to the review of the total Board in its next meeting.
3. Board members who are not members of the Executive Committee may attend the meetings at any time but cannot vote.
4. The agenda and minutes of all Executive Committee meetings shall be circulated to all members of the Board at the same time.
5. The Executive Committee of the Board shall be the judicial body that will study appeals from F.T. faculty members in case of "unfair" dismissal.
6. All decisions of the Executive Committee may be challenged during the regular Board meeting.

Article VI. Standing Committees of the Board

The Board shall have its members distributed over committees in such a manner that maximum benefits would be derived from the expertise of each Board member.

There shall be six standing committees with the major administrative officers participating in the work of these committees as coordinators and secretaries.

The following lists the Board committees with the proper administrative officer listed opposite each committee.

Nominating Committee	President
Academic Affairs Committee	Provost/VPAA
Audit Committee	Internal Auditor
Development & Relations Committee	President/Provost/VP for Development
Planning & Administrative Committee	VP for Finance & Administration
Student Affairs Committee	Provost/VPAA/Dean of Students & Admissions

Committee membership shall be recommended by the Chair and President for approval by the total Board. Approval shall be by majority vote in a meeting with a quorum.

Each committee shall elect its Chair. The staff member shall be the secretary and he/she shall keep minutes for review during the next Board meeting.

Article VI-A. Nominating Committee of the Board

The committees membership and role shall be as spelled out in Article I-C

Article VI-B. Academic Affairs Committee (AAC)

The Academic Affairs Committee is responsible to the Board for maintaining academic standards that are acceptable to the Board and to the Government of Lebanon. These standards should be compatible with those of high level universities in the USA.

The AAC shall be responsible for the development, modification and subsequent oversight of the Board policies relating to academic affairs.

The Academic Affairs Committee shall also practice oversight over the total educational program of the university including the academic curriculum, research, teaching methods and standards, sabbaticals and tenure, faculty hiring and retention, academic calendar, internal and external academic standards and academic services (library, laboratories, computer centers, studios , ...etc).

Article VI-C. Audit Committee (AC)

The Audit Committee shall have oversight on the financial practices and on the internal control system of the University.

Board members who serve on the Audit Committee may not have any financial dealings of any sort with the University for two years prior to becoming a member of the (AC), during the period of membership on the AC and for two years after membership on the AC comes to an end. The Audit Committee shall review the internal and external audit plans, review the financial statements and the results of the audit, and report to the Board on the status of administrative and financial controls. The AC shall also have direct access to the Internal Auditor and shall practice oversight on the Conflict of Interest Policy.

Article VI-D. Development & Relations Committee (DRC)

The Development & Relations Committee (DRC) shall be responsible to the total Board for developing, maintaining and overseeing the development of a policy that covers public information, development and relations.

The policy shall engage the University in projects designed to raise funds for the University from alumni, friends, supporters and governments and in programs that will make the university known to the public so as to attract students to the academic programs and support from individuals, schools, governments...etc so as to increase the visibility and overall assistance to the University.

The DRC shall work closely with the President and the Provost on developing a public information program designed to inform and attract students and friends to the university.

Article VI-E. Planning & Administrative Committee (PAC)

The Planning and Administrative Committee is responsible to the Board for developing maintaining and overseeing a policy that covers planning in the areas of finance, personnel and facilities.

The PAC shall review the long range plan of the University and see to it that the financial and personnel sections of the plan go hand in hand with the academic section. The PAC shall also evaluate the annual budget and shall review the reasons for changes in fees, salaries and personnel numbers.

The PAC works closely with the Vice President for Finance & Administration to evaluate the future of the University in buildings, and major equipment.

Article VI-F. Student Affairs Committee (SAC)

The Student Affairs Committee (SAC) shall be responsible to the Board for the development, modification and subsequent oversight of a policy that covers the student life in the University with special attention being given to the development of a healthy university community life that recognizes the rights and responsibilities of all university constituencies and amongst them, of course, the students.

The SAC shall be responsible for the development, modification and oversight of a financial aid policy designed to provide needy students, academically excelling students , siblings and students who have lost a parent with financial support so as to be able to begin and continue their university education.

The SAC shall evaluate the implementation of programs that are designed to enrich the life of the students socially, culturally and intellectually. Moreover, special attention shall be given to the promotion of sports activities and ensuring that the University is a drug free place.

VII- The Board and the Faculty

VII-A. Membership

The Faculty of the University shall consist of all teaching personnel, the major administrative officers, the Registrar and all professionally trained University librarians.

VII-B. Duties

The Faculty, through the Deans, Vice President for Academic Affairs, Provost and the President, shall be responsible for the academic standards and the total educational program of the University and shall take the steps necessary to assure that such standards are compatible with the standards in good US universities. This may be done –though not exclusively- through internationally accepted and recognized tests.

VII-C. Organization

The Faculty shall be organized along with the key staff personnel into councils that will allow them to develop the expertise necessary to exercise their responsibilities in providing leadership to the total educational program of the university.

VII-D. By-Laws

Faculty By-laws shall be established to provide procedures through which faculty members may execute their responsibilities and develop themselves professionally.

VIII- The Board and the Administration

The President appoints all major administrative officers (Provost, Vice Presidents, Deans, Directors, and other major administrators) to execute and fulfill the obligations of the University. All officers who report directly to the President should be confirmed by the Board upon the recommendation of the President.

Deans, because of their sensitive positions, are also to be confirmed by the Board upon the successive recommendation of the Chief Academic Officer and the approval of the President.

VIII - A. The President

The President shall be selected and appointed to the Board.

The President is the Chief Executive Officer of the Institution. He/she is responsible for the total functions of the universities. He/she delegates responsibilities to the Vice Presidents but remains the person bearing the ultimate responsibility to the Board and to the Government of Lebanon under whose jurisdiction the University operates.

The President attends Board meetings in an ex-officio capacity and invites Vice Presidents to Board meetings as resource officers each in the area that he/she supervises. The President attends the meetings of the Executive Council of the university as an ex-officio member and may exercise the right of veto whenever the good of the institution is imperiled.

VIII - B. The Provost and Vice Presidents

The Provost and Vice presidents are appointed by the President after securing Board confirmation. They practice their authorities in the functions that they are entrusted with by delegation from the President.

The Provost and each Vice President are to have job descriptions explicitly explaining the prerogatives of each.

The relationship between the President and the Vice Presidents and the relationship of the Vice Presidents with the university constituencies are to be schematically shown in a University organizational structure (diagram).

Article IX Amendment of the By- Laws

These By-laws may be amended by an affirmative vote of a majority of the membership of the Board of Trustees provided such amendments are within the terms of the Constitution and a notice of any proposed amendments shall be mailed to the members at least 30 days before the meeting if the Board of Trustees at which the amendment is to be considered. Alternately, these By-laws may be amended at any stated or special meeting of the Board, without previous notice, by the affirmative vote of two-thirds of the membership of the Board of Trustees.