

**REGULATIONS GOVERNING THE FOUNDATION AND OPERATION OF
LOCAL CHAPTERS OF THE AMERICAN RESEARCH CENTER IN EGYPT, INC.**

(with revisions suggested by the presidents of local chapters and the Adhoc Committee of the
Board of Governors, 1992-93, revised 4/92, 1/02 and 7/04)

The following principles for setting up a local chapter of the American Research Center in Egypt national organization ("ARCE") were drawn up by the Executive Committee in November 1985, and approved by the ARCE Board of Governors in April 1986. Subsequent emendations to the regulations were adopted by the Executive Committee in April and November 1990, in November 1991, and in November of 2001.

I. PRE-CHARTER: STEPS TOWARDS FOUNDING A CHAPTER

- A. Submit to headquarters ("ARCE Headquarters") the names of 25 or more individuals in various potential membership categories. Existing ARCE members may be included.
- B. Select a name for the new chapter. Chapter names, which include the acronym "ARCE", and a geographical reference of the location of the chapter (e.g., ARCE/Arizona, ARCE/Northern California) work best for informal use. For legal documents, the full name of the chapter should be used (e.g., The American Research Center in Egypt/Arizona Chapter). Identify initial chapter officers, at a minimum a president, a treasurer and a secretary/clerk. Identify initial chapter directors (at least 2). Provide ARCE Headquarters with the proposed chapter name, resumes for the initial officers and directors, as they need specific ARCE Executive Committee approval.
- C. Review, sign and return a copy of these Regulations, which will formally govern the chapter's relationship with ARCE. By signing these Regulations, you agree that the chapter officers and directors will obey the rules and regulations of ARCE as well as these chapter Regulations. The chapter must also submit for approval information for its Articles of Incorporation or equivalent state incorporation filing.
- D. Upon receipt of the signed Regulations, the candidate chapter will be sent a \$200 Starter Fund to help attract new members. As of Fiscal Year 2003 (July 1, 2002) the Starter Fund is \$500. An

accounting of how those funds were dispersed will be submitted to ARCE Headquarters along with the candidate chapter's first financial report.

- E. The candidate chapter will have one year to attract a minimum total enrollment of 35 paid members. When the chapter reaches full status, it is eligible for reimbursement of expenses up to \$1,000.00 for its first fiscal year of operation and up to \$2,000.00 for subsequent years.
- F. After the enrollment requirement has been filled, the Associate Director of U.S. Operations will petition the ARCE Board of Governors to officially charter the new ARCE chapter. The ARCE Board of Governors will vote on the approval of the candidate chapter in the manner prescribed by the ARCE by-laws. If approved, this charter approval will be forwarded to the chapter president.
- G. Within 90 days after official chapter approval, a new ARCE chapter will be required to:
 - a) Submit a copy of Articles of Incorporation or equivalent to ARCE
 - b) Incorporate as a non-profit organization in its state (with filing fees and a form of by-laws supplied by ARCE Headquarters)
 - c) Elect a Board of Directors (see Section II (A)(2))
 - d) Elect Officers (see Section II (A))
 - e) Apply for a Federal Tax ID Number
 - f) Apply for Federal Income Tax Exempt status
 - g) Apply for State Tax Exempt Status, if applicable

ARCE Headquarters will provide advice and support on an ad hoc basis in areas of mutual benefit and interest, including some of the areas enumerated above, but should not be expected to provide administrative, clerical, accounting or research support.

- H. All checks for membership dues, both before and after a chapter's charter, should be payable to "ARCE, Inc." and forwarded to ARCE Headquarters. (See **Appendix C** for chapter rebate protocol and schedule.)

II. POST-CHARTER: GENERAL REGULATIONS AND RESPONSIBILITIES AFFECTING CHARTERED LOCAL CHAPTERS

A. Governing Body

1. An organizing meeting for each chapter must be held each year to elect a slate of officers and directors, and the first organizing meeting must be convened within 60 days of official chapter approval.
2. Local chapters are required to annually elect a Board of Directors consisting of at least 3 directors. In addition, local chapters are required to annually elect or appoint chapter officers consisting of at least a president, treasurer and a secretary/clerk, with optional officers being responsible for programs, publications, publicity and liaison with sister organizations. (The offices of secretary/clerk and treasurer may be held by the same person.) The corporation must follow other such procedures as the non-profit law of the state of incorporation requires. After each election, names, addresses and telephone numbers of each officer and/or director must be forwarded to ARCE Headquarters. The secretary/clerk of the local chapter may be the elected correspondent with ARCE Headquarters.
3. All chapter officers and directors must be dues-paying members of ARCE.
4. The final language of any proposed amendments to the chapter's by-laws must be delivered to ARCE for review at least 7 days before any vote on such amendments. Additionally, no chapter may amend its by-laws such that the chapter's by-laws would be in conflict in any way with the ARCE national by-laws.

B. Dues

1. The amount of the annual dues for every category of ARCE membership is established by the ARCE Board of Governors.
2. New members may sign on with local chapters in the categories established by the national organization, as listed on attached **Appendix D**.
3. After the chapter is chartered, new member dues are payable to the local chapter to be collected by the secretary/clerk and forwarded to the ARCE Headquarters. The new chapter members will then be enrolled in ARCE.
4. All members of local chapters must be dues-paying members of ARCE.

5. After the first year of membership, membership renewals will be billed directly by ARCE Headquarters unless approval to bill continuing members has been given by ARCE to the local chapter.

C. Record Keeping: Financial Management and Management Reporting

1. Chapters will maintain up-to-date membership records and minutes of all chapter meetings. Chapters will provide semiannual reports to ARCE Headquarters on their most recent and upcoming programs and activities. One report shall be given in January for publication in the ARCE *Bulletin*, and one report shall be given in writing at the time of the semi-annual Executive Committee meeting in October.
2. Chapters will maintain comprehensive, current financial records. Chapter officials will be responsible for providing to ARCE Headquarters semiannual financial reports including the an accounting of all receipts and expenditures of funds, and an accounting of dues received, remitted, and retained. Specific guidelines for such reporting are attached on **Appendices A 1-3**. These guidelines are intended to ensure that ARCE and its chapters meet their responsibilities under all applicable laws and regulations, notably Section 501(c) (3) of the U.S. tax code.
3. Upon receiving charter approval from the Board of Governors as indicated in Section I (F) above, and after incorporation, the chapter shall be permitted to open no more than two (2) bank accounts (either checking and/or savings) in the name under which it is incorporated. The funds are deemed to be the local chapter's unless the chapter is dissolved or terminated, in which case all funds are to be remitted to the national headquarters, pursuant to the chapter's By-laws and Section IV (A) of these Regulations.
4. In the event that fund-raising events are held by the national organization in conjunction with a local chapter, proceeds from the event will be shared at the level of 15% remittance to the local chapter with a cap of \$10,000 accruing to the local chapter in any given year. (See **Appendix B**.)
4. Chapters may make appeals to its membership for support for local programming but should refrain from making formal appeals during August (membership renewal) and November – December (National year-end appeal). Exceptions may be made for informal or “low-key” appeals during membership renewal when coordinated with ARCE Headquarters.
5. It is hoped and expected that chapters will consider the reporting requirements in Section II(C)(1) and Section II(C)(2) above a minimum and that they will be in regular and frequent

contact with ARCE Headquarters to discuss program proposals, new initiatives, and other important business.

6. Local chapters are not permitted to incur long-term financial debts, obligations, or liabilities either in their own name or that of the national organization. No local chapter officer is authorized to arrange, contract, or enter into any financial agreement that would have the effect of imposing an inappropriate financial obligation on the local chapter or national organization.

D. Chapter Programs

1. Each chapter will support an annual lecture program designed to further the directives described in the ARCE Mission Statement.
2. Each chapter is responsible for a lecturer's honorarium. Other arrangements for a lecturer's travel, meals, and accommodation will also be left to the discretion of each chapter.
3. ARCE Members shall receive a special discounted admission to lectures sponsored by local chapters.
4. To promote the educational endeavors put forth in the ARCE Mission Statement, every effort shall be made so that at least one lecture will be free of admission charges to members and non-members.

III. MAINTAINING ACTIVE STATUS

- A. If active membership in the local chapter falls below 25 members, then ARCE Headquarters has the option of closing the chapter and requiring that all funds held in its name be transferred to ARCE Headquarters. Upon such a request for funds, the applicable chapter must transfer all funds in a prompt and timely manner.
- B. A chapter that does not meet the criteria described in these Regulations may, at the discretion of ARCE Headquarters, be declared "inactive." An inactive chapter, upon application to and approval of the Executive Committee, will continue to receive a rebate for one year after its status has been declared "inactive." Thereafter, the rebate will be terminated, unless membership levels rise to 25 within a year or otherwise at the discretion of the ARCE Executive Committee.

IV. DISSOLUTION OF THE LOCAL CHAPTER

- A. In the event that the local chapter is dissolved or terminated, and unless prohibited by any applicable law, any remaining funds shall promptly be transferred to the national organization after the final accounting, to be used in furtherance of tax-exempt purposes.

V. INDEMNIFICATION

- A. Except as otherwise provided by law or by specific agreement, neither ARCE, Inc., nor its directors and officers shall be liable for any debt, liability or obligation of the local chapter. All persons, corporations or other entities having any claim against the local chapter may look only to the funds and property of the local chapter for the payment of any such debt, contract or claim, including without limitation, the payment of any damages, judgment, decree and the payment of any money that otherwise may become due or payable to them from or by the local chapter. The directors and officers of the local chapter shall be indemnified by the local chapter as provided in the local chapter's By-Laws and Articles of Incorporation.

VI. USE OF THE ARCE NAME

- A. With the approval of the national office the ARCE name may be used by local chapters in events and promotions such as educational tours, lectures, symposia, speakers' tours, and sales of promotional items (T-shirts, book bags, etc.) provided that proceeds from such events and promotions are used for tax exempt purposes. Funds raised in such a manner should be fully accounted for in each financial report submitted to the national office.
- B. No officer or director of a local chapter can receive any special financial rewards from his position as this would be in conflict with the national bylaws.

THE AMERICAN RESEARCH CENTER IN EGYPT

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Emory University Briarcliff Campus

Atlanta, GA 30306

I have read the foregoing "Regulations Governing the Foundation and Operation of Local Chapters of the American Research Center in Egypt" with respect to the opening and operating of a local chapter of the American Research Center in Egypt, and endorse the terms in full.

Signed on behalf of the local chapter:

Chapter President

Date

Signed on behalf of the national ARCE office:

Associate Director of U.S. Operations

Date

Appendix A-2

AMERICAN RESEARCH CENTER IN EGYPT, INC.

Local Chapter Financial Reporting Form

Disbursements

Date Paid	Paid To	Description	Amount
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Total Cash Disbursements \$ _____

Appendix A-3

AMERICAN RESEARCH CENTER IN EGYPT, INC.

Local Chapter Financial Reporting Form

Receipts

<u>Received From</u>	<u>Description</u>	<u>Amount</u>
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Total Cash Receipts \$ _____

Appendix B

JOINT FUND-RAISING PROTOCOL

In the course of national fund-raising activities, the national headquarters of ARCE ("ARCE Headquarters") may seek the cooperation of local chapters to help achieve specific fund-raising goals. ARCE Headquarters may request chapter assistance in several ways, including help in organizing fund-raising events in chapter cities, identifying and approaching potential individual donors, soliciting local corporate and community support for ARCE, etc.

To recognize the contribution of the local chapters to national fund-raising efforts, and to encourage and promote the growth of the local chapters, ARCE Headquarters will share the proceeds of successful fund-raising solicitations with the chapter(s) directly involved. The amount each participating chapter receives after expenses are deducted will be 15%. The maximum amount to be received by any local chapter from fund-raising activities with ARCE Headquarters will be capped at \$10,000 per calendar year. This is exclusive of membership dues subventions from ARCE Headquarters.

ARCE national organization will publicly recognize and credit the assistance of the local chapters in any joint fund-raising effort.

Appendix C

ARCE REBATE PROTOCOL & SCHEDULE

A. Rebates

1. The size of rebates is determined by the ARCE Executive Committee.
2. Current rebate levels to the local chapters for **new members** are as follows: \$46 out of \$55 or greater for "regular" members; \$36 out of \$45 for "retired"; and \$22.50 out of \$25.00 for "students." For new "dual/family" members, a chapter will receive \$71 out of \$80.
3. Current rebate levels to the local chapters (as of 1/01) for **renewals** are as follows: \$9 for retired, regular and dual/family; \$2.50 for "students." An individual whose membership has lapsed for three or more years will be considered as a new member for rebate purposes.
4. Rebates to chartered chapters are calculated quarterly (September 30, December 31, March 31 and June 30) by ARCE Headquarters and they are delivered to the chapter no later than 3 weeks after the quarterly end date. Rebates are based on the members who have renewed as of the time of the quarterly calculation.
5. When ARCE members transfer in from another chapter or another part of the country, which does not have a chapter or another country altogether, his/her membership does not count as "new" (i.e. new to the organization) and therefore any rebate will be considered as a renewal.

Appendix D

ARCE MEMBERSHIP CATEGORIES

Student (U.S.) - \$25

Student (Non-U.S.) - \$30

Retired (U.S.) - \$45

Regular (U.S.) - \$55

Regular (Non-U.S.) - \$65

Dual/Family - \$80