

# **BYLAWS**

## **OF THE**

### **Iranian Cultural Society of North Carolina, Inc.**

#### **ARTICLE I** **OFFICES**

***Section 1. Principal Office:*** *The principal office of the Iranian Cultural Society of North Carolina, Inc. (hereinafter "Cultural Society") shall be located in Wake County, North Carolina.*

***Section 2. Registered Office.*** *The registered office of the Cultural Society required by law to be maintained in the State of North Carolina may or may not be the same address as the principal office.*

***Section 3. Other Offices:*** *The Cultural Society may have offices at such other locations, either within or outside the State of North Carolina, as the Board of Directors may designate or as the affairs of the Cultural Society may require from time to time.*

ARTICLE II  
**PURPOSE**

**Section 1. Purpose:** *The purposes of the Cultural Society are:*

- A. *Establishment and enhancement of communication among members and their families to promote goodwill and cooperation among its members by way of meetings, gathering, outings, and other recreational and social events.*
- B. *Preservation of the Persian language and culture among members and their families in the greater Triangle area of North Carolina by way of:*
  - *Offering courses in the Persian language (Farsi).*
  - *Developing programs on Persian poetry, literature, music, history, art and culture.*
  - *Participating in in-state international fairs and community events as well as creating such activities and presentations.*
- C. *To establish and promote communication among members in the greater Triangle region of North Carolina and elsewhere in North Carolina to promote membership through websites, emails, newsletters and sponsored events (meeting, gathering, outing, and other recreational and social events).*
- D. *To mobilize the financial, material and human resources of the membership community in the greater Triangle region of North Carolina for charitable benefit of member individuals and families and in certain instances to provide support to non members affected by natural disasters and/or unforeseen events.*

**Section 2. Function:**

- A. *To accept, acquire and to solicit, by gift, devise, bequeaths, or otherwise, donations, money and property of every kind, nature and description, from any person, firm or Corporation, including any municipality, county or state of the United State of America, and to hold, manage, to administer, to use and to invest as may be directed by the donor or as the Board of Directors may determine in the absence of such direction. Acceptance of any donation should be in accordance with the Cultural Society's purposes and within the regulations of the Patriot Act.*
- B. *To make contracts and incur liabilities, borrow money, issue its notes, bonds, tax exempt bonds, and other obligations, and to secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income as the Board of Directors may direct.*
- C. *To buy, to sell, to mortgage, to encumber, to pledge or otherwise own or dispose of all types of properties, and to improve real property.*
- D. *Notwithstanding any other provisions of these Articles, the Cultural Society shall not carry on any other activities not permitted to be carried on by (a) a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or any other corresponding provision of any future United States Internal Revenue law or (b) a Corporation contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code or any other corresponding provision of any future United States Internal Revenue law.*

**Note: The activities of the Iranian Cultural Society are in no way affiliated with any unions, political parties, or religious groups whatsoever. The sole purpose of incorporation is as mentioned above.**

ARTICLE III  
**MEMBERSHIP**

**Section 1. Classes of Members:** *Definition of members: Any individual who is a legal resident of the state of North Carolina and has interest, affection and/or attachment to Iranian Culture and who is willing to accept these bylaws can become a member of ICSNC.*

- a. **Active Members:** *Active members shall consist of full dues-paying members. Active members shall have the right to vote at the Annual Meeting. Active members with family membership are entitled to two votes. Active members are encouraged to support at least 50% of ICSNC events/programs each year.*
- b. **Honorary Members:** *Honorary members shall consist of persons of notable reputation who have demonstrated a special interest in, given financial support of at least two thousand dollars (\$2,000), or who have given distinguished service to the Cultural Society. Granting or retracting such membership is dependent on a majority vote of the Board of Directors. Honorary members shall have the same voting rights as active members.*
- c. **Lifetime Members:** *At any point Board of Directors may award Lifetime Membership to one of the previous Active Members. Lifetime members shall have the same rights as an Active member.*

**Section 2. Annual Dues:** *Annual dues shall be determined, set and approved by the Board of Directors. Annual dues cover the period from January-1 to December-31.*

**Section 3. Annual Meetings:** *The Annual meeting of the Cultural Society shall be held on the 2nd Sunday in the month of November of each year at a place designated by the Officers and Directors of the Cultural Society.*

**Section 4. Special Meetings:** *Special meetings of the general membership may be called at any time by the Board of Directors or by at least twenty five percent (25%) of the non-director members.*

**Section 5. Notice of Annual or Special Meetings:** *Notice of the Annual Meeting or of any Special Meeting, stating the time, place and purpose or purposes thereof shall be sent by e-mail to each member family not less than ten (10) days prior to the meeting date with a reminder e-mail sent five (5) days prior to the meeting date. The first notice of the meeting cannot be sent more than sixty (60) days prior to the meeting. In cases where a member does not have an e-mail address notification of members shall be by telephone call and by one USPS first class mail notice and proxy sent not more than 60 or less than 10 days prior to the scheduled meeting date.*

**Section 6. Quorum:** *At any Annual or Special meeting a majority of the members shall constitute a quorum, except as otherwise voted by the Board of Directors to be the number of voting members present at the same meeting.*

**Section 7. Voting:** *At each meeting of the membership every member then entitled to vote as set forth in Section 1 of this Article of the by-laws may vote in person or by Proxy.*

**Section 8. Proxy:** *At all membership meetings, each eligible member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his or her presence. All proxies sent by e-mail will be verified by the Election Chairperson via the e-mail on record for the member. Proxies sent by mail must be notarized. The proxy process may be revised by the Chairperson of the Election Committee and presented to the Board of Directors at least 2 months in advance of the Board of Directors election.*

**Section 9. Order of Business:** *Order of business at the Annual meeting shall be:*

- a. Current Board President will set the quorum (by verifying all the documents) and call the meeting to order.*
- b. Reading of approved minutes (if applicable)*
- c. Reports of the Officers and Committees*
- d. Annual Financial report including Balance Sheet and Income Statement*
- e. Open comments/ Question and Answer*
- f. Election Committee Chairperson with the Board Secretary will conduct the election (if applicable). Election Committee Chairperson will select three general members present at the election to help with the election process.*
- g. Election Committee Chairperson documents and announces new board members. The date and time of the first board meeting will be established.*
- h. Adjournment*

ARTICLE IV  
**BOARD OF DIRECTORS**

**Section 1. General Powers:** *the Board of Directors shall manage the affairs of the Cultural Society.*

**Section 2. Number and Term:** *The number of Directors shall be nine (9). Each Director shall be elected for a three-year term of office. Each Director shall hold office until a successor has been duly elected or upon his resignation, death, or removal.*

**Section 3. Election:** *At each Annual Meeting three (3) new Directors will be elected for 3 year terms.*

**Section 4. Removal:** *Any member of the Board of Directors may be removed, with or without proper cause, by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors.*

**Section 5. Vacancies:** *Any vacancy on the Board of Directors shall be temporarily filled by the affirmative vote of a two third (2/3) of the remaining Directors or by the sole remaining Director for the remainder of the year only. Election of a new replacement director shall be held at the next Annual Meeting for the remainder of the unexpired term only. The individual who receives the higher vote will fulfill the longest unexpired term.*

**Section 6. Board of Director Replacement:** *In the event a Director resigns their position or is unable to complete their term, the Board of Directors will select a current member to complete the remainder of the current year and then the position will be voted on at the Annual Meeting to determine a replacement director to complete the initial board member's term.*

**Section 7. Compensation:** *The Board of Directors, shall serve without compensation except that they may, in their discretion and by a majority vote of the members, reimburse any or all members for expenses actually incurred by them in attending meetings or otherwise carrying out their duties as director of the Cultural Society.*

**Section 8. Qualifications:**

- a. *Any person who has been a member for at least one year and is interested in advancing the Cultural Society's purposes as stated in the articles of Incorporation and who is knowledgeable about these bylaws and willing to take an oath to uphold these bylaws.*
- b. *A member of the Board of Directors must wait at least one year after the completion of one three year term to qualify for re-election.*
- c. *Current Board of Directors and the Chairperson of the Election Committee can waive the qualification requirements by unanimous decision.*

**Section 9. Individual Board Member Responsibilities**

- a. *Attend board meetings, functions and special events.*
- b. *Be informed about the organization's bylaws, services, policies, and programs.*
- c. *Review agenda and supporting materials prior to board and committee meetings.*
- d. *Serve on committees or task forces and offer to take on special assignments.*
- e. *Inform others about the organization and encourage new membership.*
- f. *Suggest possible nominees to the board who can make significant contributions to the work of the organization.*
- g. *Assist the board in carrying out its fiduciary responsibilities, such as reviewing the organization's annual financial statements.*

ARTICLE V  
**MEETING OF BOARD OF DIRECTORS**

**Section 1. Regular Meeting:** *The regular meeting of the Board of Directors shall be held monthly. The first meeting of the Board of Directors after an election shall be held within two weeks of the election and shall include the previous officers. The purpose of this meeting is to elect the new officers, appoint temporary Chairpersons of the Functional Committees (Article VII, Section 2) and review the bylaws and processes of the Cultural Society.*

**Section 2. Special Meeting:** *Any Board member may call a Special meeting. The person or persons calling a special meeting of the Board of Directors shall give notice thereof by any two means of communication at least 2 days before the meeting.*

**Section 3. Quorum:** *A majority of the number of Directors in office shall constitute a quorum for the transaction of business at a meeting of the Board of Directors. As per these By-Laws minimum number for quorum is (5) five Directors.*

**Section 4. Manner of Acting:** *Except as otherwise provided in the bylaws, an act of the majority of the Directors present at a meeting in which a quorum is present shall constitute the act of the Board of Directors.*

**Section 5. Validation of Meeting:** *The transactions of the Board of Directors at any meeting, however called or noticed or wherever held, shall be as valid as though had at a meeting duly held after call and notice if a quorum be present and if, either before or after the meeting, each Director not present signs a waiver of notice or consent to the holding of such meeting, or an approval of the minutes thereof. All such waiver, consents or approvals shall be filed with the Cultural Society's records and made a part of the minutes of the meeting.*

**Section 6. Action without Meeting:** *Any action required or permitted to be taken by the Board of Directors under any provision of law, the articles of incorporation or these bylaws may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed on behalf of the Cultural Society relating to an action taken by the Board without a meeting shall state that the action was taken by a unanimous written consent of the Board of Directors without a meeting, and that the bylaws of the Cultural Society authorized its Directors to so act.*

ARTICLE VI  
**OFFICERS**

**Section 1. Officers of the Cultural Society:** *The officers of the Cultural Society shall consist of a President, Vice President, Secretary and Treasurer. All officers shall be members of the Board of Directors. The same person may hold any two or more offices, but no Officers may act in more than one capacity where action of two or more Officers is required.*

**Section 2. Election and Term:** *The Officers of the Cultural Society shall be elected by the Board of Directors as stated in Article V, Section 1. Each officer shall hold office for a one-year term or until a successor has been duly elected or at the time of the director's resignation, death, or removal. A President or Vice President at minimum shall have previously served as Secretary or Treasurer of the Cultural Society. The Board of Directors may waive the Vice President requirement with a two-third majority vote.*

**Section 3. President:** *The President shall:*

- a. Be the principal Executive Officer of the Cultural Society and subject to the control of the Board of Directors.*
- b. In general supervise all of the business and affairs of the Cultural Society including the Annual and Special meetings.*
- c. Preside at all meetings of the Board of Directors.*
- d. Sign, with the Secretary or any other proper officer of the Cultural Society thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Cultural Society, or shall be required by law to be otherwise signed or executed.*
- e. In general perform all duties incident to the office of the President and such other duties as may be assigned by the Board of Directors and according to these bylaws.*

**Section 4. Vice President:** *The Vice President shall:*

- a. Exercise the function of the President during his/her absence, resignation or disability and shall have such powers and perform such duties as may be assigned by the President or by the Board of Directors and according to these bylaws.*
- b. Act as the Project Manager and monitor the progress of the Cultural Society toward its goals by tracking progress of committees and action items identified by the Board of Directors.*

**Section 5. Secretary:** *The Secretary shall:*

- a. See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.*
- b. Keep the minutes of the meeting of the Board of Directors in books provided for that purpose.*
- c. Be custodian of the Cultural Society's records and of the seal of the Cultural Society and see that the seal of the Cultural Society is affixed to all documents the execution of which on behalf of the Cultural Society under its seal is duly authorized.*
- d. In general perform all duties incident to the office of Secretary and such other duties as may be assigned to him by the President or by the Board of Directors and according to these bylaws.*

**Section 6. Treasurer:** *The Treasurer shall:*

- a. Have a charge and custody of and be responsible for all funds and securities of the Cultural Society.*
- b. Receive and give receipts for monies due and payable to the Cultural Society from sources identified in Article II, and deposit all such monies in the name of the Cultural Society in such depositories as shall be selected in accordance with the provisions of Article II of these bylaws.*
- c. Prepare or cause to be prepared, a true statement of the Cultural Society's assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed in the Cultural Society's registered office or principal place of business in the State of North Carolina within four (4) months after the end of such fiscal year and there after kept available for a period of at least ten (10) years.*
- d. In general perform all the duties incident to the office of the Treasurer and such other duties as*

may be assigned to him by the President or by the Board of Directors and according to these bylaws.

- e. Obtain an audit of the Cultural Society's books by an independent public accountant at the completion of each odd numbered fiscal year.

**Section 7. Compensation of Officers:** *The Board of Directors, shall serve without compensation except that they may, in their discretion and by a majority vote of their number, reimburse any or all members for expenses actually incurred by them in attending meetings or otherwise carrying out their duties as director of the Cultural Society.*

**Section 8. Removal:** *Any officer may be removed by a two-thirds (2/3) affirmative vote of the Board of Directors whenever in its judgment the best interest of the Cultural Society will be served thereby; but such removal shall be without prejudice to the person so removed.*

**Section 9. Bonds:** *The Board of Directors may by resolution require any officer, or employee of the Cultural Society to give bond to the Cultural Society, with sufficient securities, conditioned on the faithful performance of the duties of his respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.*



ARTICLE VII  
**FUNCTIONAL COMMITTEES**

**Section 1. Purpose:** *By a majority vote of the Board of Directors at any regular or special meeting attended by a quorum, a new Functional committee may be appointed from time to time and charged with the performance of such duties and the exercise of such powers as may be specifically conferred upon such committee by the Board. Functional committees are bound by these by-laws.*

**Section 2. Committee Membership Selection:** *The President with the approval of majority of the Board of Directors will select a temporary Chairperson for each Functional Committee at the first Board of Directors meeting or soon thereafter. The temporary Chairperson of each committee will call the first meeting of the Functional committee to facilitate the election of the Chairperson from the list of volunteers from the Annual Meeting or from the previous year's committee members. The Chairperson will be responsible for updating the Board of Directors on the committee's activities.*

**Section 3. Term of Office:** *Term of office is defined as a fiscal year. Each committee shall serve until objectives are met or such committee is terminated by the Board of Directors due to ineffectiveness or inactivity.*

**Section 4. Vacancies:** *Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original selection.*

**Section 5. Meetings and Quorum:** *Each committee shall meet as often as necessary to perform its duties at such times and places as directed by its Chairperson or by the Board of Directors. 2 days notice by any forms of communication is required to hold a meeting unless all members' consent has been obtained. Quorum is defined as a majority of the members of a Committee. Any act of the majority of the member present at a meeting in which a quorum is present shall be the act of committee.*

**Section 6. Removal:** *Any member of a Functional Committee may be removed at any time with or without proper cause by a majority vote of the Functional Committee. Notification of such removal shall be sent to the Board of Directors. Removed committee member can appeal to the Board of Directors for reversal.*

**Section 7. Expenditures:** *Any expenditure of Cultural Society funds by a committee shall require prior approval of the Board of Directors after the plan and budget have been approved.*

**Section 8. Accountability:**

1. *Chairperson of a Functional committee shall either present a report at the monthly meeting of the Board or provide a written report to the Vice President of the Cultural Society to be presented at such meeting.*
2. *The Board of Directors is the ultimate arbitrator of any dispute that can not be resolved in a Functional Committee.*

**Section 9. Functional Committees:** *Chairpersons of Functional Committees must be ICSNC Member. Suggested Functional Committees include:*

- a. *Cultural: Art, Music and Cultural Events;*
- b. *Education: Farsi classes, Poetry recital/ education;*
- c. *Communication: ICSNC Website, Outgoing e-mails, Newsletter*
- d. *Entertainment: Gatherings, Parties and Picnics;*
- e. *Iranian New Year: Charshanbeh Soori, Norooz and Sizdahbedar;*
- f. *Outreach: Helping Hand, Race for the Cure, Food Bank*
- g. *International Festival*
- h. *Persian Festival*
- i. *Membership, Nominating and Election*
- j. *Bylaws and Procedures*
- k. *Audit*
- l. *Public Relations/Media*
- m. *Fundraising*

ARTICLE VIII  
**MISCELANEOUS**

**Section 1. Fiscal Year:** *The fiscal year shall be from January 1 to December 31.*

**Section 2. Contracts:** *The Board of Directors may authorize any Officer or Officers, Chairperson of Functional Committee or a designated member, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Cultural Society and such authority may be general or confined to specific instances.*

**Section 3. Loans:** *No loans shall be contracted on behalf of the Cultural Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.*

**Section 4. Checks and Drafts:** *All checks, drafts, or other order for the payment of money, issue in the name of the Cultural Society, shall be signed by the President or the Vice President in the absence of the President, and countersigned by the Treasurer. Persian School checks shall be signed by the Persian School Principal, school Treasurer or any above mentioned officers.*

**Section 5. Deposits:** *All funds of the Cultural Society not otherwise employed, shall be deposited from time to time to the credit of the Cultural Society in such depositories as the Board of Directors selects.*

**Section 6. Gender:** *When used in these bylaws, the words "he", "she", "his", "her", and "they" shall include and mean the singular, plural, masculine, feminine, or neuter, as the case may be, and as required by the text.*

**Section 7. Majority:** *The term majority in all Articles of the document constitute higher than 50 percent unless otherwise specified.*

**Section 8. Communication:** *The minutes of the monthly Board of Directors meetings and the Annual meetings and the Special Meeting and the monthly Financial Statement will be posted on the Cultural Society's Website. All communication to members in regard to ICSNC organization including membership, Annual or Special Meeting should be e-mailed to members and a copy saved in archives.*

**Section 9. Compensation for Non-Directors:** *When needed the Board of Directors may hire contractors to meet the goals of the Cultural Society. A1099 form must be provided to the contractor for their services from the ICSNC.*

**Section 10. Parliamentary Procedure:** *All meetings of the Board of Directors and Committees shall follow the regular parliamentary procedures.*

ARTICLE IX  
**DISTRIBUTION OF ASSETS**

*In the event of dissolution of the Cultural Society as provided by law, the Board of Directors shall donate, transfer, deliver and convey all of its monies, properties and other assets to another similar organization or organizations organized for the purposes stated in the Articles of Incorporation as directed y the Board of Directors and which itself is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law.*

ARTICLE X  
**AMENDMENT OF BYLAWS**

*Amendments of the By Laws may be requested by two-third (2/3rd's) of the Board members or by 25% of the general membership. All requested changes must be reviewed by the By Laws Committee, must be approved by the Board of Directors and finally must be passed by affirmative vote of the majority of members present at either the Annual or Special Meeting.*