

IRANIAN ASSOCIATION OF ROCHESTER, NEW YORK, INC.

CONSTITUTION AND BY-LAWS

REVISED VERSION

7 MAY 1993

P. O. BOX 93286  
Rochester, New York 14692-8286

**THE IRANIAN ASSOCIATION OF ROCHESTER, NEW YORK, INC.**

**CONSTITUTION**

**ARTICLE I: NAME**

The Association shall be called 'The Iranian Association of Rochester, New York, Inc., hereinafter referred to as 'The Iranian Association' or 'the Association'. It shall be a non-profit organization.

**ARTICLE II: PURPOSE**

1. To promote and advance the Iranian culture and traditions including the use of Farsi language.
2. To facilitate communication and cooperation among various segments and age groups of the Iranian community.
3. To assist Iranians and others in need.
4. To promote better understanding between the Iranian community and groups with other cultural backgrounds.
5. To engage generally in any activity that may lawfully be carried on by a corporation formed under laws of the State of New York and determined to be exempt from Federal taxation pursuant to the Internal Revenue Service Code.
6. In general to exercise such powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law or by the by-laws of this corporation.

**ARTICLE III: MEMBERSHIP**

- A) The Iranian Association shall have two types of membership.
  1. Regular Members: Any person of Iranian birth or descent, or one with an interest in the Iranian culture, or one who is an Iran scholar shall be eligible for membership,

upon the payment of the membership dues as set forth in the by laws. All members must be at least 18 years of age.

2. Honorary Members: Any person who is deemed to have rendered distinguished service(s) to the Iranian community or interested in the activities of the Association. Honorary membership shall be bestowed by a resolution of the Board of Directors. Honorary members shall not hold any elective office of the Association.

- B) Only Regular Members have voting rights. The membership requirements must be met, at least three months prior to exercising voting privileges.
- C) All activities of the Association are open to all people without prejudice to race, sex, religion, color, national origin or membership in the Association.
- D) Upon charges brought in writing, and filed with the Secretary, a membership can be terminated or suspended by a three-fourths majority of the Board of Directors in any regular or special meeting called for the purpose. A member so expelled or suspended has a right to a hearing before the next General Assembly meeting, which can set aside such termination or suspension by a two-thirds majority.
- E) A written resignation of any Member shall be filed with the Secretary and becomes effective immediately, but can be withdrawn in writing within three (3) days. Members who resign cannot be refunded their dues
- F) Membership can not be transferred to any other person.

#### **ARTICLE IV: ORGANIZATION**

The Association shall have a General Assembly and a Board of Directors, hereinafter called "the Assembly" and "the Board" respectively.

##### A) General Assembly

- 1. The Assembly shall consist of all Members in good standing.
- 2. The Assembly shall hold its Annual Meeting in Rochester, New York, during the month of April every year.
- 3. Members shall be notified in writing at least two (2) weeks prior to the Assembly meetings as to the time, place and the agenda.

4. One-third of the membership constitutes a quorum. If a quorum is not attained, another meeting shall be called within thirty days by a written notice at least two (2) weeks prior to the next meeting. Those present in the next meeting shall constitute a quorum, unless otherwise specified in the Constitution or the By-Laws.
5. A simple majority vote of those present shall carry all resolutions of the General Assembly, unless otherwise specified in the Constitution or the By-Laws.
6. By the majority decision of the Board, other extraordinary Assembly meetings may be called during the year to review the affairs of the Association as required.
7. Special meetings can be called at the written request of one-third of the membership, to discuss a specific action or resolution of the Board. Members shall be notified in writing at least thirty (30) days prior to Special Assembly meetings as to the time, place and the agenda. Two-thirds of the membership constitutes a quorum and the decisions adopted by three-fourths of the members present shall be final.
8. The Board shall apply all provisions of this constitution and the resolutions of the Assembly, and is accountable to the Assembly.

#### B) Board of Directors

1. The Board shall comprise seven (7) Directors, each elected from among the membership at the General Assembly meeting. Each Director shall serve for a period of two (2) years; to provide continuity, the terms shall be staggered, at least three (3) Directors being elected each year. No Director may be elected consecutively to more than two (2) full terms.  
  
[Nine (9) Directors were elected in 1992. Of these, the four (4) Directors with the highest number of votes shall serve the full two (2) year term. The remaining Directors shall serve for a period of one (1) year only.]
2. Every year, the Board members shall, from among themselves, elect four (4) officers: a President, a Vice President, a Secretary, and a Treasurer.
3. The President of the Association shall be the spokesperson for the Association.
4. The Board shall fill its own vacancies from among the membership. The new Directors shall serve for the remaining term of the Directors replaced.

5. A Director who is three (3) months in arrears on his/her dues after two written reminders from the Board is automatically terminated from the Board.
6. The Board may assign responsibilities to other Members of the Association when necessary.
7. The Board shall:
  - i) Manage the Association facilities and programs.
  - ii) Authorize publications.
  - iii) Fix membership dues.
  - iv) Accept donations.
  - v) Appoint administrative staff.

#### **ARTICLE V: FINANCE**

- A) The Association may accept any contribution consistent with the purposes of the Association.
- B) The fiscal year of the Association shall begin on the 1st day of January of every year and shall end on the 31st day of December of the same year.
- C) All financial affairs of the Association shall be handled by the Board of Directors. In the event that the aggregate sum of the assets of the Association exceed \$25,000, the Board shall convene a special meeting of the General Assembly to discuss the necessary re-organization of the Association with the purpose of creating new and appropriate mechanisms such as establishment of a Council of Trustees to manage the extended finances of the Association.

#### **ARTICLE VI: AMENDMENTS TO THE CONSTITUTION**

- A) Amendment(s) can be proposed by the Board or put forth by the membership in writing to the Secretary and signed by at least ten Members.
- B) Such an amendment(s) shall be discussed and approved by meeting of the Board. A three-fourths majority of those present voting in favor of the amendment(s) is required. The Board, shall submit these proposed amendment(s) in writing to the Assembly for final approval. Members shall be notified in writing at least thirty (30) days prior to the Assembly meetings as to the time, place and the agenda.
- C) One-half of the membership constitutes a quorum and an affirmative vote of three-fourths of members present is required for adoption of amendment(s). A quorum shall always be

necessary for adoption of amendments. Prior to 1994, if a quorum is not attained in the first meeting of the assembly, a second meeting of the assembly shall be called and all members present shall constitute a quorum.

D) Amendments thus approved shall take effect 30 days later.

#### **ARTICLE VII: DISSOLUTION**

By request of the Board, or a request for dissolution submitted in writing by one-third of the regular members, an emergency meeting of the Assembly shall be convened for discussion and decision. One-half of the membership constitutes a quorum and an affirmative vote of two-thirds of members present is required for all decisions. If this number can not be convened, another meeting shall be called one (1) week later. This second meeting, regardless of the number of members present, can decide by a two-thirds vote. In the event that it is decided to dissolve the Association, the same Assembly shall choose a group of three (3) persons to liquidate the assets of the Association. After all the debts of the organization are paid, if any assets remain, the General Assembly may freeze these for use by an organization with objectives similar to those of the Association. Any other assets remaining after such dispersal shall be disposed of by the appropriate court of the county in which the principal office of the Association is then located.

#### **ARTICLE VIII: SCOPE OF THE ORGANIZATION**

Notwithstanding any other provisions of these articles, the Association is organized exclusively for cultural, educational, and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1954 and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954.

## **IRANIAN ASSOCIATION OF ROCHESTER**

### **BY-LAWS**

#### **ARTICLE I: NAME**

As shown in the constitution.

#### **ARTICLE II: PURPOSE**

As shown in the constitution.

#### **ARTICLE III: MEMBERSHIP DUES**

Membership dues shall be set by the Board. The Board shall fix annual membership dues in any meeting called for that purpose with a 15 day notice. An affirmative vote of at least five (5) Directors shall be required to change membership fees. The dues are payable on an annual basis. All persons who otherwise qualify for membership and have donated to the Association a sum equal to or more than the membership fees shall be considered to have paid their membership dues for that year, and shall become members upon submission of the Membership Application Form.

#### **ARTICLE IV: ADMINISTRATION**

The Association shall be administered by the Board of Directors, hereinafter called "the Board" as described in the constitution.

##### A) Board of Directors

- 1) The Board shall meet at least once a month and the agenda for each meeting shall be set by the President. At the request of the President or of a majority of Directors, it may meet at other times. Four (4) Directors present in any meeting shall attain a quorum and an affirmative vote by the majority of Directors present or a minimum of four (4), whichever is higher, is required for decisions, except in fiscal matters of

more than \$500 or when conferring Honorary membership, wherein an affirmative vote of at least five (5) Directors shall be required. Any Director who is absent from three (3) consecutive meetings without a reasonable excuse, can be considered, by the decision of the Board, to have resigned. The President is responsible for notifying such a Director in writing.

- 2) If a vacancy occurs in the ranks of the officers, the Board shall elect a replacement from among the Directors. If there are three (3) or more simultaneous vacancies on the Board, then their replacements must be elected by an Assembly called for that purpose. Each Director thus appointed shall serve the unexpired term of his/her predecessor.
- 3) Any Director may be removed from the Board whenever, in the judgment of the Board, the interest of the Association will be served thereby. The removal shall be without prejudice to contract rights, if any, of such member so removed. Such action shall be discussed at one (1) meeting of the Board and a secret ballot shall be taken at the following meeting, provided that a written notice of such a balloting shall have been sent to each Director at least fifteen (15) days prior to the date of such meeting. In the event that at least five (5) Directors vote in favor of the removal of a Director, the Board shall inform the membership of such a decision. The decision shall be void if within thirty (30) days of such notice at least one-third (1/3) of the members express in writing their disapproval of the Board action.

#### **ARTICLE V: OFFICE BEARERS AND DUTIES**

##### **A) Board of Directors**

The new Board, shall meet within two weeks, after the elections, to elect four (4) officers as indicated in the Constitution. The officers shall be elected from among Directors by a simple majority vote. The responsibilities of the officers and Directors are as follows:

- 1) The President shall sign or countersign all documents as authorized by the Board. He/she shall be responsible for the general management of all the activities of the Association according to the provisions of the Constitution and the By-Laws. He/she shall call the Assembly and the Board meetings as required by the Constitution and the By-Laws.
- 2) The Vice President shall succeed the President in case of his/her inability to perform the duties of his/her office and shall assist him/her in the performance of his/her duties. He/she shall be the liaison with other organizations in the community and for the public relations activities of the Association.

- 3) The Secretary shall keep records and maintain archives of all official correspondence of the Association. He/she shall take minutes of all meetings of the Assembly and the Board and assure proper communication thereof to the membership.
- 4) The Treasurer shall be in charge of all accounts and funds of the Association. He/she shall maintain financial records and current membership list. He/she shall render to the Board a statement of accounts every month. He/she shall make payments and sign all checks on behalf of the Association singly or jointly with the President, as authorized by the Board.
- 5) The remaining three (3) Directors shall fully participate in the affairs of the Association and help in management of activities and maintenance of the facilities. They shall have equal voting rights along with the above officers. When needed, they shall assist the officers in the performance of their duties.

#### **ARTICLE VI: GENERAL ASSEMBLY**

- A) The Assembly meetings shall be opened by the President. The Agenda will be read and reports given. The Agenda for the Assembly shall be drawn up by the Board and the Assembly shall follow the order of the Agenda. The order or the content of the Agenda can be changed if one-tenth of the members present submit a written request to the President and the petition is adopted by a majority vote of the Assembly.
- B) The decisions of the Assembly shall be made by an open majority vote unless otherwise specified in the Constitution or the By-Laws. Every member present, who is in good standing, shall have one vote. In case of a tie, a repeat vote shall be taken.

#### **ARTICLE VII: ELECTIONS**

##### A) Board of Directors

An Election Committee of three members, chaired by a Director, shall be appointed by the outgoing Board three (3) months before the elections, to seek candidates and conduct elections for the new Board. The Election Committee members shall not be eligible for nomination and election to the new Board. The process of nomination and election shall be as follows:

1. All individuals, 18 years and older, who have been members in good standing for a minimum of one year are eligible to be elected as Directors.

2. The new Directors shall be elected by the membership from a list of eligible candidates compiled by the election committee. The procedure by which this list is compiled shall be determined by the Board.
3. The Election Committee shall determine the eligibility of each candidate and describe the election procedures on the ballot. The ballots shall be mailed to all members in good standing at least fifteen (15) days prior to the day of elections. Each member shall cast one vote per vacant position. Ballots received by the nominating committee, in any manner until the day of elections, shall be valid.
4. Ballots shall be opened and counted by the Election Committee on the day of election. The nominees with the highest votes shall join the new Board. The Chairperson of the election committee shall announce the results to the members present, and shall inform all the membership thereof through appropriate written communication.

#### **ARTICLE VIII: AMENDING THE BY-LAWS**

- A) Amendment(s) to the By-Laws can be proposed by the Board or by the membership. They must be presented in writing, to a meeting of the Board, at least fifteen (15) days prior to the date of the meeting in which such amendment(s) shall be considered. A three-fourths majority of those present voting in favor of the amendment(s) is necessary for approval. This meeting shall be chaired by the President.
- B) Amendment(s) thus approved shall take effect 30 days later.

#### **ARTICLE IX: FINANCES**

- A) All financial transactions shall be managed through one or more accounts, strictly under the name of the Iranian Association of Rochester.
  1. An "Operations Fund" account carrying sufficient balances to cover projected expenses for the next three months. Disbursements from this account shall be made with the approval of the Board under the signatures of President (or Vice President in his/her absence) and the Treasurer, as authorized by the Board.
  2. One or more "Investment Accounts" for remaining cash assets, as necessary. Disbursements from this account shall be made with the approval of the Board.
  3. Transfers between the two accounts shall be made as necessary and authorized by the Board.

- B) All transactions entailing expenses under \$ 10,000 shall be approved by the Board. All transactions entailing expenses over \$10,000 must have the approval of the Assembly.
- C) The Treasurer shall attend all meetings where financial matters are discussed.
- D) The accounts of The Iranian Association of Rochester shall be presented at every annual assembly meeting. By the written request of one-tenth of the membership, the accounts are subject to membership audit at a Board meeting specifically called for that purpose.
- E) The Board shall prepare an annual budget and present it to the Assembly for approval.
- F) The new Board shall appoint an Audit Committee of at least three members within the first three months. One member of the Committee must be a Director other than the President or the Treasurer, and the other two members must be from outside the Board. The committee shall advise the Board periodically and present a report two months prior to the annual Assembly meeting on management of the Association finances and compliance with established rules. The Treasurer and the Secretary will provide all necessary information to the committee.
- G) All projects and activities must be approved by the Board as appropriate. Whenever the financial resources of the Association are utilized, the Project Coordinator must submit a summary report to the Board at the completion of the project.
- H) The Board may authorize the president to spend a certain amount of money in emergency situations.

#### **ARTICLE X: BOOKS AND RECORDS**

The following books and records shall be kept at the Association by the appropriate officers of the Association:

- A) Membership Roster - Treasurer
- B) Minutes of the Board and Assembly Meetings - Secretary
- C) Constitution and By-Laws, Policies and Guidelines, Minutes of Meetings - Secretary
- D) Correspondence File - Secretary
- E) Accounting Books including Assets and Liabilities File, Inventory Records, Income and Expense records - Treasurer

**ARTICLE XI: CORPORATE SEAL**

The Board shall provide a Corporate Seal, which shall be in the form of "The Iranian Association of Rochester, Inc." and shall remain in the possession of the Secretary.

**ARTICLE XII: INDEMNIFICATION AND BONDING**

A) Indemnification

The President, Vice President, Treasurer, and Secretary, are the officers of the Iranian Association. All officers, Directors and any members especially assigned with a responsibility by the Board, and their heirs, executors and administrators and estate and effects, respectively, shall be indemnified and saved harmless, by the corporation, from and against all costs and charges and expenses whatsoever which such member or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever, heretofore or hereafter made, done or permitted by him/her in or about the execution of duties of his/her office.

B) Bonding

The President, the Treasurer, and others authorized by the Board, who have the authority to disburse the Association's funds, may be bonded, at the expense of the Association for an amount to be determined by the Association.

**ARTICLE XIII: COMPENSATION AND WAGES**

No officer of the Association shall be paid compensation, or wages, etc. for his/her services to the Association. However, if any officer or Director renders professional or technical services to the Association, approved by appropriate authority, the Association shall reimburse for such services. He/she shall not, however, participate in the decision-making to award him/her the services contract.

**ARTICLE XIV: COMMITTEES**

A) Board of Directors

The Board shall have Membership, Cultural, Social Affairs, Communications, Youth Affairs, Farsi School and Fund Raising Committees by no later than their second meeting. The Board may create additional committees or subcommittees at its discretion, and may abolish such additional committees or subcommittees. All committees shall make a report to the Board and shall be chaired by a Director unless otherwise specified. All standing committees shall be composed of a minimum of three (3) members. Each committee shall submit an annual plan of action to the Board for approval. All committees shall report to the Board on a monthly basis.

1. The Membership Committee shall plan and execute activities to maintain membership and enroll new members. They shall collect the dues and update membership and mailing lists.
2. The Cultural Committee shall plan and execute all cultural activities consistent with the purposes of the Association. They shall advise the Board and implement Board decisions concerning cultural programs.
3. The Social Affairs Committee shall plan and execute all social activities or other functions as necessary. They shall advise the Board and implement Board decisions concerning social programs.
4. The Communications Committee shall plan and execute activities to disseminate information on all matters to the membership. The Communications Committee shall publish a quarterly newsletter for the Association and is responsible for public relations.
5. The Youth Affairs Committee shall plan and execute programs for youth of all ages. They shall advise the Board and implement Board decisions concerning Youth programs and facilities.
6. The Farsi School Committee shall manage the school including selection of teachers and establishment of curriculum. The School principal shall be the chairperson of this committee and shall advise and report to the Board on School affairs.
7. The Fund Raising Committee shall plan and execute the fund raising activities of the Association.