

**Association of Iranian American
Professionals of San Diego**

Bylaws

ARTICLE 1: DEFINITIONS

Unless the context clearly indicates a different meaning thereof, the terms used herein shall have the meaning specified in this article.

Section 1: Articles

The term "article" shall mean the articles of incorporation of the Association of Iranian American Professionals of San Diego, Inc., which are filed in the office of the Secretary of State of the State of California.

Section 2: Corporation

The term "corporation" shall mean and refer to The Association of Iranian American Professionals of San Diego, Inc. (AIAP), incorporated as a [nonprofit](#) corporation under the laws of the state of California.

Section 3: Board

The term "board" shall mean the board of directors of the corporation.

Section 4: Directors

The term "directors" shall mean the directors of the corporation.

Section 5: Bylaws

The term "bylaws" shall mean the bylaws of the corporation, which are or shall be adopted by the board.

Section 6: President

The term "president" shall mean the president of the corporation.

Section 7: Chair

The term "chair" shall mean the chairperson of the board.

Section 8: Active Member

Active Member is a member who has been in good standing, (has fully paid the membership dues) with AIAP for at least six consecutive months

ARTICLE 2: OFFICES

Section 1: Principal office

The principal office of the corporation for the transaction of its business is located in San Diego, California.

Section 2: Change of address

The county of the corporation's principal office can be changed only by amendment of the Articles and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date, and such changes of address shall not be deemed an amendment of these Articles.

Section 3: Other offices

The corporation may also have offices at such other places, within the State of California, where it is qualified to do business, as its business requires and as the board of directors may, from time to time, designate.

ARTICLE 3: PURPOSES

The corporation is a nonprofit corporation organized under the California Nonprofit Corporation Act for all lawful purposes according to said Act. Anything to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501 (c)(3), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code. No part of any net earnings shall inure to the benefit of any private member or shareholder. On liquidation or dissolution all properties and assets of the corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable purposes as the board of directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501 (c)(3), or as the same may be amended.

The corporation is organized for educational, cultural, and networking purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

The corporation is specifically forbidden from carrying out any activity, which would deny the corporation any exemption or nonprofit or charitable institution status pursuant to Sections 503 et Seq. of the Internal Revenue Code of 1986 and regulations thereof or of any successor section or regulation related to this matter.

This corporation shall not pay for or promote any particular political party or politician or religion or attempt to influence legislation. Nor the corporation shall support or participate in any political campaign on behalf of any candidate for public office. However, the corporation is obligated to inform its member of the Federal, the State, and the Local Governments' policy and procedures, when such policies and procedures

effects the members of corporation, their families and their profession directly or indirectly. Furthermore, the corporation may disclose the name of the official or candidate who is supporting the regulations that is affecting the corporation's members. Furthermore, the corporation, on behalf of its members, may seek information or clarification from the said officials or candidates. The clarification may include but shall not be limited to, a presentation to or an official correspondence to the corporation.

The primary objective of the corporation is to provide Iranian scientists and professionals the opportunity to expand their professional, social and economical knowledge and receive and give such knowledge through lectures, seminars and workshops, which are open to the public at large. The corporation is non-discriminatory, and open to peoples of all races, sexes, languages, ethnic origins, and religions for membership.

ARTICLE 4: BOARD OF DIRECTORS

Section 1: Number of directors

The corporation shall have seven elected directors who are collectively known as the board of directors. In addition, the corporation shall have one or more alternates board members. The current president of the corporation may also serve as the chair. The number of directors may be changed by amendment of these Articles, as provided in these Articles.

Section 2: Powers

Subject to the provisions of the California Nonprofit Corporation Act and any limitations in The Articles of Incorporation and bylaws relating to the action required or permitted to be taken or approved by the voting members of this corporation. Voting members at each year are the individuals who have paid their membership fees for the subject year. The activities and affairs of this corporation shall be conducted by and all corporate power shall be exercised under the direction of the board of directors. The day-to-day business of the corporation shall be solely the duty and responsibility of the board of directors.

Section 3: Duties

It shall be the duty of the directors to:

- Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws.
- Provide direction and long-term planning for the corporation.

Section 4: Term of office

Each member of the board of directors will be elected for a term of two years. Each elected director can be re-elected for the second term. No member of the board shall be

elected for more than two consecutive terms. However, after a break of minimum one year, previous Board members can get elected for the board of directors again.

Section 5: Elections and appointments

The directors are elected by the majority popular vote of the voting members at the annual meeting for elections. The candidates with highest vote will be elected to the Board. The nomination of candidates for new members of the Board shall be announced in November general meeting, the elections shall be held in the December general meeting, The transition from the present Board to the new Board shall be announced in the January general meeting. The present and the new Boards shall cooperate on Nowruz celebration held in March. The outgoing Board members shall transfer their responsibilities and any files, records, and equipments to the new members in the January Board meeting.

Voting:

Board of Directors will be elected at the election meeting. Absentee votes are accepted by email, mail or fax one day prior to the election meeting night. At the end of election meeting, the election result is finalized.

Section 6: Candidates

Candidates must be legal residence of the U.S. Elected candidates for the board must have been active members of the corporation (good standing member for a minimum of six consecutive months) prior to the date of their nomination. All candidates must register their candidacy one month prior to the election date.

Section 7: Meetings of the board of directors

Meetings of directors shall be held at least once every month. These meetings shall be held at such a place, which has been designated, from time to time, by resolution of the board of directors. Any meeting, regular or special, should be publicized to all board members via email, telephone, mail, or other communication media at least three days in advance. The locations and dates of such meetings shall be disclosed to the members of the corporation upon written request.

Section 8: Order of business

The regular order of business of the corporation's monthly board meetings shall be as follows: reading of minutes of previous meetings, reports of directors, unfinished business, new business, plan for future meetings and events, and adjournment.

Section 9: Quorum of the board of directors

A quorum shall consist of at least Four Board members, one of whom must be the president or vice president. All decisions passed must have the support of the majority of members present. No business shall be considered by the board at any meeting at which a quorum, as hereinabove defined, is not present, and the only motion, which shall be entertained at such meeting, is a motion to adjourn.

The directors present at a duly called and held meeting at which a quorum is initially present, and subsequently lost, may not continue to do business. The meeting shall be adjourned prior to the loss of quorum and any unfinished business shall be postponed to the following meeting.

Section 10: Majority action as board action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the board of directors.

Section 11: Vacancies

Vacancies on the board of directors shall exist:

- On the death, resignation or removal of any director, and/or
- Any director may resign effective upon giving written notice to the president or the secretary of the corporation, unless the notice specifies a later time for the effectiveness of such resignation. The effective resignation should be recorded in the corporation books or minutes of the board meeting.

Vacancies in the elected directors, except for the president, shall be filled by willing and qualified members of the previous Boards, or an emergency election may be held, as decided by the Board . A vacancy created by the removal, resignation or death of the president shall be filled by the vice president for the remainder of that term.

Section 12: Non-liability of directors

The directors will not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 13: Indemnification by corporation of directors, and other agents

To the extent that a person, who is, or was a director, employee or other agent of this corporation, has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he/she is, or was, an agent of the corporation and has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgment fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation, but only to the extent allowed by, and in accordance with, the requirements of the California Nonprofit Corporation Act.

Section 14: Removal from office

A motion for removal of any director can be initiated by any voting member of the corporation upon securing a removal petition with the signatures of at least 20% of the voting members, and submission of the petition to the President or Vice President/Secretary of the corporation. A reconfirmation vote must take place within sixty days from the date of submission of the petition pursuant to Article 4, section 5 herein.

ARTICLE 5: DIRECTORS' DUTIES

Section 1: Directors

The Board of Directors of the corporation shall include a President, a Secretary, a Treasurer, a Director of membership, a Director of public relations, a Director of technology, and a Director of logistics. One of the board members, except the President, shall be elected as Vice President. The board members of a new Board shall elect the President, Vice President, and the directors in the first meeting after the election. Duties of the directors are as follows:

President

President. The president shall serve as the official representative and spokesperson of the AIAP in public forums and in contacting other organizations, such as other Iranian-American cultural and civic non-profit organizations. The president shall set the agenda for and preside over all meetings of the Board and of the members; appoint chairs of the standing committees with consent of the Board; and appoint other committees as may be deemed necessary by the Board. The president shall make decisions for the AIAP on policy issues when specifically empowered to do so by the Board; advise the members of pertinent matters affecting the welfare of the AIAP and the Iranian-American Community; disburse funds of the AIAP within limits set by the Board; act as treasurer in the absence or inability of the treasurer. The president should also stimulate active interest in the AIAP membership; provide constructive volunteer roles; and promote harmony among members of the AIAP, other organizations, and other Iranian-American cultural and civic non-profit organizations. The president shall preside at all meetings including the Board meetings, the general meetings, and all other special meetings. He/she shall preserve order, put all proper motions before the meeting if duly seconded, and decide all questions of order subject to appeal to the meetings. He/she shall be knowledgeable of all activities of the corporation and ensure their compliance with the articles of

incorporation of the corporation. He/she shall be responsible for communicating all Board's actions to the members semiannually or more frequently as needed. Either the president or the treasurer must sign all checks, but checks for \$2,000.00 or more will require the signatures of the treasurer and the president. He/she shall perform other duties as may be properly assigned to him/her by the Board.

Vice President (Not a Single Position)

Vice President is not a single position. Any of the board members, except the President, could be assigned as Vice President. The Vice President shall perform the duties of the President in the event of absence, death, or resignation of the President.

Secretary

The Secretary shall keep accurate records of all meetings of the Association and copies of all appropriate papers offered for publication by the Association. The secretary is responsible for all AIAP correspondence and should respond to all emails sent to the AIAP email address. The secretary is responsible to check phone messages for AIAP and respond accordingly. He / She shall keep all documents related to the position, including but not limited to corporate records binder. He / she shall maintain a supply of standard forms of the Association. He / She shall keep all related supplies as well as office supplies such as: certificates, seals, and card etc. He / She shall perform all other duties as may be properly assigned to him / her by the board of directors, and as defined by law.

Treasurer

The Treasurer shall receive all funds of the Association and deposit them as directed by the Association. He / She shall pay all bills properly presented for payment under laws of the branch and shall sign all checks. He / she shall have receipts for all monies received and shall keep books of accounts correctly posted and ready for audit. If unable to attend any meeting of the Association he/She shall arrange with another board director. He/she shall at each meeting present a report of the finances of the Association to the members. He / she shall keep all finance related documents of the Association including but not limited to branch endorsement stamp, expense binder, check books, money receipt book, etc. He / she shall perform all other duties as may be properly assigned to him/her by the board of directors, and as defined by law. Checks for \$2,000.00 or more will require the signatures of the treasurer and the president.

Director of Membership (DM)

The DM shall be in charge of “recruitment and membership”. DM shall approve membership applications. DM shall keep and be in charge of all documents related to the position, including but not limited to member's information binder, application binder, members information database, etc. The DM shall prepare the membership renewal forms and send them to the members. The DM should prepare name tags for the members in good standing and renew them on the annual basis. The DM should always keep the

records and database updated by any convenient means of communications such as telephone or e-mail. The DM shall perform all other duties as may be properly assigned to him / her.

Director of Public Relations (DPR)

The DPR shall be in charge of identifying and contacting speakers and performers, and arranging speeches and performances at the AIAP's social events and general meetings, as approved by the Board. The DPR is also responsible to work with the other organizations when AIAP has a joint program with them. The DPR shall keep all records and documents related to his/her position. The DPR shall perform other activities as may be occasionally assigned to him/her by the President in the capacity of AIAP's representative and spokesperson in public forums and contacting other organizations, such as other Iranian-American cultural and civic non-profit organizations.

Director of Technology (DT)

The DT is responsible for preparing AIAP's Announcements and send to member list. The DT shall be also in charge of maintaining and updating the corporation's Website, and posting the corporation's announcements and information pages and links thereon. The DT shall be in charge of providing for the corporation's audio and visual needs. The audio needs may include sound system for all Board meetings, general meetings, and all events sponsored by the corporation. The visual needs may include screen, display, or computer setup for displaying or running banners, announcements, and other presentation materials.

Director of Logistics (DL)

The DL shall be in charge of arranging and setup of place, food, drinks, and decorations for the corporation's meetings and events including monthly meetings, picnic and other events. The DL shall identify the proper places for all meetings and events, make reservations, contracts, or other arrangements, as approved and authorized by the Board. The DL shall also identify proper caterers of food and drinks for all meetings and events, make reservations, contracts, or other arrangements, as approved and authorized by the Board.

Alternate Board Members (ABM)

ABMs will assist the other AIAP board members based on the needs and requirements. In case a board member leaves AIAP the first ABM will automatically takes the position and becomes a board member. If none of the board members did not leave the board within a year and ABM did not become a board member, the ABM will have to participate in the next year election to be elected as a board member.

ARTICLE 6: MEMBERS AND MEETINGS

Section 1: Membership

The corporation shall have the following classes of members:

- Professional Members: Professional Member of the corporation is a member with any educational and professional background and experience,
- Family Members - Family Members entitles member, his and her spouse
- Silver Professional - Standard Professional package plus one Free VIP dinner to monthly general meetings
- Silver Family - Standard Family package including two free tickets to monthly general meetings
- Student Members: A Student Member of the corporation is a full-time student in any higher education institution

Section 2: Voting Power

The privilege of voting shall belong to members only. Each member shall be entitled to one vote. Voting privileges shall commence after approval of the membership application and payment of all applicable fees.

Section 3: Approval of Membership Applications

The director of Membership (DM) shall approve all applicants' qualifications. The DM shall have the power to accept or reject any applicant based on his/her qualifications. DM may ask the Board for consideration of an application where an application does not conform to the general requirements of the membership.

Section 4: Membership fees

The board of directors may determine, from time to time, the amount, period, and procedure of payments of annual dues, payable to the corporation by members of each class. Membership fee is due on the beginning of the calendar year. Student memberships are discounted.

Section 5: Membership identification

The board of directors may provide a form certificate evidencing membership in the corporation. Each certificate shall bear the corporation's seal and shall contain a statement indicating that the corporation is a nonprofit corporation.

Section 6: Termination of membership

The board of directors shall have summary power by a vote of majority of its members to suspend, expel or terminate the membership of any member for a conduct which in its opinion disturbs the order, dignity, business, or harmony, or impairs the good name, popularity or prosperity of the organization, or which is likely to endanger the interest

and welfare of the corporation. The proceedings of the board of directors in such matters are final and conclusive.

Section 7: Non-liability of members

No member shall be personally liable to any creditor of the corporation for any indebtedness or liability, and any and all creditors shall look to the corporation assets for payment.

Section 8: General meetings

The general meetings of the corporation will be held once a month. Date, time, and location of each general meeting shall be made available to all members at least two weeks in advance.

Special meetings will be called by the board of directors, the president, or through a petition signed by 20% of the voting members, by written request indicating the agenda, date, time, and location of the meeting, at least two weeks prior to that meeting.

There will be a minimum of ten monthly general meetings annually. The agenda, time and place of such meetings shall be announced by the board of directors at least one week in advance in writing. Norouz party and summer picnic are not considered as a general meeting.

ARTICLE 7: FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December.

ARTICLE 8: AMENDMENTS

Section 1: Amendments of Articles

These Articles may be amended at any time by the consent of a 2/3 majority of the voting members of the corporation present at any monthly meeting, provided that 20% of the voting members are present at such a meeting, and notice and content of proposed revision had been included in the call for that meeting 30 days in advance.

Section 2: Procedures for amending the bylaws

Proposed amendments to these bylaws shall be considered for the vote of the members only if and when the proposal has been reviewed and approved by the board of directors of the corporation, or through a petition signed by at least 20% of the corporation's voting members.

ARTICLE 9: NEW ARTICLES EFFECTIVE DATE AND PROCEDURES

This Article will become effective upon the vote of the majority of the members present at the AIAP April 2016 general meeting.

AMENDMENT 1: ADVISORY BOARD

Advisory Board (AB) is a no voting board which provides advice and directions to the current AIAP Board. AB members consists of three to five people outside of the AIAP Board of Directors and two of the current AIAP Board of directors. The current President of the AIAP should be one of the two members of the AIAP Board participating in AB. The Advisory Board will be selected by the AIAP Board for a period of four years. The meetings of the AB are as needed and will be determined by the AB itself.

AMENDMENT 2: GRIEVING COMMITTEE

AIAP Board of Directors will assign three individuals to form a Grievance Committee. The responsibility of such committee is to be in direct contact with people who are upset with something in AIAP and want to bring a complaint. The Committee should establish people's trust and resolve the issues in best possible way. This committee will consist of three members (two AIAP board members and one AIAP non-board member).

AMENDMENT 3: ELECTION COMMITTEE

Prior to each AIAP election, AIAP will create an Election Committee to oversight the election process. The committee will be involved with the election process from candidacy nominations, preparation of the ballots and voting process. Formation of such committee makes the election process more transparent. The Election Committee will comprise of three AIAP members, including one board member and two non-board members not running for the Board. The committee will be assigned by AIAP board members.