

IRAN CULTURAL AND EDUCATIONAL CENTER

AMENDED BYLAWS

ARTICLE I -- LEGAL STATUS

- 1.01 The name of the corporation shall be Iran Cultural and Educational Center (referred to in these by-laws as ICEC or “the Corporation”). No Board member or agent of the Corporation shall use its name other than in a duly authorized manner.
- 1.02 The Iran Cultural and Educational Center is a non-profit corporation organized and existing under the laws of the State of Maryland, USA.
- 1.03 The Corporation shall observe all local, state and federal laws which apply to non-profit organizations as in Section 501(c)(3) of the United States Internal Revenue Code. ICEC shall be non-commercial, non-partisan and non-sectarian and shall have no political or religious affiliation to any group, party or government and shall take no part in the support or election of candidates for public office.
- 1.04 The principal office of the Corporation shall be located in Montgomery County, Maryland or at any other place or places as the Board of Trustees may designate. The Corporation may have additional offices at such places as the Board of Trustees may from time to time determine or the business of the Corporation may require.

ARTICLE II – PURPOSE

- 2.01 The purpose of the Corporation is to create a nurturing environment that strengthens the sense of connection, pride and appreciation of Persian culture and Iranian heritage and history. The Corporation shall aspire to achieve its purpose through providing Persian language classes, celebrating Iranian traditions and conducting other social events that are inherently cultural and educational. The Corporation does not discriminate based on race, religion, and national or ethnic origin. Employment in the corporation and participation in all activities, programs and benefits of the Corporation shall be open to all without regard to race, color, gender, national origin, disability, marital status, religion, age, or any other consideration prohibited by applicable federal, state or local laws.

ARTICLE III -- ORGANIZATION

- 3.01 The Corporation shall be governed by the BOARD OF TRUSTEES and OFFICERS of the Corporation.

ARTICLE IV – BOARD OF TRUSTEES

- 4.01 The Board of Trustees is the highest authority of the corporation with the responsibility of overseeing the corporation affairs and ensuring the operations of the corporation are in line with its purpose. Major responsibilities of Board of Trustees include but not limited to:
 - i. Changes to corporation Bylaws
 - ii. Changes in the number of elected members of Board of Trustees

- iii. Approval of elected members of Board of Trustees
 - iv. Removal of an elected member of the Board of Trustees
 - v. Appointment of Officers
 - vi. Approval of annual operating budget
 - vii. Approval of corporation's annual financial statement
 - viii. Approval of any capital or financial investment
 - ix. Dissolution of the Corporation
- 4.02 The Board of Trustees shall consist of seven members. Those seven members, also referred to as Permanent Members, shall be the persons named below whom, unless they resign or are removed from the board, shall act as members of Board of Trustees in perpetuity:
- i. **IRAN AMIN ARBABI**, (Founding Member)
 - ii. **MEHRI ALIZADEH**,
 - iii. **GHOLAM-HOSSEIN AZARBAYEJANI**, (Founding Member)
 - iv. **FEREIDOON BEHBAHANI**,
 - v. **RASSA DAVOUDPOUR**,
 - VI **BRIAN OLINER**, and
 - VII **HESAM YOUSEFI**
- 4.03 Any member of Board of Trustees may resign by filing a written resignation with the chairperson. The Board of Trustees may also remove a member who has shown disinterest in supporting the Corporation's purpose and goals or has engaged in activities that appear to be in conflict with the Corporation's purpose and goals by the affirmative vote of two-thirds of all the votes of the Trustees entitled to cast a vote on the matter.
- 4.4 Any vacancy in the Board of Trustees shall be filled by the remaining members. Nominees to fill the vacated position shall be nominated from among those who have shown adherence to the Corporation's purpose and its goals through years of active support of the Corporation. Selection of the person to fill the vacated position shall be by a majority vote of the then Board of Trustees to a term of 3 years with no limitation on the number of terms the person may be elected to serve. The elected board member may become a permanent member of the Board of Trustees upon the completion of one full term and the unanimous consent of all then serving permanent members.
- 4.05 **ANNUAL AND REGULAR MEETINGS.** An annual meeting of the Board of Trustees shall be held in the month of July in the state of Maryland. In addition to annual meeting, the Board of Trustees may provide, by resolution, the time and place, either within or outside the State of Maryland, for the holding of regular meetings of the Board of Trustees.
- 4.06 At the annual meeting of the Board of Trustees, the members will elect with simple majority the Chairperson of the Board of Trustees. The elected Chairperson will serve for one year or until next election, without any limitation on the number of terms s/he may serve.

- 4.07 **SPECIAL MEETINGS.** Special meetings of the Board of Trustees may be called by The Chairperson of Board of Trustees, at the request of a majority of the Board of Trustees members or the president.
- 4.8 **QUORUM.** All meetings of the Board of Trustees require presence of minimum of the two thirds of total number of members of the Board of Trustees.
- 4.9 **NOTICE.** Notices of annual meetings and any special meetings shall be given by written notice to each member of the Board of Trustees at least 5 days in advance. Neither the business to be transacted at, nor the purpose of any annual, regular or special meeting of the Board of Trustees need be stated in the notice, unless specifically required by statute or these bylaws.
- 4.10 **VOTING.** The action of the majority of the total members of the Board of Trustees shall be the action of the Board of Trustees, unless the concurrence of a greater proportion is required for such action by applicable statute or the by-laws of the Corporation.
- 4.11 Changes in the Corporation bylaws, changes in the number of the members of the Board of Trustees and removal of a member require vote of two-third of the then total number of Board of Trustees.
- 4.12 **INFORMAL ACTION BY TRUSTEES.** Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting, if consent in writing to such action is signed by each trustee and such written consent is filed with the minutes of proceedings of the Board of Trustees.
- 4.13 **CLOSED MEETINGS.** All meetings of the Board of Trustees or any executive or other committees of the Board of Trustees shall be open to the public except that the Board or any executive or other committee may vote to close all or part of a meeting in order to discuss personnel matters, or other subjects normally considered to involve personal privacy or trade or business secrets, to consult with legal counsel, or for other good cause as determined by the Board or such committee, as the case may be. This vote must be in open meeting and the minutes shall include a brief summary of the basis or reason for closing the meeting in whole or in part. Members shall be required to maintain the confidentiality of any matter discussed in a closed meeting or any part of a meeting that is closed. Any breach of confidentiality by a member will be grounds for removal from the Board.
- 4.14 **COMPENSATION.** The members of the Board of Trustees shall not receive any stated salary for their services as members of the Board of Trustees but, by resolution of the Board of Trustees, a fixed sum and expenses of attendance, if any, may be allowed to members for attendance at each annual, regular or special meeting of the Board of Trustees or of any committee thereof; but nothing herein contained shall be construed to preclude any member of the Board of Trustees from serving the Corporation in any other capacity and receiving compensation.
- 4.15 **ATTENDANCE AND OTHER RESPONSIBILITIES.** In agreeing to serve, each member of board of trustees accepts the responsibilities of being a trustee, knowing that

the board can function well only through the active participation of its members, and that the board is responsible for carrying out the purposes and overseeing the affairs of the Corporation, even though day to day conduct of the Corporation's business may be largely handled by its trustees, agents or committees. Nothing in this section shall be considered to impose upon any member of board of trustees any liability or legal responsibility for acts or omissions beyond that applicable under the laws of Maryland.

- 4.16 SPECIAL COMMITTEE(S). The Board of Trustees may appoint from among its members, officers of the corporation or others, special committee(s) to transact special tasks, consistent with the purpose and the goals of the corporation. Role and Responsibilities of each committee will be decided by the Board of Trustees.

ARTICLE V -- OFFICERS

- 5.01 GENERAL PROVISIONS. Except for the President and Vice President that can be elected from among non-members of the Board of Trustees, officers of the Corporation shall be elected annually by the Board of Trustees from members of the Board of Trustees. Each officer shall hold office until his or her successor is elected and qualifies or until his or her incapacitation, resignation or removal in the manner hereinafter provided. Any two or more offices except president and vice president may be held by the same person. Election or appointment of an officer shall not of itself create contract rights between the Corporation and such officer.
- 5.02 REMOVAL. Any officer of the Corporation may be removed by the Board of Trustees, with or without cause, if in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- 5.03 VACANCIES. A vacancy in any office may be filled by the Board of Trustees for the balance of the term.
- 5.04 PRESIDENT. The president shall be the principal executive officer of the Corporation and shall in general supervise and control all operations of the business and affairs of the Corporation. He or she may execute any deed, mortgage, bond, contract or other instruments which the Board of Trustees has authorized to be executed, except in cases where the execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws to some other officers of the Corporation or shall be required by law to be otherwise executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of Trustees from time to time.
- 5.05 VICE PRESIDENTS. In the absence of the president or in the event of a vacancy in such office, the vice president (or in the event there be more than one vice president, the vice presidents in the order designated at the time of their election or, in the absence of any designation, then in the order of their election) shall perform the duties of the president and when so acting shall have all the powers of and be subject to all the restrictions upon the president; and shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board of Trustees. The Board of Trustees may

designate one or more vice presidents as executive vice president or as vice president for particular areas of responsibility.

- 5.06 **SECRETARY.** The secretary shall (a) keep the minutes of the proceedings of the members, the Board of Trustees and committees of the board in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation; (d) and in general perform such other duties as from time to time may be assigned to the secretary by the chairperson or by the Board of Trustees.
- 5.07 **TREASURER.** The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositaries as may be designated by the Board of Trustees.
- 5.08 The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the president and Board of Trustees, at the regular meetings of the board or whenever they may require it, an account of all his or her transactions as treasurer and of the financial condition of the Corporation.
- 5.09 If required by the Board of Trustees , the treasurer shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Trustees for the faithful performance of the duties of his or her office and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.
- 5.10 **OTHER OFFICERS.** The Board of Trustees may, in its discretion, appoint such other officers as it deems appropriate, including vice presidents, assistant secretaries and assistant treasurers.
- 5.11 **ADVISORY BOARDS.** The Board of Trustees may establish one or more Advisory Boards. The size, duration, and responsibilities of such boards shall be established by a majority vote of the Board of Trustees.
- 5.12 **ANNUAL REPORT.** The President of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a statement of the results of operations for the preceding fiscal year, which shall be submitted at the annual meeting of the Board of Trustees.
- 5.13 **COMPENSATION.** Unless otherwise authorized by the Board of Trustees, Board Members shall not receive any salary for their services as officers.

- 5.14 PAID STAFF. The president may hire such paid staff as he or she deems proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated by the president.

ARTICLE VI -- CONTRACTS, LOANS, CHECKS AND DEPOSITS

- 6.01 CONTRACTS. The Board of Trustees may authorize any officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.
- 6.02 CHECKS AND DRAFTS. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Trustees.
- 6.03 DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Trustees may designate.

ARTICLE VII -- FISCAL YEAR

- 7.01 The corporate fiscal year starts on July 1st and ends June 30th of the succeeding year. The Board of Trustees shall have the power, from time to time, to change the fiscal year of the Corporation by a duly adopted resolution.

ARTICLE VIII -- SEAL

- 8.01 SEAL. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Incorporated Maryland." The Board of Trustees may authorize one or more duplicate seals and provide for the custody thereof.
- 8.02 AFFIXING SEAL. Whenever the Corporation is required to place its corporate seal to a document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to place the word "(SEAL)" adjacent to the signature of the person authorized to execute the document on behalf of the Corporation.

ARTICLE IX -- INDEMNIFICATION

- 9.01 To the maximum extent permitted in Section 2-418 of the Maryland General Corporation Law, as amended from time to time, the Corporation shall indemnify, and shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, (i) any individual who is a present or former trustee or officer of the Corporation or (ii) any individual who serves or has served another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a director or director of such corporation or as a partner or trustee of such partnership, joint venture, trust or employee benefit plan at the request of the Corporation. The Corporation may, with the approval of its Board of Trustees, provide such indemnification and advancement of expenses to a person who served as predecessor of the Corporation in any of the capacities described in (i) or (ii)

above and to any employee or agent of the Corporation or a predecessor of the Corporation.

- 9.02 Neither the amendment nor repeal of this Section, nor the adoption or amendment of any other provision of the bylaws or charter of the Corporation inconsistent with this Section, shall apply to or affect in any respect the applicability of the preceding paragraph with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ARTICLE X -- WAIVER OF NOTICE


- 10-01 Whenever any notice is required to be given pursuant to the charter or bylaws of the Corporation or pursuant to applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at nor the purpose of any meeting need be set forth in the waiver of notice, unless specifically required by statute. The attendance of any person at any meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE XI -- AMENDMENT OF BYLAWS

- 11-01 The Board of Trustees shall have the power, by the affirmative vote of the majority of all the votes cast at a meeting of the Board of Trustees duly called and at which a quorum is present, to adopt, amend or repeal any bylaws of the Corporation and to make new bylaws, provided that a copy of the proposed bylaws or of any amendment or repeal of all or any portion of the existing bylaws shall be delivered to each member of the Board of Trustees at least fifteen (15) days before the meeting at which the same is to be considered.

CERTIFICATE OF SECRETARY

The foregoing are certified as the amended bylaws of Iran Cultural and Educational Center (the "Corporation"), replacing any bylaws or amended bylaws enacted and approved by the Board of Trustees prior to the date affixed below, duly adopted by the Board of Trustees of the Corporation. The said Amended Bylaws are in full force and effect and constitute the entire bylaws of the Corporation as of the date of this Certificate.



Date: 5/15/2015

Rassa Davoodpour, Secretary