

**BY-LAWS OF THE
IRANIAN ASSOCIATION OF BOSTON, INC.**

**SECTION 1. NAME, PURPOSES, LOCATION, CORPORATE SEAL
AND FISCAL YEAR**

- 1.1. Name and Purposes. The name and purposes of the corporation shall be as set forth in the articles of organization.
- 1.2. Location. The principal office of the corporation in The Commonwealth of Massachusetts shall initially be located at the place set forth in the articles of organization of the corporation. The Council may change the location of the principal office in The Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.
- 1.3. Corporate Seal. The Council may adopt and alter the seal of the corporation.
- 1.4. ¹Fiscal Year. The fiscal year of the corporation shall end on December 31 in each year.

SECTION 2. MEMBERS

- 2.1. Number, Election and Qualification. Any resident of New England, aged 18 or older, sharing the objectives of the Iranian Association of Boston shall be eligible for membership in the Association. Unless the members otherwise designate and except as provided in Section 2.2 below, there shall be no other qualifications for members. No such designation shall disqualify a member in office when the designation is made.
- 2.2. Tenure. Annual membership of current members who have paid their dues is valid from January 1st until December 31st of the calendar year, or until he/she sooner dies, resigns, is removed or has lost its qualification (According to Section 2.4). Membership of new members who join the association after the Annual Meeting is valid until December 31 of the calendar year following the initial year of membership, or until he/she sooner dies, resigns, is removed or has lost its qualification (According to Section 2.4).
- 2.3. Powers and Rights. The members shall have the right to elect Council Members as provided in Section 4.1 and such other powers and rights as are vested in them by law, the articles of organization or these by-laws.
- 2.4. Suspension or Removal. A member may be suspended or removed for non-payment of dues or with cause at any meeting of the members then in office. A member may be removed for cause only after reasonable notice and opportunity to be heard. Dues will be returned on a prorated basis.

¹ On May 2000 Article 1.4 with approval of members was changed.

- 2.5. Resignation. A member may resign by delivering his/her written resignation to the president, treasurer or secretary of the corporation, to a meeting of the members or Council Members or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.
- 2.6. Annual Meeting. The annual meeting of the members shall be held on a Saturday or a Sunday in April of each year. The annual meeting may be held at the principal office of the corporation or at such other place within the United States as the president, members or Council shall determine. The date of the annual meeting may be changed by the Council to a Saturday or a Sunday no later than the end of June of the same year. Notice of any change of the date fixed in these by-laws for the annual meeting shall be given to all members at least twenty days before the new date fixed for such meeting. If an annual meeting is not held as herein provided, a special meeting of the members may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these by-laws, except in this Section 2.6, to the annual meeting of the members shall be deemed to refer to such special meeting. Any such special meeting shall be called and notice shall be given as provided in Sections 2.8 and 2.9.
- 2.7. Regular Meetings. Regular meetings of the members may be held at such places within the United States and at such times as the members may determine.
- 2.8. Special Meetings. Special meetings of the members may be held at any time and at any place within the United States. Special Meetings of the members may be called by the Council, or the members. A special meeting may be called by the written request of at least fifteen percent of members after a representative of the members meet with the Council at a meeting of the Council to debate the issues prior to a call for a special meeting. The notice of the special meeting shall be sent by the Secretary, or in the case of the Secretary's absence, incapacity or refusal, by any other officer.
- 2.9. Call and Notice.
- (a) Annual and Regular Meetings. Sufficient notice of the time and place of annual or regular meetings of the members shall be given to each member. Such notice must specify the purpose of an annual or regular meeting if there is to be considered at the meeting contracts or transactions of the corporation, amendments to these by-laws, suspension or removal of a Council Member or if it is required by law, the articles of organization or these by-laws.
- (b) Special Meetings. Sufficient notice of the time and place of special meetings of the members shall be given to each member. Such notice must specify the purpose of the meeting (with sufficient detail) and the question as proposed by the petitioner. The notice should also state that no other business shall be conducted.
- (c) Sufficient Notice. Except as otherwise expressly provided, it shall be sufficient notice to a member to send notice by mail at least one week or by e-mail at least twenty-four hours before the meeting addressed to him at his/her usual or last known business or residence address or to give notice to him in person or by telephone at least twenty-four hours before the meeting. The Secretary shall, within the records of the council meetings, certify to the Council that all Members were sufficiently notified of the special meeting as per the

requirements of this Section 2.9 (c). All Members hereby agree to accept the Secretary's certification as conclusive and definitive evidence that all Members were in fact sufficiently notified of the Special Meeting, in full compliance of these by-laws.

- (d) Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to any member if a written waiver of notice, executed by him (or his/her attorney thereunto authorized) before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

2.10 ² Quorum. At any meeting of the members 15 percent of the members then in office (in good standing) and present in person (except for the special meetings held for counting mailed ballots of election or referenda of the Association) shall constitute a quorum. Any meeting may be adjourned to such date or dates not more than 45 days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present. If at the meeting of members held as adjourned a quorum is not present, those members present in person shall constitute a quorum for all purposes at that meeting.

2.11. Action by Vote. Each member shall have one vote. At the Annual Meeting, only agenda items announced to the entire membership prior to the meeting can be voted on. Any question raised outside of the agenda can be discussed, but must be referred to the entire membership for voting by mailed ballot. When a quorum is present at a meeting as described in sections 2.6, 2.7, and 2.8, a majority of the votes properly cast by members present in person shall decide the question, unless otherwise provided by law, the articles of organization, or

- (a) Provided by the recommendation of the majority in the meeting to refer the question to the entire membership to vote by mailed ballot; and
- (b) In cases specified in Section 4.1 (c) Election Process (i.e., the special meeting for the final election of the Council Members), Section 9.1 (voting on the amendments of the by laws), Section 8.1 and Section 8.3.

However, Council Members shall be elected by a plurality of the votes cast (i.e., the candidates receiving the largest number of votes get elected).

2.12. Action by Writing. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting if all members entitled to vote on the matter consent to the action in writing and the written consents are filed with the records of the meetings of the members. Such consents shall be treated for all purposes as a vote at a meeting.

2.13 Presence through Communications Equipment. Unless otherwise provided by law or the articles of organization, the members may participate in a meeting of the members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

² On September 1989 with approval of members 25 percent changed to 15 percent.

2.14 Committees.

- a) The members may instruct the Council at any meeting to form a committee to study an issue and report to the members.
- b) The members may elect a Referendum Committee, which shall be charged with conducting the referenda, the nomination process, the elections, the collection, and the counting of the ballots associated therewith. No nominee for Council membership, Council Member or officer of the Association may be a member of the Referendum Committee. The members of the Referendum committee shall remain in office till the next member's meeting. Any vacancy in the Referendum Committee may be filled from alternate committee members selected at the same members meeting in which the committee members were elected.

2.15 Compensation. Members shall not be entitled to receive compensation for their services; however, members shall not be precluded from serving the corporation in any other capacity and receiving compensation for any such services. If a member is compensated for providing a service to the corporation, it should be disclosed to and documented by the Council that such compensation and the basis for such a decision was fair and just.

**SECTION 3. SPONSORS, BENEFACTORS, CONTRIBUTORS,
ADVISERS, FRIENDS OF THE CORPORATION**

The members or Council may designate certain persons or groups of persons as sponsors, benefactors, contributors, advisers or friends of the corporation or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and shall in such capacity have no right to notice of or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall have no other rights or responsibilities.

SECTION 4. COUNCIL

4.1 Membership

- a) ³Number of Council Members: The members annually may fix the number of Council Members upon the advice of the Council and shall elect the number of Council Members so fixed through referendum, but there shall not be less than seven Council Members at any time. Whenever the total number of Council Members is increased, the terms of such additional Council Members shall be staggered so as to allow the members to elect approximately one-half of the total number of Council Members at the special meeting in which the election of Council Members occurs. Council Members shall serve until his/her successor shall be elected. A Council Member must necessarily be a member.
- b) ⁴Nomination Process: The number of nominees shall not exceed three times the number of openings on the council. The council may nominate one candidate for

³ On May 14, 2014 with approval of members by a referendum the number of council members reduced from 9 to 7.

⁴ On May 14, 2014 with approval of members by a referendum the phrase "for at least one year" is removed from "a nominee for the council is required to be a member for at least one year prior to the annual meeting"

each opening. The other nominees shall be selected by the members. The members present in the annual meeting shall nominate their slate of individuals after hearing the candidates to serve as Council Members. A nominee for the council is required to be a member prior to the annual meeting.

c) Election Process: The election of the Council Members shall occur at a special meeting called for such purpose after the annual meeting at which the ballots will be opened and counted. At least thirty days before the special meeting at which the election shall take place, the Referendum Committee (as provided in Section 2.14) shall mail printed ballots, containing the names of all nominees, to all members of the Association with such return envelopes as will enable the Referendum Committee to authenticate each ballot without disclosing how the member voted, and with such information concerning each of the nominees as the Council Members may determine. Only such mailed ballots as are duly received by the Referendum Committee in official return envelopes at least one day prior to special meeting, or cast in person shall be opened and counted.

- 4.2. Tenure. Except as provided in Section 4.1 above, each Council Member shall hold office for a period of two years but in any event until his/her successor is elected and qualified, or until he/she sooner dies, resigns, is removed or becomes disqualified. No Council Member may be elected to more than two full terms consecutively.
- 4.3. Powers. The affairs of the corporation shall be managed by the Council who shall have the powers customarily exercised by the board of directors and who shall have and may exercise all the powers of the corporation, except those powers reserved to the members by law, the articles of organization or these by-laws.
- 4.4. Committees. The Council may elect or appoint one or more committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the Council are delegated shall consist solely of Council Members. Unless the Council otherwise designate, committees shall conduct their affairs in the same manner as is provided in these by-laws for the Council Members. The members of any committee shall remain in office at the pleasure of the Council.
- 4.5. Suspension or Removal. A Council Member may be suspended with cause by vote of a majority of the council members or removed with or without cause by vote of a two-thirds majority of the Members. In both cases, reasonable notice and opportunity to be heard by the members shall be given within a reasonable time period.
- 4.6. Resignation. A Council Member may resign by delivering his/her written resignation to the Chair of the Council, president, treasurer or secretary of the corporation, to a meeting of the members or Council Members or to the corporation at its principal office. Such resignation shall be effective at the end of the subsequent meeting of the council and may be rescindable until that time.
- 4.7. Vacancies. Any vacancy in the Council, except a vacancy resulting from enlargement (which must be filled in accordance with Section 4.1), may be filled by the members or Council Members from alternate Council Members selected at previous meeting in which the Council Members were elected, if possible. Each successor shall hold office for the unexpired term or until he/she sooner dies, resigns, is removed or becomes disqualified.

The Council Members shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

- 4.8 Regular Meetings. Regular meetings of the Council may be held at such places and at such times as the Council may determine.
- 4.9 Special Meetings. Special meetings of the Council may be held at any time and at any place when called by the Chair of the Council (or if there be no such chair, the president) or by two or more Council Members.
- 4.10 Call and Notice.
- (a) Regular Meetings. No call or notice shall be required for regular meetings of Council, provided that reasonable notice (i) of the first regular meeting following the determination by the Council of the times and places for regular meetings shall be given to Council Members, (ii) specifying the purpose of a regular meeting shall be given to each Council Member if there are to be considered at the meeting (a) contracts or transactions of the corporation with interested persons, (b) amendments to these by-laws, (c) an increase or decrease in the number of Council Members, or (d) removal or suspension of a Council Member and (iii) shall be given as otherwise required by law, the articles of organization or these by-laws.
 - (b) Special Meetings. Reasonable notice of the time and place of special meetings of the Council shall be given to each Council Member. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the articles of organization or these by-laws or unless there is to be considered at the meeting (i) contracts or transactions of the corporation with interested persons, (ii) amendments to these by-laws, (iii) an increase or decrease in the number of Council Members, or (iv) removal or suspension of a Council Member.
 - (c) Sufficient Notice. Except as otherwise expressly provided, it shall be sufficient notice to a Council Member to send notice by mail or e-mail at least forty-eight hours before the meeting addressed to him at his/her usual or last known business or residence address or to give notice to him in person or by telephone at least twenty-four hours before the meeting. In emergency circumstances and upon request of President or the Council Chair, this time period may be reduced.
 - (d) Waiver of Notice. Any Council Member may provide the council with a written waiver that exempts the requirement of notice for one or more specified meetings.
- 4.11 Quorum. At any meeting of the Council a majority of the Council Members then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- 4.12 Action by Vote. When a quorum is present at any meeting, a majority of the Council Members present and voting shall decide any question, including election of officers, unless otherwise provided by law, the articles of organization, or these by-laws.

- 4.13 Action by Writing. Any action required or permitted to be taken at any meeting of the Council may be taken without a meeting if all the Council Members consent to the action in writing and the written consents are filed with the records of the meetings of the Council. Such consents shall be treated for all purposes as a vote at a meeting.
- 4.14 Presence through Communications Equipment. Unless otherwise provided by law or the articles of organization, members of the Council may participate in a meeting of such Council by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.
- 4.15 Compensation. Council Members shall not be entitled to receive compensation for their services.
- 4.16 Conflict of Interest. In the event a Council Member is a party in interest to a transaction involving the Corporation, whether it is a direct or indirect interest, it shall be the fiduciary duty of the Council Member to disclose this interest to the Council. The Council Member, upon notifying the Council, shall recuse himself from any vote regarding this transaction, and shall not be present during Council deliberation regarding the transaction.

SECTION 5. OFFICERS AND AGENTS

- 5.1 ⁵Number and Qualification. The officers of the corporation shall be the president, treasurer, secretary and such other officers, if any, as the Council may determine. The corporation may also have such agents, if any, as the Council may appoint. An officer, except the president, may but need not be a Council Member or member. The president shall be an active member of IAB for at least one year before nominated and elected. The clerk shall be a resident of Massachusetts unless the corporation has a resident agent duly appointed for the purpose of service of process. A person may hold more than one office at the same time. If required by the Council, any officer shall give the corporation a bond for the faithful performance of his/her duties in such amount and with such surety or sureties as shall be satisfactory to the Council.
- 5.2 Election. The president, treasurer and secretary shall be elected annually by the Council at their first meeting following the special meeting at which the election of Council Members takes place. Other officers, if any, may be elected by the Council at any time.
- 5.3 Tenure. The president, treasurer and secretary shall each hold office until the first meeting of the Council following the special meeting at which the election of Council Members takes place and until his/her successor is chosen and qualified, and each other officer shall hold office until the first meeting of the Council following the next annual meeting of the members unless a shorter period shall have been specified by the terms of his/her election or appointment, or in each case until he/she sooner dies, resigns, is removed or becomes disqualified. Each officer shall retain his/her authority at the pleasure of the Council Members.

⁵ On May 14, 2014 with the approval of members by a referendum the president is required to be an active member of IAB for at least one year before nominated and elected.

- 5.4 Chair of the Council. If a chair of the Council is elected, he/she shall preside at all meetings of the Council and members, except as the Council shall otherwise determine, and shall have such other powers and duties as may be determined by the Council.
- 5.5 President and Vice Presidents. The president shall be the chief executive officer of the corporation and, subject to the control of the Council, shall have general charge and supervision of the affairs of the corporation. The vice president or vice presidents, if any, shall have such duties and powers as the Council shall determine. The vice president, or first vice president if there is more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his/her inability to act.
- 5.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He/she shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He/she shall have such other duties and powers as designated by the Council. He/she shall also be in charge of its books of account and accounting records, and of its accounting procedures.
- 5.7 Secretary. The secretary shall record and maintain records of all proceedings of the members and Council Members in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the corporation or at the office of its secretary and shall be open at all reasonable times to the inspection of any member. Such book or books shall also contain records of all meetings of incorporators and the original or attested copies, of the articles of organization, by-laws, operation rules and regulations approved by the Council, and names of Council Members, all members and the address of each. If the secretary is absent from any meeting of members or Council Members, a temporary secretary chosen at the meeting shall exercise the duties of the secretary at the meeting.
- 5.8 Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of Council Members then in office. An officer may be removed with cause only after reasonable notice and opportunity to be heard. The cause is a violation of the Articles of Organizations or these by-laws.
- 5.9 Resignation. An officer may resign by delivering his/her written resignation to the Chair of the Council, president, treasurer or secretary of the corporation, to a meeting of the members or Council, or to the corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.
- 5.10 Vacancies. If the office of any officer becomes vacant, the Council may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the president, treasurer and secretary until his/her successor is elected and qualified, or in each case until he/she sooner dies, resigns, is removed or becomes disqualified.
- 5.11 Conflict of Interest. In the event an Officer is a party in interest to a transaction involving the Corporation, whether it is a direct or indirect interest, it shall be the fiduciary duty of the Officer to disclose this interest to the Council. The Officer, upon notifying the Council, shall recuse himself from any decision making regarding this transaction.

SECTION 6. EXECUTION OF PAPERS

Except as the Council may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the president and by the treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of whom one is the president and the other is the treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the articles of organization, by-laws, resolutions or votes of the corporation.

SECTION 7. PERSONAL LIABILITY

The Corporation shall not hold its members, Council Members and officers personally liable for any debt, liability or obligation of the corporation and shall indemnify them in accordance with the Articles of Organization.

⁶SECTION 8. ASSETS AND PROPERTIES

- 8.1 Any sale of corporation's real estates shall be only by the approval of the Council and positive vote of not less than two-thirds of the Members voting by mailed ballot.
- 8.2 The funds from the sale of corporation's real estate must be deposited in a restricted fund account, and used only for the purpose of buying a new real estate for the corporation or improvement of an existing real estate of the corporation. No part of this fund may be used for the operating expenses of the corporation.
- 8.3 The corporation may refinance its property if the new loan amount exceeds the amount of existing loan, by a vote of not less than two-thirds of the members voting by mailed ballot. The funds from this transaction may be used only for the purpose of improvement of a real estate of the corporation. No part of this fund may be used for the operating expenses of the corporation.
- 8.4 According to the articles of organization, in the event of dissolution of the corporation, all assets of the corporation will be donated to nonprofit organizations qualified under Subsection 401 c of the Internal Revenue Law by a vote of the majority of the members.

SECTION 9. AMENDMENTS

- 9.1 These by-laws may be amended, altered or repealed, or an entirely new set of by-laws referred hereafter as amendments may be substituted therefore, by a vote of not less than two-thirds of the members cast in person or by mailed ballot. Before any meeting at which any such amendment, alteration or substitution is voted upon, members shall receive due notice and ballots pursuant to Sections 2.9 and 2.11(b) above.
- 9.2 Amendments to these by-laws shall be recommended to the members and placed on the ballot by vote of the Council.

⁶ On June 19 2002 Section 8 with approval of members was added.