

By-Laws of
The Iranian Student Associations of North Carolina State University

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ARTICLE I
Objectives

The objects of the corporation (hereinafter called "society") is to preserve, promote, and encourage positive attributes of Iranian culture and to enhance intercultural diffusion between other nationalities and other Iranians living in the United States. Furthermore, this society will strive to advance the inter-professional liaison of Iranian professionals conducive to strengthening their cultural presence in the United States.

ARTICLE II
Membership

Membership in the society is the privilege which should be extended to those individuals who share in the believes of the society and endeavor to promote its goals. Membership is open to anyone without regard to their sex, race, religion, national origin, or political beliefs. Members need to be 17 years of age or older.

ARTICLE III
Members

Section 1. CLASSES OF MEMBERS. The society is to have the following classes of the members with the following voting rights:

- a) active members who are regularly enrolled students, faculty, and stuff of North Carolina State University. Active members shall have the right to vote on all matters on which members of non-stuck corporation are entitled to vote and in addition shall be entitled to exercise such powers and authority as may be granted or reserved to them by these articles of incorporation or by laws of the society.
- b) associate members who do not have direct connection with the university. Associate members approved by the directors can have voting rights and can be on any of the committees if approved by the directors.

Section 2. ANNUAL DUES. Annual dues shall be set by the board of directors and approved by the majority of members.

Section 3. ANNUAL MEETING. The annual meeting of the society shall be held in the principle office of the society at the beginning of each year or at such other place as the officers and directors designate by proper notice to the members.

Section 4. SPECIAL MEETINGS. Special meetings of the members may be held at the principle office of the society at any time, upon the call of the president, or in his absence upon the call of the vice-president, or upon the call of the board of the directors, or of the members comprising together at least 20% of the membership of the society.

Section 5. NOTICE OF ANNUAL OR SPECIAL MEETINGS. Notice of annual meeting or of a special meeting, stating the time, place and purpose or purposes thereof shall be given to each member not less than ten nor more than forty days prior to the meeting but such notice may be waived in writing at any time.

Section 6. QUORUM. At any meeting of the membership a majority of the members entitled to vote shall constitute a quorum, except as otherwise provided by law.

Section 7. VOTING. Each meeting of the membership every member then entitled to vote as said forth in Section 1 of Article III of the By-Laws may vote in person or by proxy.

Section 8. ORDER OF BUSINESS. The order of business at the annual and special meetings shall be

- (a) reading and disposal of any unapproved minutes
- (b) reports of officers and committees
- (c) unfinished business
- (d) new business
- (e) adjournment

ARTICLE IV

Directors

Section 1. NUMBER AND QUALIFICATIONS. The entire board of directors shall consist of four persons which are the president, vice-president, secretary, and treasurer. Only the members entitled to vote may change the number of directors, by amending the By-Laws. The immediate past chairman of the board of directors shall be an ex-officio member of the board of directors.

Section 2. MANNER OF ELECTION. The members entitled to vote shall elect directors at any other annual meeting who shall also serve as the officers of the society. Prior to standing for office, each director/candidate shall indicate to the members which he/she shall standing for. Except as otherwise prescribed by law, directors are elected by plurality vote of the outstanding members entitled to vote and present at the meeting.

Section 3. TERM OF OFFICE. The term of office of each director shall be for one years or until his successor has been duly elected.

Section 4. DUTIES AND POWERS. The Board of directors shall manage the affairs of the Society. The directors shall always act as a Board, regularly convened. A quorum must be present to transact business. The vote of a majority present at a meeting, except as otherwise provided by law or the Articles of Incorporation, shall be an act of the Board. The directors may adopt rules to conduct their meetings and to manage the Society consistent with law and these By-laws. The Board shall record its proceedings in writing by the secretary.

Section 5. MEETINGS. The Board of Directors shall meet to transact business as soon as practicable after adjournment of the annual meeting of the members. The board shall schedule Directors at any time. The President must, upon written request of any two directors, call a special meeting to be held not more than ten days after the receipt of such request.

Section 6. NOTICE OF MEETINGS. Regular meetings of the Board require no notice. The Secretary shall cause notice of special meeting to be served upon each director in person or mailed to each director, postage paid and addressed to his address as it appears

upon the Society records. Notice shall be served or mailed at least two days before the date of the special meeting. Unless otherwise required by resolution of the Board, these By-Laws, or the North Carolina Code, notice of Board meetings need not state the purpose of the meeting. No notice of any meeting need be given to any director who attends, or waives notice in writing. Directors may waive notice in writing either before or after the Board meeting. Meetings of the Board may be held by telephone conference.

Section 7. PLACE OF MEETING. The Board of the Directors may meet either within or without the State of North Carolina.

Section 8. QUORUM. A majority of the Board must continuously be present to constitute a quorum to transact business. However, should a quorum not be present, a lesser number may adjourn the meeting to some further time, not more than fifteen days later.

Section 9. VACANCIES. Any vacancy occurring in the Board of Directors by death, resignation, or otherwise shall be filled promptly by a majority vote of the remaining directors. The director thus chosen shall hold office for the unexpired term of his predecessor and until the election and qualification of his successor.

Section 10. REMOVAL OF DIRECTORS. Any director may be removed either with or without cause, at any time, by a majority vote of the members who were entitled to vote for the election of the director sought to be removed, at any special meeting called for that purpose, or at the annual meeting.

Section 11. RESIGNATION. Any director may resign his office at any time. Resignation must be in writing. Resignations take effect immediately without acceptance, unless the resignation states a different effective date.

Section 12. CONSENTS. Whenever the North Carolina Code, the Articles the Incorporation, or the By-Laws require or permit a vote of the Directors at a meeting, the meeting and the vote of directors may be dispensed with, if all the directors consent in writing to such action.

ARTICLE V

Amendments of By-Laws

Section 1. CHANGES TO BY-LAWS. The board of directors or the member may amend or repeal these By-Laws, or add new By-Laws. Any By-Laws made, amended, or repealed by the members may not be amended, repealed, or rendered in effective by any action of the board of directors.