

**BY-LAWS of**  
**THE IRANIAN-AMERICAN ASSOCIATION OF NORTH CAROLINA STATE**  
**UNIVERSITY**

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**ARTICLE I**

**Objective**

The objective 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 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 a privilege which should be extended to those individuals who share in the beliefs of this 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**

**Offices**

**Section 1. PRINCIPAL AND REGISTERED OFFICE.** The address of the initial principal and registered office is c/o A. Malek, P.O. Box 4703, Cary, NC 27519

**Section 2. OTHER OFFICES.** The Board of Directors may designate other Society offices, within or outside the State of North Carolina

**ARTICLE IV**

**Members**

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

- (a) Active Members who are regularly enrolled students, faculty and staff of North Carolina State University. Active Members shall have the right to vote on all matters on

which members of a non-stock 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 the 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 a majority of the members.

**Section 3. ANNUAL MEETING.** The annual meeting of the Society shall be held in the principal 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 principal 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 Directors, or of the members comprising together at least twenty percent (20%) of the membership of the Society.

**Section 5. NOTICE OF ANNUAL OR SPECIAL MEETINGS.** Notice of the 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.** At each meeting of the membership every member then entitled to vote as set forth in Section 1 of Article IV 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.

Roger's Rule of Order will be followed in all meetings.

## ARTICLE V Directors

**Section 1. NUMBER AND QUALIFICATIONS.** The entire Board of Directors shall consist of four (4) persons which are the president, vice-president, secretary and the 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 every 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 office he/she is 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 two (2) 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 other regular meetings of the Board. The President may call special meetings of the Board of Directors at any time. The President must, upon written request of any two (2) directors, call a special meeting to be held not more than ten (10) 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 (2) 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 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 (15) 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. Resignations 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 of 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.

**Section 13. COMMITTEES.** The Society may have the following kinds of committees:

(a) **Executive Committees -**

- The Board of Directors may appoint an Executive Committee by a resolution passed by a majority of the whole Board, designating two (2) or more of the directors to constitute

such Executive Committee. To the extent provided in such resolution, the Executive Committee shall exercise the power of the Board of Directors in managing the affairs of the Society.

(b) **Non-Executive Committees -**

- The President shall have the authority, subject to the approval of a majority of the Board, to select the Chairperson and Co-Chairperson of the following non-executive committees. The Chairperson of the following committee: may select their own members. The Society's non-executive committees include:
  - (i) The **Auxiliary Members Committee** will consist of spouses and significant others of members who may be of different nationalities and who wish to contribute to the success of the Society by encouraging further participation in advancing intercultural understanding.
  - (ii) The **Cultural Committee** will be responsible for promoting events, talks and seminars conducive to furthering the literary and cultural attributes of Iranian heritage.
  - (iii) The **Educational Committee** which shall oversee the continuous educational endeavors to increase knowledge of the Persian language and literature.
  - (iv) The **Entertainment Committee** which shall be responsible for implementing the Society's annual celebrations and other regular entertaining events.
  - (v) The **Finance Committee** which shall make recommendations to the Board regarding the general budgeting and fund-raising activities for the Society.
  - (vi) The **Medical, Dental and Allied Health Committee** will consist of members of the medical, dental, podiatry and other health-related professions who share a common inter-professional interest in promoting the goals of the Society by pooling their efforts through similar channels of activity.
  - (vii) The **Membership Committee** which shall oversee membership, recruiting and renewals of the Society's membership.
  - (viii) The **Nominating Committee** which shall make nominations for the Officers of the Society. The Nominating Committee shall convene once every other year, eight (8) weeks prior to the Annual Meeting, and submit its recommendations to the members of the Society at the Annual Meeting. No member of the Nominating Committee shall nominate himself or another member of the nominating committee for any office of the Society. However, any vacancies which arise in the offices of the Society pursuant to Article VI, Section 6, may be filled by the Board of Directors from members of the Nominating Committee.
  - (ix) The **Professional Business Committee** which will consist of members of other professions than that of the allied health and who harbor similar inter-professional interests in promoting the goals of the Society by pooling their efforts.
  - (x) The **Publications Committee** which shall have the primary responsibility of ensuring regular formulation and publication of the Society's Newsletter and other literature conducive to increasing the cultural presence of our Society.
  - (xi) The **Youth Committee** will be in-charge of setting programs and events in motion which would encourage continual participation of children of Iranian families in joint activities conducive to consolidation of their ethnic and cultural heritage.

**ARTICLE VI**  
**Officers**

**Section 1. GENERAL.** The officers of the Society shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall be a member of the Board of Directors. All officers shall be elected for a term of two (2) years and shall hold office until their successors are elected. No officer shall be entitled to hold an office for longer than three (2) consecutive or non-consecutive years terms. The officers shall meet at least once a semester. Any two (2) offices may be held by the same person.

**Section 2. PRESIDENT.** The President shall preside at all meetings, shall generally supervise the affairs of the Society, and may sign or countersign contracts and other instruments of the Society. The Board of Directors may delegate the power to sign Society contracts to any other officer, agent or employee of the Society. The President shall report to the directors and members and perform all such other duties as are incident to his office, or are properly assigned to him by the Board of Directors.

**Section 3. VICE PRESIDENT.** The Vice President shall exercise the functions of the President during the absence or disability of the President, and shall have such powers and discharge such duties as may be assigned to him by the Board of Directors or the President.

**Section 4. SECRETARY.** The Secretary shall issue notices for all meetings, shall keep the minutes, shall keep the seal and the Society books, shall sign with the President such instruments as require his signature, and shall report and perform such other duties as are incident to his office or are properly assigned to him by the Board of Directors or the President.

**Section 5. TREASURER.** The Treasurer shall keep and be responsible for all funds, securities, receipts and disbursements of the Society, and shall deposit or cause to be deposited, in the name of the Society, all moneys or other valuable effects in such banks, trust companies, or depositories as may be designated by the Board of Directors. The Treasurer shall maintain full and accurate accounts of all assets, liabilities and transactions of the Society and shall render to the President and the members of the Board of Directors at regular meetings of the Board of Directors, or whenever they may require it, an account of all financial transactions of the Society and of the financial condition of the Society. In general, the Treasurer shall perform all the duties ordinarily incident to the office of a treasurer of a corporation, and such other duties as may be assigned by the Board of Directors or by the President.

**Section 6. VACANCIES.** All vacancies in any office shall be filled promptly by the Board of Directors, either at regular meetings or a meeting specially called for that purpose. Any vacancy in the office of the President shall be filled by the Vice President.

**Section 7. RESIGNATION.** Any officer may resign his office at any time. Resignations must be written. Resignations take effect immediately without acceptance, unless the resignation states a different effective date.

## ARTICLE VII Miscellaneous

**Section 1. SEAL.** The Secretary shall keep the seal. The Secretary shall affix the seal to such documents as is usual in the conduct of Society business, and attest the same.

**Section 2. CHECK DRAFTS.** The Board of Directors shall determine who shall be authorized on behalf of the Society to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents. Only the president will be allowed to make transactions without prior permission of the other members however shall notify board of directors. All other transactins need to be authorized initially by the president and be discussed with other officers.

**Section 3. NOTES AND BONDS.** All notes, bonds or other instruments evidencing obligations of the Society shall be signed by the President, or by the Vice President in the absence of the President, and countersigned by one (1) other officer of the Society.

**Section 4. FISCAL YEAR.** The Board of Directors shall determine the Society's fiscal year.

#### **ARTICLE VIII**

##### **Amendments of By-Laws**

**Section 1. CHANGES TO BY-LAWS.** The Board of Directors or the members 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 ineffective by any action of the Board of Directors.

**NC STATE UNIVERSITY**

December 17, 1998

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c/o Iranian Student Association  
P.O. Box 4703  
Cary, NC 27519

Student Organization Resource Center  
3101 Talley Student Center  
Campus Box 7306  
Raleigh, NC 27695-7306

919.515.3323  
919.515.7473 (fax)

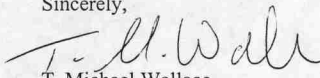
We have reviewed your organization's constitution and officers list and everything seems to be in proper order. You are now a registered student organization at North Carolina State University entitled to all privileges accorded by that status.

Understand that this registration in no way gives the University or Student Government responsibility for any financial liability that may be incurred by your group. Your status does, however, give you the opportunity to approach the Student Senate with a request for funds and gives you certain on-campus solicitation privileges. Additionally, this status enables you to link your student organization's homepage to the University's Web, and to access the services provided by the Student Organization Resource Center.

Please be aware that we ask each student organization to update its file whenever there is a change of officers and at the beginning of each school year. Failure to do so will result in a loss of registration.

We look forward to working with you. Good luck with your new group.

Sincerely,



T. Michael Wallace

Coordinator, Student Organization Resources

cc: Jenny Chang, Student Government  
Randy Colby, Reservations, Talley Student Center  
Gina Barrow, Registration and Records  
Harry Nicholos, Computing Center  
Allison Trabucco, Student Development