

Bylaws of Iranian Cultural Association (ICA)

Sources:

- American Bar Association**
- Ohio Revised Code C. 1702**

CONSTITUTION AND BYLAWS
OF
IRANIAN CULTURAL ASSOCIATION

(Effective 05/20/2023)
Revisions: 10/05/2023

ARTICLE I. Definitions

Active Member(s) All members assigned to the board subscribing to the Constitution and By-Laws of ICA, as evidenced by the payment of current dues of the organization, shall be active members of the corporation.

Name. The “Corporation”, the “board”, “ICA” shall mean: Iranian Cultural Association, its successors and assigns. The Board of Directors may designate other names for specific activities and programs as it deems appropriate.

Board. The “Board” shall mean the Board of Directors of the Corporation.

Director(s) shall mean officers and members of the elected body of the ICA.

Member(s) shall mean one having membership rights and privileges in accordance with the articles described in the by-laws.

Meeting shall mean any prearranged discussion of the board by the members, or by any duly appointed committee of the board at which meeting a majority of the members of the committee are present.

Special meeting shall mean a meeting which is neither a regular meeting nor an adjournment of a regular or special meeting to another time or day to consider items specifically stated on the original agenda of such regular or special meeting.

ARTICLE II. Purposes, Objectives, and Governing Instruments

Purposes and Powers. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Corporation are to promote the culture and heritage of Iran through arts, music and cultural events in the central Ohio region.

Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

ARTICLE III. Membership

Members of the Board of Directors and all those interested in ICA, its subsidiaries and its program shall constitute the membership of the corporation. The board shall maintain a record of its “active” members containing the name and address of each member, the date of admission to membership.

~~Due(s) ICA annual dues for active members shall be Twenty Dollars (\$20.00) as of 2022. The board of directors may, by majority vote, enact an increase not to exceed Five Dollars (\$5.00) in any year. The board may choose to enact this rule. (Pending Recommendations from Fundraising Committee)~~

ARTICLE IV. Board of Directors

Composition of the Board of Directors. The number of Board members shall not be at less than three (3) and no more than nine (9). Directors shall be of adult age. Directors shall be President, Treasurer, Secretary and member(s).

Powers and Duties. Subject to the provisions of law, of the Certificate of Incorporation and of these bylaws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation. Each board member shall have one vote. The president of the board shall have tie-break power (two votes).

(A) Except where the law, all of the authority of a corporation shall be exercised by or under the direction of its directors. For their own government, the directors may adopt bylaws that are not inconsistent with the articles or the regulations.

(B) A director shall perform the duties of a director, including the duties as a member of any committee of the directors upon which the director may serve, in good faith, in a manner the

director reasonably believes to be in or not opposed to the best interests of the corporation, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. A director serving on a committee of directors is acting as a director. Minimum duties expected are below

- a) Attendance: Directors are expected to attend all of the monthly board meetings.
- b) Board directors may be absent on one-third of the total meetings with a valid excuse

A director shall not be found to have failed to perform the director's duties in accordance with the above paragraph, unless it is proved, by clear and convincing evidence, in an action brought against the director that the director has not acted in good faith, in a manner the director reasonably believes to be in or not opposed to the best interests of the corporation, or with the care that an ordinarily prudent person in a like position would use under similar circumstances. Such an action includes, but is not limited to, an action that involves or affects any of the following:

- (a) A change or potential change in control of the corporation;
- (b) A termination or potential termination of the director's service to the corporation as a director;
- (c) The director's service in any other position or relationship with the corporation. The long-term and short-term best interests of the corporation, including, but not limited to, the possibility that those interests may be best served by the continued independence of the corporation.

Election and Term of Office. The initial Directors of the Corporation shall be those persons specified in the Certificate of Incorporation of the Corporation. Each Director shall hold office until the next bi-annual meeting of the Board and until such Director's successor has been elected and qualified, or until his or her death, resignation or removal.

Candidates for membership shall be selected from among those nominated at the annual meeting. Members shall be elected by a majority vote of those present.

Terms. Each director shall serve for a term of two (2) years, renewable up to two (2) times for the maximum of 6 years. At the completion of each term, the director may choose to renew his/her 2-year term. At the completion of maximum terms (6 years of service) the director position must open to general election.

Annual Meeting. Current officers of the board, President and vice president must call an open meeting of the Board which should be held bi-annually at such place, on such date and at such time as may be fixed by the Board, for the purpose of electing Directors, receiving annual reports of the Board and Officers, and for the transaction of such other business as may be brought before the meeting. The annual meeting may be held between April until June at the discretion of the board of directors.

Board Meetings. Regular meetings of the Board will be held once a month. These meetings shall be open to the public. Notification for the board meeting must be sent to the public at least a week

in advance. The general public may attend to observe the meetings. Any agenda items may be brought or introduced by any general member prior to the meeting or at the board meeting.

Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office.

Notice of Meetings. Board members shall receive seven days' notice of regularly scheduled meetings. This notice may be given electronically in writing, in person, by telephone, or by any other reasonable method.

Waiver of Notice of Meeting. A director may, in writing, waive notice of any meeting of the Board of Directors either before or after the meeting, and such waiver shall be deemed the equivalent of giving notice.

Quorum. A quorum shall be __50% or 5__ [percent or number] of the directors then sitting. At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Adjournment. A meeting of the Board of Directors may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Informal Action. If all the directors severally or collectively consent in writing, or electronically (via zoom meetings, etc) to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.

Removal. Any director who has missed three (3) or more consecutive meetings may be removed by a majority vote of the Board members then sitting. A director may also be removed for any reason by a vote of two-thirds of the members then sitting.

Resignation. Any Director may resign from office at any time by delivering a resignation in writing or by electronic means (emails, etc) to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Vacancies. Any newly created officer position and any vacancy occurring on the Board arising at any time and from any cause may be filled by a board member's nomination and contingent upon the vote of a majority of the Directors then in office at any Directors' meeting. A Director elected to fill a vacant office shall hold office for the unexpired term of his or her predecessor.

Committee. The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors an executive committee and other standing committees as necessary, to serve at the service of the Board. Each committee may make recommendations to the board for approval at the board meeting.

Participation by Telephone. Any member(s) of the Board or any committee thereof may participate remotely in a meeting of the Board or such committee by means of a conference telephone or similar electronic communications. Participation by such means shall constitute presence in person at a meeting. A member participating remotely will count toward a quorum.

Proxy Voting. There shall be no proxy voting.

Board interaction with Media The board recognizes that in accordance with stated goals, as it endeavors to provide a welcoming environment to immigrants and expatriates, the need for communication through various media platforms may arise. In doing so, the board may adopt any means to support such initiatives so long as it does not conflict or affect the board negatively with the board's stated purpose and mission statement (non-profit, non-political, non-religious). Other items of consideration include the following:

1. Articles of incorporation
2. Item(s) promoting or causing conflict of interest (see article ORC 1702.301)
3. Item(s) promoting individual and/or for-profit businesses without prior board approval
4. Item(s) considered public statement of the board without prior board approval
5. Item(s) that would affect the board's confidentiality

Compensation of Board Members. No member of the Board of Directors shall receive any salary or compensation for their services as a director. No member shall receive any service or benefit not provided to the general public. Members may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of the corporation. Members shall be entitled to receive reasonable fees for goods or services rendered to the corporation in capacities other than as members of the board.

ARTICLE V. Officers

Election and Qualifications; Term of Office. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and a Vice-President. The Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office for a term of two years. The same person may hold more than one office, except that the same person may not be both President and Secretary. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall serve for such period as the Board may designate.

Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board by nomination. Refer to

Article IV section.

Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The President shall preside at all meetings of the Board and executive committee. The President shall appoint members to standing and ad hoc committees. The President shall perform whatever duties the Board of Directors may from time to time assign. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Powers and Duties of the Vice-President. The Vice-President shall carry out the duties of the president when the president is absent or incapacitated; shall have the same power and duties as the president when acting in that capacity, and shall perform whatever duties the Board may from time to time assign.

Powers and Duties of the Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine; shall keep, or cause to be kept, a true and complete record of the meetings of the Board of Directors; shall give, or cause to be given, a notice of all meetings of the directors; shall keep, or cause to be kept, a record containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, the names of persons entitled to participate in corporate affairs. Such books shall be open for inspection as provided by law. The Secretary shall, in general, perform all the duties incident to the office of Secretary are subject to the control of the Board of Directors and shall perform other duties as may be prescribed by the Board of Directors.

Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Executive Committee. The Executive Committee shall be composed of the officers of the Board of Directors including any board member(s) designated by the officers. They shall meet as needed to plan for the Board's work and to fulfill tasks assigned to them by the Board.

Election and Terms. The officers shall be elected by the Board of Directors. The term of office shall be for two years, or until the member's term as director expires.

Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or

any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Removal. Any Officer may be removed from office at any time, by a vote of two third majority of the Directors then in office at any meeting of the Board.

Resignation. Any Officer may resign his or her office at any time, such resignation is to be made in writing and to take effect immediately without acceptance by the incumbents of the board.

ARTICLE VI. Finances

Fiscal Year. The Board shall establish the corporation's fiscal year.

Budget. The Board of Directors shall review and adopt a budget prepared by the fundraising committee at its first meeting each year.

Annual Financial Statement. The corporation shall prepare an annual financial statement for distribution to Board members and general members.

Fiscal Policy. The Board shall adopt and from time to time review a fiscal policy setting out a formal procedure that shall govern internal controls, the signing of checks; the obligation of funds; approval of contracts, and other significant aspects of the organization's fiscal operation. The fiscal policy shall assure that the corporation shall have sound financial controls that are appropriate, under generally accepted accounting principles, to its size and purpose.

Reimbursement(s) All expenses accrued to a member shall be reimbursed provided that the receipts of the expense has been provided and prior authorization has been approved and documented in the meeting minutes.

Signing of check(s) All checks in excess of \$500.00 shall be signed and endorsed by two (2) officers of the board. All checks received shall be passed onto the treasurer or president of the board in a timely manner.

**Per the Board decision on October 5, 2023, in the absence of the president or the treasurer, Mr. Ebrahim Paydar will be signing the check on behalf of the board.

Sponsorship

Fund raising : The board may elect to hold a fundraising event, if necessary to achieve its financial goals.

Raffle Ticket(s) The board may sell raffle ticket with non-cash prizes (ie. entry fee waived for event(s)).

Donation(s) Donation to ICA may be facilitated through the organization's paypal account for ease

of documentation and receipt generation. Other monetary donations in cash shall be reported to the board and the amount duly passed to the treasurer in a timely manner.

ARTICLE VII. Parliamentary Procedures

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE VIII. Dissolution

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Certificate of Incorporation and with State law.

ARTICLE IX. Amendments of the Bylaws

The bylaws may be amended, supplemented, or repealed by a two-thirds vote of the directors present at any meeting at which a quorum is present. Before directors may vote on an amendment to the charter or bylaws, notice must be given to directors of the proposed amendment at a prior meeting of the board, and in no case, less than 30 days before the amendment is to be considered. These bylaws shall become effective upon approval by the board of directors.

ARTICLE XI. Statement of Nondiscrimination

The corporation shall not discriminate against any person in the hiring of personnel, the election of board members, provision of service to the public, the contracting for or purchasing of services, or in any other way, on the basis of race, color, sex, national origin, disabling condition, age, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments to these statutes.

These Bylaws were adopted at a meeting of the Board of Directors of Iranian Cultural Association (ICA) on __May, 18, 2023.

President, Name	
Secretary, Name	
Treasurer, Name	