

# BYLAWS

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## ***IRANIAN-PERSIAN AMERICAN ASSOCIATION OF GREATER LONG BEACH-IPAA***

The name of the organization is Iranian-Persian American Association of Greater Long Beach (IPAA), which is organized in accordance with the Non-profit Corporation Act of California, as amended. The IPAA is a non-political, non-religious organization and has no affiliation with any political or religious group.

Additionally, IPAA is a volunteer group designed to promote the appreciation and understanding of the rich Iranian-Persian culture in Long Beach and surrounding cities. IPAA strives to provide valuable information on cultural events, self and professional development, education, and community involvement to our members and the community. The organization has not been formed for the making of any profit, or personal financial gain. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, the organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the organization, and it shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **ARTICLE 1**

### **MEMBERSHIP**

- A. The membership of the IPAA shall consist of natural person who is interested in promoting the mission of the IPAA with good standing in the community.
- B. Each dues-paying member, is entitled to one vote in all general elections, bylaws amendment elections or other special elections set by the Board of Directors.
- C. All members of the Board of Directors must be members of IPAA upon the date in which they are elected or appointed into their position, and must remain members of IPAA for the duration of their service.
- D. All active members shall be assessed due in the amount of \$60.00 annually. Dues shall be collected on the first day of membership.

## **ARTICLE 2**

### **MEETINGS**

#### **Section 2.1 Annual Meeting**

An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

#### **Section 2.2. Special Meetings**

Special meetings maybe requested by the President of the organization or the Board of Directors.

### **Section 2.3. Notice**

Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 5 calendar days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, and/or electronic means such as email or text.

### **Section 2.4. Place of Meeting**

Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice.

### **Section 2.5. Quorum**

A majority of the directors shall constitute at quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

### **Section 2.6. Adverse Interest**

In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

## **Section 2.7 Informal Actions**

Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

## **Section 2.8. Committees**

To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

## **ARTICLE 3**

### **DIRECTORS**

#### **Section 3.1 General Corporate Powers.**

Subject to limitations and other provisions of the Articles of Incorporation, these Bylaws, the California Corporations Code, and any other applicable laws, all corporate powers shall be exercised by or under the authority of, and the activities of the Corporation shall be controlled by the Board of Directors.

Without prejudice to the general powers set forth above in Section 3.1, but subject to the same limitations, the Directors shall have the following powers, to-wit

### **Section 3.2 Specific Powers.**

- a. To appoint, remove, approve and designate all agents, employees of the IPAA, including, and, as applicable, to prescribe such powers and duties for them as may not be inconsistent with applicable federal and California law, the Articles of Incorporation or the Bylaws, and determine the other terms of their employment or engagement.
- b. To conduct, manage and control the affairs and activities of the IPAA and to make such rules and regulations therefore not inconsistent with applicable federal and California law, the Articles of Incorporation or the Bylaws as they may deem best.
- c. To approve an annual operating budget and capital expenditure budget.

### **Section 3.3 Number and Qualification of Directors.**

The Board of Directors shall consist of at least three (3) but no more than five (5) Directors unless changed by amendment to these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors. Until changed by resolution, the number of Directors of the Corporation shall be three (3).

### **Section 3.4 Nomination of Directors.**

Prospective Directors shall be recommended from time to time as vacancies on the Board of Directors exist by at least one (1) member of the Board of Directors. Such recommendations will then be submitted to the Board of Directors for final action or election.

### **Section 3.5 Election and Term of Office.**

- A. Directors shall serve for one (1) year, unless resignation or removal. Where necessary, Directors shall be elected at the annual business meeting.
- B. An annual election will be held by mail or other verifiable methods no later than the last calendar month of the year, with the results communicated to the general membership by January of the subsequent year by announcement at the general membership gathering or by notice in a general membership publication. Only dues-paying members of record at the close of nominations may cast ballots.
- C. Attendance at Board meetings shall be limited exclusively to Board members as is appropriate and those invited guests whose attendance has been approved by the Board of Directors.
- D. Three (3) absences by a Director from a regularly scheduled meeting of the Board of Directors without good cause shall be construed as an automatic resignation by such Director from the Board of Directors. The Board of Directors shall determine what constitutes good cause.

### **Section 3.6 Removal.**

A Director may be removed, either with or without cause, by a majority vote of all other Directors at the time in office at any regular or special meeting of the Board of Directors.

### **Section 3.7 Vacancies**

Vacancies on the Board of Directors may be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director. A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of death, incapacity, resignation or removal of a Director or an increase of the authorized number of Directors. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, the Board of Directors shall have the power to elect a successor to take office when the resignation is to become effective.

### **Section 3.8 Resignations.**

Except as provided below, any Director may resign by giving written notice to the Board of Directors. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no Director may resign if IPAA would be left without a duly elected Director.

## **ARTILCE 4**

### **OFFICERS**

#### **Section 4.1. Number of Officers**

The officers of the organization shall be a President, Vice President, Communication/Marketing/Outreach, Treasurer, and a Secretary. Two or more offices may be held by one person. The President/Chairman may not concurrently serve as the Secretary or Treasurer/CFO. The President may not serve concurrently as a Vice President.

- a. President.** Shall be elected by a majority of the Board members. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.
- b. Vice President.** Shall be elected by a majority vote of the Board members. He/she will be responsible for representing and chairing in the president's absence. He/she will be responsible for appointing all standing committee chairpersons and monitoring their activities as well as coordinating all events.
- c. Secretary.** Shall be elected by a majority vote of Board members. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings.
- d. Treasurer/CFO.** Shall be elected by a majority vote of Board members. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors and Executive Committee.

**e. Marketing / Communications / Outreach.** Shall be elected by a majority vote of Board members. The Officer shall be responsible to strategize specific methods to communicate and outreach to members and public; to design and produce marketing material in support of the organization as well as any upcoming event; to ensure consistency of messages throughout IPAA's activities such as Leaflets, stationery, posters, banners, website, social media, e-mail etc...

#### **Section 4.2. Election and Term of Office**

The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified.

### **ARTILE 5**

#### **AMENDMENT TO BYLAWS**

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

## **ARTILE 6**

### **DISSOLUTION**

IPAA may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

## **ARTILCE 7**

### **MISCELLANEOUS**

#### **Section 7.1 Inspection of Corporation Records.**

Every Director and Trustee shall have the right, at any reasonable time, to inspect and copy all corporate books, records, and documents of every kind and to inspect the physical properties of the Corporation. The IPAA shall maintain the corporate records, books and documents in its .principal office.

#### **Section 7.2 Authorization to Sign**

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or .persons and in such manner as from time to time shall

