

# Constitution

## ARTICLE I: NAME

The name of this organization shall be the "Greater Daytona Iranian Society Inc. d/b/a Iranian-American Society.

## ARTICLE II: – PURPOSE

### Section 1

Iranian-American Society is established to:

- a. To pool our resources in the promotion of Iranian culture within our community;
- b. To keep our rich culture and traditions alive for future generations;
- c. To promote and encourage association and collaboration within and outside of our community;
- d. To provide assistance to newcomers and existing Society members.

### Section 2

This Corporation is a not-for-profit corporation organized under Chapter 617 Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this corporation is to engage in a cross-cultural educational exchange of the Iranian culture through literary and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3),

### Section 3

The Iranian American Society, Inc. d/b/a Iranian American Society, admits the general public of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities accorded or made available. It does not discriminate on the basis of race, color, national or ethnic origin in the administration of its admission policies, educational policies, scholarships, and other programs.

### Section 4

To exercise all rights and powers conferred by the laws of the State of Florida upon the nonprofit corporation.

### Section 5

The corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be disreputable to its members, directors or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes. No part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of

statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these by-laws, the corporation 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)(3) of the Internal Revenue Code.

#### Section 6

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county of Volusia, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### ARTICLE III. Membership

#### Section 1

Active members shall be:

- a. Any interested Individual;
- b. In good standing;
- c. Voting members who also have an opportunity of holding office.

#### Section 2

Membership Responsibilities include:

- a. Respecting and obeying this constitution.
- b. Respecting each member of the organization.
- c. Regular attendance of the meetings of the organization.
- d. Active participation in the functions.
- e. Upholding the good name of the organization.
- f. Assisting with the improvement of the organization.

#### Section 3

Legal Liabilities

- a. Completing all necessary precautions prior to participating in organization-organized activities.
- b. It is required for each member to obtain his/her own personal health/life insurance prior to participating in the activities.
- c. No member shall be held liable, jointly or individually, for any loss resulting from the activities sponsored and/or organized by the society.

#### Section 4

Removal of Membership: An active member will be removed from the society by the majority vote of the board if:

- a. His/her behavior disgraces the organizational values and mission.
- b. He/she engages in activities that would undermine the effective operations and management of society.

## ARTICLE IV ORGANIZATION MEETINGS

### Section 1

Announcement of Meetings and their Frequency

- a. Will be made at an appropriate time prior to the meetings taking place.
- b. Meetings will be held as often as the general membership desires and the Executive-Board approves.

## ARTICLE V – BOARD & OFFICERS

### Section 1

a. Board shall consist of the following Officers & Members:

- President
- Vice President
- Secretary
- Treasurer
- Up to fifteen elected members at large

The officers comprise the Executive Committee of the board.

## ARTICLE VI – DUTIES OF THE OFFICERS

### Section 1

President

- a. Shall be directly responsible for actions of the organization;
- b. Shall reside and chair all meetings;
- c. Shall represent the organization at all events deemed necessary;
- d. Shall sign all of the organizations' documents, records, and announcements except those delegated to other board members;
- e. Shall not vote, but will decide if a tie occurs;
- f. Can call emergency board meetings as necessary;
- g. Shall fulfill all other duties associated with the office.

### Section 2

Vice President

- a. Shall assume the President's duties in the event of the President's absence;
- b. Shall coordinate the educational and social activities of the organization, as well as those between IAS and other organizations;
- c. Shall be responsible for the formation and advising of event-related committees;
- d. Shall be the signatories on checks and other financial documents.

### Section 3.

#### Secretary

- a. Shall be responsible for the maintenance of the organization's records;
- b. Shall keep a current roster of the membership;
- c. Shall keep a calendar of all events;
- d. Shall take attendance at each meeting;
- e. Shall keep minutes of each meeting and distribute them to each member in a timely manner.

### Section 4

#### Treasurer

- a. Shall be responsible for all financial records.
- b. Shall give a report of the organization's financial status at every meeting.
- c. Shall execute all bank transactions.
- d. Shall present a written financial status to the Executive Board.
- e. Shall sign all financial transactions with board approval.

## ARTICLE VII. EXECUTIVE DIRECTOR:

### Section 1

- A. Shall be the contact point for the organization.
- B. Shall be responsible for financial transactions and payment management of the society's bills. The Executive Director will prepare all payments to be signed by the Treasurer or the Vice President of the organization. For checks larger than \$2,500, two signatures will be required.
- C.
  - B. Shall liaise with other organizations and governmental and non-governmental entities.
  - C. Shall perform all duties assigned to him/her by the contract signed with the organization and by the board of directors.
  - D. Shall participate in all board meetings as Ex Officio but refrain from voting.
  - E. The board of directors shall decide his/her compensation level and contract renewal or termination.
  - F. The Executive Director will refrain from participating in the board meeting that will review his/her performance and decide on his/her contract renewal or termination.

## ARTICLE VIII. QUORUM, NOMINATIONS, ELECTIONS, TERMS OF OFFICE, OFFICER VACANCIES

### Section 1

## Quorum

a. A quorum shall consist of 2/3 of the active membership present at the time of conduct of the business of the Society.

## Section 2

### Nomination Procedures:

Two weeks prior to elections, active members shall hold open nominations. To be eligible for office, candidates must meet the following criteria:

- a. Candidates shall be in good standing with the organization.
- b. Candidates shall have been active members of the organization.
- c. Candidates can give a presentation to the voting body prior to the elections.
- d. Candidates for the offices of President and Vice president must have prior board membership experience.

## Section 3

### Election Procedure

- a. Elections will be held annually at the last business meeting of the Iranian calendar year.
- b. Voting will be conducted by secret ballot.
- c. The officers or their designated representatives shall tabulate votes.
- d. A quorum must be present at the election meeting.
- e. At least 51% of the total vote is required for election to an office.
- f. Only Active members are eligible to vote during elections. Voting will be as follows:
  - i. Family Memberships can cast two ballots.
  - ii. Individual Memberships, whether students, senior citizens, Lifetime Members, or a single member, can cast a single ballot.

## Section 4

### Terms of Office

- a. Officers will maintain their position for one calendar year.
- b. All Executive Board members have the option to run for office.

## Section 5

Officer Vacancies a. The President or the Vice President can call an emergency Board meeting to fill Board vacancies until the next regular election meeting takes place.

# ARTICLE IX. BOOKS, RECORDS AND REPORTS

## Section 1

The Corporation shall send updates, as necessary, to the Members of the Corporation keeping them informed of the activities of the Corporation.

## ARTICLE X – NONPROFIT OPERATION

### Section 1

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its Members, Directors or Officers without full consideration. No Member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions, or activities of the Corporation. The Corporation may contract in due course with its Members, Directors, and Officers, without violating this provision. The Corporation purpose is to engage in a cross-cultural educational exchange of the Iranian culture through literary and educational purposes within the meaning of Section 501(c)(3).

## ARTICLE XI – FISCAL YEAR

### Section 1

#### Fiscal Year

a. The fiscal year of the Corporation shall be the period selected by the Board of Directors as the taxable year of the Corporation for federal income tax purposes. That period is to be September 01, through August 31.

## ARTICLE XII- IMPEACHMENT

### Section 1

#### Procedure

- a. If an officer or a board member fails to fulfill his/her duties, he/she shall be impeached.
- b. Members of the Executive Committee or any Board Member may be impeached by Supermajority of the Board or Supermajority of the voting membership (2/3).

## ARTICLE XIII- AMENDMENTS

### Section 1

#### Recommendations

a. Recommendations must be submitted in written format at the opening of any meeting.

#### Section 2 Procedure

a. Recommendations will be shared with the membership after the Board completes its review.

#### Section 3 Voting and Acceptance

a. Amendments and Changes require Supermajority of Board's Votes (2/3) for ratification. Upon approval of the Executive Board, an amendment must be ratified by 2/3 of the voting membership who is present at time of conduct of the business of the Society.

### Section 4 Compliance

a. All amendments thereto must compile with the specific purpose of this corporation, that is to engage in a cross cultural educational exchange of the Iranian culture through literary and educational purposes within the meaning of Section 501(c)(3).

Voted and approved on September 9, 1998.

Amended on Sunday February 15, 2004.

Amended on Sunday February 18, 2006.