

Society of Persian American Networking Development

BYLAWS

ARTICLE I – NAME AND PURPOSES

- (1) **NAME.** The name of this organization is The Society of Persian American Networking Development (PAND), hereafter called the Society.
- (2) **PURPOSES.** The Society is established to promote the Persian American professionals business, to encourage the maintenance of high professional standards, to cultivate a cordial relationship among members, and to act in a representative capacity for the members.

ARTICLE II – MEMBERSHIP

- (1) **CLASSES OF MEMBERS.** Membership in the society shall consist of two classes, namely, members and honorary members.
- (2) **MEMBERS.** Any individual of Persian descent in a good standing profession or business may apply to the Society for membership therein. Such applicant shall be admitted to membership in the Society, upon approval by terms herein contained in these Bylaws. Membership shall be effective when aforesaid approval is recorded by the Society.
- (3) **HONORARY MEMBERS.** Any person, who in the opinion of the Board of Directors of the Society is distinguished, but is not eligible for membership, may, upon unanimous vote of the directors, duly assembled at a meeting pursuant to these Bylaws, be elected as an honorary member. Such honorary member shall not be required to pay initiation fees or other dues, nor shall they be eligible to hold office or vote at meetings, but all other privileges of the Society shall be extended to them.
- (4) **REQUIREMENT FOR RETENTION OF MEMBERSHIP.** Members of the Society shall pay dues as established by the Board of Directors, comply with these Bylaws and maintain at all time a valid business or profession.
- (5) **NONPAYMENT OF DUES.** If a member shall neglect to pay any dues, assessments, or indebtedness to the Society, notification of such delinquency shall be given to the member through the mail by the secretary of the Society 60 days after said dues, assessments, or other indebtedness shall be payable. If said dues, assessments, or other indebtedness shall not have been paid within 60 days after mailing of the said notice, the member shall be suspended, and a written notice thereof mailed to such member by the secretary of the Society. If the person whose membership is suspended for nonpayment of the dues does not pay the delinquent dues prior to the end of the fiscal year, the person's membership shall be terminated.

- (6) **REINSTATEMENT.** A person whose membership has been terminated for nonpayment of dues, assessments, or other indebtedness may be reinstated upon request of such person to the board of directors. Such request shall be accompanied by tender of payment of all dues, assessments, or other indebtedness owing to the Society at the date of termination of membership (unless cancelled pursuant to Section (7) of Article III), together with prorated dues for the year of reinstatement.
- (7) **RESIGNATION.** The resignation of a member shall be presented in writing to the board of directors. Such resignation shall not be relieve a member from obligations for the payment of any dues, assessments, or other indebtedness to the Society.
- (8) **RESIGNATION, SUSPENSION, AND REINSTATMENT OF MEMBER UNDER CHARGES OR COMPLAINTS.** A person whose resignation was accepted, or whose suspension became effective when the member was under investigation or the object of a complaints under the Bylaws or the Rules of Profession Conduct, will not be eligible for reinstatement until the case is resolved.
- (9) **DISCIPLINARY SUSPENSION AND TERMINATION OF MEMBERSHIP.** Membership in the Society shall be suspended without a hearing should there be a filed with the secretary of the Society a judgment of conviction imposed upon any member for a crime defined as a felony (or its equivalent) under the law of the convicting jurisdiction.
- (10) **SANCTIONS AGAINST MEMBERS FOR OTHER REASONS.** Any member renders himself liable to expulsion, suspension, or lesser sanctions if the member:
- a. Infringes or violates any of these Bylaws or the Rules of Professional Conduct or knowingly aids or abets any other persons in any transgression thereof,
 - b. Is declared by a court of competent jurisdiction to have committed any fraud, or
 - c. Is declared by a competent court to be insane or otherwise incompetent.
- (11) **CERTIFICATE OF MEMBERSHIP.** The board of directors of the Society shall cause a certificate of membership, in such form as it may prescribed, to be issued as a matter of course to each person admitted to membership. Membership certificates issued by the Society shall state on the certificate that the Society is a nonprofit mutual benefit organization, which may not make distributions to its members except upon dissolution. Upon termination of any membership for disciplinary reason or by the resignation of any member under charges or complaints, the certificate of membership shall be returned to the Society for cancellation.

ARTICLE III – FEES, DUES, AND ASSESSMENTS

- (1) **DUES. (ANNUAL DUES)** – Annual dues shall be paid to the Society. The Board of Directors of the Society shall determine by at least a two-thirds vote of those present, the annual dues, which shall be paid by each member, in accordance with such classifications as it determines appropriate, and may require dues of a different amount for each class so created.
- (2) **FISCAL YEAR.** The fiscal year of the Society shall begin on January 1 and shall end on December 31 of the succeeding calendar year. Membership dues are payable January 1. Dues of persons becoming member after January 1 shall be prorated over the remainder of the fiscal year.
- (3) **INITIATION FEES.** The board of Directors of the Society shall prescribe the amount of initiation fee, if any, which applicants for membership shall pay.
- (4) **DUES. (MEMBER RESIGNING)** – If any member shall have registered resignation, and if said resignation shall not have been accepted by the Board of Directors prior to the beginning of the fiscal period next succeeding the date of presentation of the said resignation, such member shall not be liable for any dues beginning with such succeeding fiscal period unless, after the commencement of such fiscal period, the resignation shall have been withdrawn, in which instance, the dues shall become due and payable in the same manner as if the resignation had not been requested. This provision shall not be a waiver of any dues which may have become due and payable in accordance with these Bylaws.
- (5) **DUE S (MEMBER SUSPENDED)** – A member under suspension shall not be liable for the payment of dues accruing during the period of such suspension.
- (6) **REFUND.** Any member who shall have resigned shall not be entitled to a refund of any dues paid, except dues, which may have been paid for a fiscal period succeeding the period in which such resignation shall have been presented.
- (7) **CANCELLATIONS.** In meritorious individual cases, the Board of Directors of the Society may order the cancellation of any dues, assessments, or other indebtedness of any member, including any dues, assessments, or any other indebtedness of a member seeking reinstatement after termination of membership.

ARTICLE IV – MEETINGS OF THE SOCIETY

- (1) **ANNUAL MEETINGS.** There shall be an Annual Meeting of the Society held within 90 days after fiscal year end on such day and such place as the Board of Directors shall designate.
- (2) **REGULAR MEETINGS.** There shall be regular meetings of the Society held at least once every month on such a day and at such a place as the Board of Directors shall designate.
- (3) **SPECIAL MEETINGS.** Special meetings may be called at any time by the president or by a majority of the directors and shall be called by the secretary upon written request of not less than 25% of members of the Society entitled to vote, to be held at such a place as the Board of Directors shall designate. Any such special meeting shall be held at the a time fixed by the Board of Directors, not less than 35 days, nor more than 90 days after receipt of the request for the meeting. At such special meeting, no business shall be transacted except such as shall be specified in the call thereof.
- (4) **QUORUM.** At any meeting of the Society, the presence of the lesser of 30 members, or 50% of the members in person shall constitute a quorum. If no quorum be present within 30 minutes after the time appointed for a meeting, such meeting shall be considered adjourned.
- (5) **ADJOURNMENT.** The members present may adjourn the meeting to be reconvened at a specific date, and the secretary is required to send to all members of the society notice of such adjournment and said new meeting date.
- (6) **NOTICE OF MEETINGS.** Written notice of all meetings of the members of the Society shall be sent to every member at the member's registered address not less than 20 or more than 29 days prior to the date of the meeting. The notice shall state the matters to be voted upon at the meeting.
- (7) **VOTING.** A vote shall be taken on each motion or resolution at each meeting, and a 2/3 of majority of the votes cast in person or by proxy shall be sufficient for adoption of any motion or resolution except as otherwise provided in these Bylaws. The majority members present at any meeting may direct that a motion or resolution be submitted through the mail to each member and that a mail vote thereon be taken in lieu of a vote at a meeting of the Society. A 2/3 majority of the votes received through the mail within 30 days from the date of mailing the motion or resolution to be voted upon to the members shall be sufficient to adopt such motion or resolution, provided the number of vote so received shall be at least equal to 50 percent of the total membership at the date of said mailing.

- (8) **PROXIES.** All members of the Society in good standing shall be entitled to vote by proxy at any meeting, but no member may vote more than two such proxies. All proxies must be in writing and must state the name of the member to whom the proxy is given.
- (9) **SUSPENDED MEMBERS.** A member suspended for any cause shall not be qualified to vote at any meeting of the Society.
- (10) **INSPECTORS OF ELECTION.** The presiding officer at the Annual Meeting or at any meeting at which, a director is to be chosen or an officer elected shall appoint three inspectors, none of whom, shall be an officer or director or nominee as officer or director. The inspectors of election shall determine the number membership outstanding, and the voting power of each, the number presented at the meeting, the existence of a quorum and authenticity, validity, and effect of proxies, received votes, ballots or consents, hear and determine all challenges and questions in any way arising in connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all members. The candidates for office, or the candidates for membership on the Board of Directors receiving the highest number of votes for the respective offices as specified in Article V and for the respective membership on the Board of Directors as specified in Article V (8) (a) and (b) shall thereupon be declared elected by residing officer; provided, however, that in any case in which the number of candidates for such office or membership on the Board of Directors equal the number of vacancies, the election may be by voice vote.

ARTICLE V – BOARD OF DIRECTORS

- (1) **REPRESENTATION ON BOARD OF DIRECTORS.** The governing body of the Society shall be a Board of Directors consisting of seven (7) members.
- (2) **VACANCY.** If any vacancy shall occur among the directors by reason of death, resignation, removal, or otherwise, the board shall appoint a member of the Society to fill the vacancy for unexpired term.
- (3) **REMOVAL FROM OFFICE.** Any director may be removed by a two-thirds vote of the members present in person, or represented by proxy, at any duly held meeting of the Society, provided such action shall not be taken unless notice thereof shall have been incorporated in the notice for the meeting.
- (4) **DUTIES.** The Board of Directors shall have general charge and control of the affairs, funds, and property of the Society, and shall carry out the purposes of the Society in accordance with these Bylaws; but the Board may not alter, amend, or rescind any resolution or motion duly adopted at a meeting of the members of the Society.

(5) CONDUCT OF MEETINGS.

- (a) The Board of Directors shall adopt rules and procedures for the conduct of its meetings and the transaction of its business thereat. The board shall keep a record of its proceedings and such record shall be available for inspection by any member of the Society at all reasonable times. Copies of minutes of meetings shall be mailed by the secretary to all directors.
 - (b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to directors who were not present at the time of the adjournment.
 - (c) Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation in a meeting shall constitute presence in person at such meetings.
 - (d) The presence of at least five members of the directors constitutes a quorum of the Board for the transaction of business.
- (6) **CALL FOR MEETINGS.** Meetings may be held upon the call of the president, or any 3 directors, at such time and place as may be specified in the call, after seven days notice by mail or e-mail to the directors, stating the purpose of the meeting. When a majority of the directors is present, the meeting shall be deemed to have been called and noticed.
- (7) **BOARD OF DIRECTORS.** The Board of Directors of the Society consists of a president, a treasurer, a secretary, and four additional members. The term of the directors is two years and can not be elected for more than two consecutive terms.
- (8) **ELECTION.** The Board of Directors shall be elected at the Annual Meeting to be held within 90 days after fiscal year end and shall hold office as describes in paragraph (7) above with the exception of the first election of Board of Directors as discussed below. Terms of the office will commence in April 1 of each year and end March 31.

(a) ELECTION OF THE BOARD OF DIRECTORS:

Members receiving the highest number of votes will be elected as members of the Board of Directors. In case of a tie for the last place, a run-off election will be held for that position, and the person with the highest number of votes in this round will be elected to the office of the Board of Directors.

- Exception to the two years term of office in the first election of the Board of Directors:

In this first election of the Board of Directors, the first four top vote getters will have a term of two years in office of the Board of Directors. The remaining three members of directors will have a term of one year in office.

Thereafter, each year an election will be held for the position of the Board of Directors whose term has expired.

(b) ELECTION OF PRESIDENT, TREASURER, AND SECRETARY:

(1) Immediately following the election of the Board of Directors in the annual general meeting, President, Treasurer, and Secretary are to be elected amongst the newly elected Board of Directors by members present in the annual general meeting. The term of the president, treasurer and secretary is one year and can not be elected more than two consecutive terms.

(2) In addition, no person shall hold more than one office at a time.

The manner of the election will be as follows.

(3) First round – Any person receiving more than 50 percent of the members votes will be will be elected for that position. In case no one individual receives more than 50 percent in the first round, a run-off election will be held as follows:

(4) A second round election will be held for the first two top vote getters in the first round. The person receiving more than 50 percent of the votes in this round will be elected for that position. In case of a tie for the first and second top vote getters in the first round, a run-off election will be held as follows:

(5) In case of a tie between the two or more highest vote getters in the first round election, a run-off election will be held only amongst these top vote getters and any one getting more than 50 percent of the members vote will be elected for that position. In case no one individual gets more than 50 percent of the members vote, a third or more rounds will be held amongst

the top two vote getters, until such time that one individual will receive 50 percent of the vote.

(6) In case of a tie between two or more individual for the second highest vote getter in the first round, a run-off election will be held amongst these individuals only, and the person receiving the highest vote in this round will join the highest vote getter of the first round, and a run-off election will be held between the two, similar to paragraph “b3” above.

(9) **DUTIES OF PRESIDENT.** In addition to the duties prescribed elsewhere in these Bylaws, the president:

(a) shall preside at all meetings of the Society and of the Board of Directors;

(b) shall enforce the Bylaws of the Society;

(c) may conduct such correspondence as the president and the Board of Directors may consider to be in the best interests of the Society, and

(d) shall perform all executive and other duties ordinarily appertaining to the office of the president.

(10) **ABSENCE OF PRESIDENT.** In the event of the absence, disability, or refusal of the president to act, the secretary shall act in the president’s stead. In the further event of the absence, disability, or refusal of the president and secretary to act, the Board of Directors shall designate one of the other Board Members to act.

(11) **DUTIES OF TREASURER.** The treasurer shall have charge of all the funds and securities of the Society and make such deposits, investments, and withdrawals, as provided under policy established by the Board. The treasurer shall cause payment of only such funds as are authorized by the Board, and may establish accounts in such amounts and in such institutions as the Board may designate. Payments from such accounts may be made on the signature or signatures of those persons designated by the Board. The treasurer shall keep regular accounts of the fiscal affairs of the Society, which accounts shall be subject to inspection by any members of the Board. The treasurer shall make a report in writing at each regular meeting of the Board, the said report to contain such information as may be specified by the Board. The treasurer shall furnish to the members a copy of the treasurer’s annual report at the annual meeting. The treasurer shall receive all moneys payable to the society and shall deposit moneys in a bank or banks designated by the Board of Directors.

(12) **DUTIES OF SECRETARY.** The Secretary shall:

- (a) give notice of all meetings of the Society and of the Board of Directors;
- (b) cause a record of the proceedings to all such meetings to be made and of all matters of which a record shall be ordered;
- (c) have custody of the seal and shall affix the same papers and documents when required;
- (d) keep a register of the name, residence, and business addressed of each person admitted to membership;
- (e) notify members-elect;
- (f) conduct such correspondence as shall not be conducted by the president. The secretary shall make a report at each regular meeting of the Board, the said report to contain such information as may be specified by the Board. It shall also be the duty of the secretary, at each annual or special meeting of the members, to record the number of members:
 - (1) who are present at such meeting, and
 - (2) who are represented by proxy, or
 - (3) who are represented by mail ballots, as reported by the election inspectors.

(13) **ANNUAL REPORTS.** The president, treasurer, and secretary shall each render an annual report at the Annual Meeting of the Society.

ARTICLE VI – BUDGET

ANNUAL BUDGETS. The treasurer, no later than March 1 in each year, shall prepare for the approval of and adoption by the Board of Directors an annual Budget, including all amounts to be appropriated for the purposes of the Society and estimating all revenues for the succeeding fiscal year. The Board of Directors may amend the budget for time to time during the year.

ARTICLE VII – AMENDMENTS

(1) **PROPOSED AMENDMENTS.** Every proposal to adopt, amend, or rescind Bylaws shall be in writing and shall set forth the nature of the proposal. Such proposals may be initiated and presented to the secretary by the Board of

Directors or by 15 or more members in good standing. Proposals to adopt, amend, or rescind Bylaws may be voted upon only at the Annual Meeting.

- (2) **VOTING ON AMENDMENTS.** Unless the Board of Directors orders a mail ballot, the secretary shall include in the call for the Annual Meeting all properly presented proposals to adopt, amend, or rescind Bylaws. A two-thirds affirmative vote of the members voting is required to adopt, amend, or rescind Bylaws.

ARTICLE VIII- MISCELLANEOUS

- (1) **LOCATION OF OFFICES.** The offices of the Society shall be maintained at such location as the Board of Directors may designate from time to time.
- (2) **INDEMNIFICATION OF DIRECTORS, EMPLOYEES, AND PERSONS APPOINTED TO ADVISORY POSITIONS.** This Society shall indemnify its directors, including persons formerly occupying any of such positions, against any and all expenses and liabilities involving any action or threatened action arising out of their alleged misfeasance or nonfeasance in the performance of their duties, including duties as a “fiduciary” within the meaning of Section 3(21)(A) of the Employee Retirement Income Security Act of 1974, or out of any alleged wrongful against the Society or by the Society to the full extent permitted by law.

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