

ALEFBA GROUP BYLAWS

ARTICLE I. Name

The name of the corporation shall be Alefba Group (hereinafter referred to as the “Organization”).

ARTICLE II. Purposes and Powers

SECTION 1. Nonprofit Purposes

This Organization is established exclusively for charitable, cultural, educational, and social purposes, including, for such purposes, the making of distributions to nonprofits that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

This Organization is a non-political and non-religious organization.

SECTION 2. Specific Purpose

To enrich the communities’ cultural scene by celebrating and promoting Persian and Iranian culture through offering Persian and Iranian cultural events, programs, and activities that highlight and celebrate the rich culture of Iranian heritage, and the larger Persian speaking regions of the world.

To enrich, and foster enrichment of, communities, in particular the local Iranian communities, via educational, social, and charitable activities and programs.

Examples of such events, programs and activities are to:

- A. introduce communities to Iranian and Persian art and literature including, but not limited to, music, poetry, painting, architecture, performing arts and cinema;
- B. organize Iranian festivals and celebrations such as Nowruz, Yalda, Mehregan and Sadeh;
- C. provide educational and entertaining programs targeting members of certain demographics such as children, young adults, career professional, and seniors;
- D. foster establishment of regular discussion groups on subjects of mutual interests amongst members of the Organization or the communities;
- E. create networking opportunities among individuals and organizations in the communities.
- F. broadcast of non-religious and non-political educational, entertaining and news content via written, audio, and visual media.
- G. introduce the general public to contributions of Iranians and Persians to social, natural, and physical sciences in the past and encourage such contributions in the present and the future;
- H. aid, support, and assist by gifts, contributions or otherwise, other nonprofits, community chests, funds and foundations organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation; and

- I. conduct any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

ARTICLE III. OFFICES

The principal office of the Organization shall be located at its principal place of business or such other place as the Board of Directors ("Board") may designate. The Organization may have such other offices, either within or outside the State of Washington, as the Board may designate or as the business of the Organization may require from time to time.

ARTICLE IV. MEMBERSHIP

SECTION 1. Classes of Members

The Organization shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, including but not limited to categories of voting and non-voting members, and the qualifications and rights of each categories and class of members may be established by amendment to these Bylaws.

SECTION 2. Eligibility for Membership

Application for membership shall be open to any individual older than 18 years old who supports the purpose statements in Articles of Incorporation. Membership is granted after completion and receipt of a membership application and annual dues.

Members may be required to have such other qualifications as the Board may prescribe by amendment to these Bylaws.

SECTION 3. Membership Subscription Levels

There are two subscription levels of membership: individual and family. An individual membership entitles membership rights to a single adult. A family membership entitles individual membership rights to all eligible individuals in a household.

Membership right of individual member are the same irrespective of subscription level.

SECTION 4. Nonrefundable Annual Dues

Annual dues for individual membership are \$30. Annual dues for family membership are \$50. Students and senior citizens receive a 50% discount for individual membership. Family memberships receive a 50% discount only when every eligible individual in the household is either student or senior citizen. Annual dues are nonrefundable, regardless of resignation or termination. Membership rights are contingent on being up-to-date on the payment of membership dues.

Annual membership dues are designed, and will be designed, solely to cover the expenses of maintaining the Organization and to support its activities, and does not entitle members to any specific service or privilege from the Organization in return, other than rights enumerated in the Bylaws.

To show appreciation for members' support, however, the Organization may consider providing, and provide, exclusive programs, events, and services limited to the membership only.

The annual membership dues can only be changed by a majority vote of the members at an annual meeting of the Organization. The Board of Directors may propose to the members at the annual meeting an increase of membership dues. Such dues increases shall be based on factors including regular expenses of the Organization and the inflation rate.

SECTION 5. Rights of Members

Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

Each member entitled to vote may appoint a voting representative to cast the member's vote in Organization elections.

Each member may register to zero or more Committees. Registering with Committees empowers a member to participate and enrich the activities of the Organizations.

Each member entitled to vote may cast one vote in the election of the President at the annual meeting.

Each member entitled to vote may cast one vote in the election of the Director of each Committee a member is registered to.

SECTION 6. Resignation and Termination

Nonpayment of membership dues shall terminate membership and associated rights.

Any member may voluntarily resign by filing a written resignation with the secretary. Resignation shall not entitle the member to any prorated refund, nor relieve a member of unpaid dues, or other charges previously accrued.

A membership can be involuntarily terminated by a two-thirds (2/3) majority vote of the membership who have been a member of the organization for at least one year. If a member who loses membership is a Director, he/she would lose the Directorship immediately as well.

ARTICLE V. MEETINGS OF MEMBERS

SECTION 1. Annual Meetings

An annual meeting of the members shall take place in the month of January, the specific date, time and location of which will be designated by the Board of Directors.

At the annual meeting the members shall elect a new President, if the current President's term is completed, receive reports on the activities of Organization, and determine the direction of the Organization for the coming year.

If the annual meeting is not held in the above designated month, the Board shall cause the meeting to be held as soon thereafter as may be convenient.

SECTION 2. Special Meetings

A special meeting of members may be called by the President, or a simple majority of the Board of Directors. A petition signed by the larger of 20 members or twenty percent (20%) of membership entitled to vote may also call a special meeting.

SECTION 3. Notice of Meetings

In compliance with ARTICLE V.SECTION 9, notice of each meeting shall be sent to each member entitled to vote, not less than two weeks prior to the meeting.

SECTION 4. Waiver of Notice

Whenever any notice is required to be given to any member under the provisions of these Bylaws, a waiver in the form of a record executed by the member entitled to such notice, whether before or after the time stated therein, shall be equivalent to giving such notice. A record means information inscribed on a tangible medium or contained in an electronic transmission, and executed means (a) signed, with respect to written record or (b) electronically transmitted along with sufficient information to determine the sender's identity, with respect to electronic transmission.

SECTION 5. Quorum

A quorum for a meeting of the members shall consist of at least fifty percent (50%) of the membership entitled to vote. If the quorum is not reached at a meeting, a second meeting is called, and notice is sent to all members as described in ARTICLE V.SECTION 3 of this Article. The second meeting shall have no quorum requirement.

SECTION 6. Voting

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place, unless noted otherwise in the Bylaws.

SECTION 7. Action by Members Without a Meeting

Any action which could be taken at a meeting of the members may be taken without a meeting if a record of consent setting forth the action so taken is executed by 2/3 of the members entitled to vote with respect to the subject matter thereof. Such record of consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such record of consent shall be inserted in the minute book as if it were the minutes of a meeting of the members. A record means information inscribed on a tangible medium or contained in an electronic transmission, and executed means (a) signed, with respect to written record or (b) electronically transmitted along with sufficient information to determine the sender's identity, with respect to electronic transmission.

SECTION 8. Meetings by Telecommunication Device

Members of the Organization may hold a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 9. Electronic Transmission

The Organization may deliver to a member notices, demands, consents or waivers by electronic transmission, if such member has consented to receive such electronically transmitted communications.

The consent must designate the message format accessible to the member and the address, location or system to which the notices or other document may be electronically transmitted.

Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. General Powers

The affairs of the Organization shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Organization. Membership ratification of the Board decisions is required for transactions outside the ordinary course of business, or as prescribed by Bylaws.

Any single expense greater than the maximum of ten percent (10 %) of available fund or one thousand Dollars (\$1000) are assumed to be outside the ordinary course of business and subject to membership ratification.

Expenditures beyond a “balanced budget” that lead to deficit of more than 20% of assets at beginning of the term of office requires ratification by the membership. A balanced budget is defined as one in which annual expenditures do not exceed annual revenues.

SECTION 2. Compensation

Members of the Board of Directors are volunteers and shall not receive any compensation for their services as Directors.

SECTION 3. Number

The number of Board members shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following Officers: President, one or more Vice-President, the Secretary, and the Treasurer.

SECTION 4. Election of Directors

All Directors, except for the President, shall be elected each year by Committee members.

The President is directly elected by membership entitled to vote, while other Directors are elected as representatives by the Committees as described in SECTION 8 of this Article. Officers, other than the President, are elected from among the Directors by Directors at the first Board meeting after an annual meeting.

SECTION 5. Qualifications

Each member of the Board, except the President, must have been a member of the Organization for at least 1 year, except for the first Board of Directors or Directors from newly formed permanent Committees. Each member of the Board of Directors must have resided in the United States for a period of at least one year.

The Officers must be able to communicate fluently in both English and Persian languages.

Each member of the Board of Directors shall be a member whose membership dues are paid in full and shall hold office without any term limit, subject to annual election.

SECTION 6. Term of Office

Directors term starts and ends on the beginning day of the month following the successive elections at the Annual Meetings, which should lead to a term of approximately one year.

When a Director resigns, he or she shall hold office until the beginning of the month following the annual meeting of the Board or until his or her successor is elected, whichever is earlier.

Directors elected to fill a vacant position serve for the unexpired period of the vacated position.

SECTION 7. Duties

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected.

Each member of the Board of Directors shall attend substantial majority of the meetings of the Board, and work with the Board to schedule meetings that will satisfy the quorum requirement, during the term of the office. The Board may decide on the frequency of regular, and instances of special, meeting to hold in addition to the First Meeting, but the total number of meeting shall not fall below five (5) meetings roughly corresponding to a quarterly basis.

Each member of the Board is expected to be diligent in starting the process to fill Director's and Officer's vacancies.

SECTION 8. First Meeting of Board of Directors

The members of the Board of Directors shall elect Officers of the Organization in the first Board of Directors meeting following the annual meeting of the members. The First meeting of the Board is subject to Special Meeting Provisions of this Article, SECTION 10 through SECTION 13.

SECTION 9. Regular Meetings

By resolution, the Board may specify the date, time and place for the holding of regular meetings without other notice than such resolution.

SECTION 10. Special Meetings

Special meetings of the Board or any committee designated and appointed by the Board may be called the President or any two Directors. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board or committee meeting called by them.

SECTION 11. Notice of Special Meetings

Notice of special Board or committee meetings shall be given to a Director in writing or by personal communication with the Director not less than 1 week before the meeting. Notices in writing may be delivered or mailed to the Director at his or her address shown on the records of the corporation or given by electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notices by electronic transmission must be delivered in accordance with ARTICLE VI. SECTION 23 of these Bylaws.

SECTION 12. Waiver of Notice for Special Meeting

Waiver of Notice for special meetings may be:

- A. In a Record - Whenever any notice is required to be given to any Director under the provisions of these Bylaws, a waiver in the form of a record executed by the Director entitled to such notice, whether before or after the time state therein, shall be equivalent to giving such notice. A record means information inscribed on a tangible medium or contained in an electronic transmission, and executed means (a) signed, with respect to written record or (b) electronically transmitted along with sufficient information to determine the sender's identity, with respect to electronic transmission.
- B. By Attendance - The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 13. Meetings by Telecommunication Device

Members of the Board or any committee designated by the Board may hold a meeting - whether First, Regular, or Special - of such Board or committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

SECTION 14. Place of Meetings

All meetings shall be held at the principal office of the corporation or at such other place within or without the State of Washington designated by the Board, by any persons entitled to call a meeting or by a waiver of notice signed by all Directors.

SECTION 15. Quorum

The presence of a majority of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

SECTION 16. Manner of Acting

The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

SECTION 17. Presumption of Assent

A Director of the Organization present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a record of dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or records such dissent or abstention with the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

SECTION 18. Informal Action by Directors

Any action which could be taken at a meeting of the Board may be taken without a meeting if a record of consent setting forth the action so taken is executed by two-thirds (2/3) of the Directors. Such record of consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such record of consent shall be inserted in the minute book as if it were the minutes of a Board meeting. A record means information inscribed on a tangible medium or contained in an electronic transmission, and executed means (a) signed, with respect to written record or (b) electronically transmitted along with sufficient information to determine the sender's identity, with respect to electronic transmission.

SECTION 19. Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her duties as set forth in SECTION 7 of this Article in timely fashion shall automatically forfeit his or her seat on the Board.

The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy.

Forfeiture is automatic and does not entitle a forfeited Director to the procedure outlined for removal of a Director in SECTION 20 of this Article in these by-laws.

SECTION 20. Removal.

Any member of the Board of Directors (excluding the President) or members of the Advisory Council may be removed with or without cause, at any time, by vote of three-quarters (2/3) of the members of the Board of Directors if in their judgment the best interest of the Organization would be served thereby. Each member of the Board of Directors must receive notice of the proposed removal at least one (1) week in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

The removal procedure of this Section does not apply to forfeited Directors under SECTION 19 of this Article in these by-laws.

SECTION 21. Vacancies

Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay. If the vacancy is for the President, a special election is to be held through a special meeting as described in ARTICLE V. SECTION 2 to elect a new President. If the vacancy is for the representative of a committee, the members of that committee are notified and asked to elect a new representative as soon as possible. The newly elected committee representative will not have voting power for the first 3 months since his/her first presence at the Board. If the former Director held an officer position before creating vacancy, a new officer for the same position is elected by the Board of Directors.

SECTION 22. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the Organization by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein upon being voted onto and accepting appointment to the Advisory Council.

SECTION 23. Electronic Transmission

The Corporation may deliver to a Director notices, demands, consents or waivers by electronic transmission, if such Director has consented to receive such electronically transmitted communications. The consent must designate the message format accessible to the Director and the address, location or system to which the notices or other document may be electronically transmitted. Notice provided in an electronic transmission is effective when it: (a) is electronically transmitted to an address, location, or system designated by the recipient for that purpose, and is made pursuant to the consent provided by the recipient; or (b) has been posted on an electronic network and a separate record of the posting has been delivered to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the electronic network.

ARTICLE VII. OFFICERS

SECTION 1. Number of Officers

The officers of this Board shall be the President, one or more Vice-Presidents, a Secretary and a Treasurer. All officers must have the status of active members of the Board.

Other officers and assistant officers may be elected or appointed by the Board, such officers and assistant officers to hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as may be provided by resolution of the Board.

Any officer may be assigned by the Board any additional title that the Board deems appropriate. Any two or more offices may be held by the same person, except the offices of President, Secretary, and Treasurer.

SECTION 2. Election of Officers

Officers of the Board of Directors are elected at the first Board of Directors meeting as explained in ARTICLE VI.SECTION 8.

SECTION 3. Term of Office

Term of office of Officers, other than the President is the same as Directors described in ARTICLE VI.SECTION 6.

An Officer elected to fill a vacancy serves for the unexpired period of the vacated term.

SECTION 4. Officers' Qualifications

Qualifications of an Officer, other than the President, are the same as qualifications for Directors detailed in ARTICLE VI.SECTION 5 .

SECTION 5. President's Term of Office

President's term starts and ends on the beginning day of the month following the elections at every other Annual Meetings, which corresponds to a term of approximately two years.

When a President resigns, he or she shall hold office until the beginning of the month following the annual meeting of the Board or until his or her successor is elected, whichever is earlier.

The President elected to fill a vacancy serves the unexpired period of the vacated term.

SECTION 6. President's Qualifications

The President's required qualifications are the same as qualifications for Directors. Except, The President must have been the member of the Organization for at least (2) two years and resided in the United States for a period of at least three (3) year.

SECTION 7. President Duties

The President shall be the chief executive officer of the Organization, and, subject to the Board's control, shall supervise and control all assets, business and affairs of the Organization.

The President may sign deeds, mortgages, bonds, contracts, or other instruments, except when the signing and execution thereof have been expressly delegated by the Board or by these Bylaws to some other officer or agent of the Organization or are required by law to be otherwise signed or executed by some other officer or in some other manner.

In general, the President shall perform all duties incident to the office of President and such other duties as are assigned to him or her by the Board from time to time.

The President shall:

- A. preside at all meetings of the Board of Directors;
- B. have general superintendence and direction of all other officers of this Organization and see that their duties are properly performed;
- C. submit a report of the operations of the program for the fiscal year to the members at their annual meetings;
- D. report to the Board, from time to time, all matters that may affect this organization;
- E. be Ex-officio member of all standing committees; and
- F. be the voting tie breaker at the Board of Directors in case the Board has even number of members including the President.

SECTION 8. Vice-President Duties

The Vice-President, or when there are more than one Vice-Presidents, the Vice President selected by the Board with a simple majority vote, shall be vested with all the powers and shall perform all the duties of the President during the incapacity, or written request, of the latter.

SECTION 9. Secretary Duties

The Secretary shall:

- A. keep the minutes of meetings of the members and the Board, and minutes which may be maintained by committees of the Board;
- B. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- C. be custodian of the corporate records of the Organization;
- D. keep records of contact information and class, if applicable, of each member, Director, and Officer;
- E. sign with the President, or other officer authorized by the President or the Board, deeds, mortgages, bonds, contracts, or other instruments; and
- F. in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or the Board.

The Secretary shall attend substantial majority of the meetings, of the Board of Directors as well as of members, and will act as a clerk thereof. In the absence of the Secretary, a meeting secretary will be selected from the meeting participants. The Secretary's duties shall consist of:

- A. recording all votes and minutes of all proceedings in a book to be kept for that purpose;
- B. arranging, in concert with the President, all meetings of the Board of Directors and the annual meeting of the Organization;
- C. performing all official correspondence from the Board of Directors as may be prescribed by the Board or the President.

SECTION 10. Treasurer Duties

If requested by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such amount and with such surety or sureties as the Board may determine.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Organization; receive and give receipts for moneys due and payable to the Organization from any source whatsoever, and deposit all such moneys in the name of the Organization in banks, trust companies or other depositories selected in accordance with the provisions of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board.

The Treasurer shall:

- A. submit for the Board of Directors' approval of all expenditures of funds raised by the Organization, proposed capital expenditures (equipment and furniture), by the committees and staff of the Organization;
- B. present a complete and accurate report of the finances of the Organization at each meeting of the members, or at any other time upon request to the Board of Directors;
- C. have the right of inspection of the funds including budgets and subsequent audit reports;
- D. assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles; and
- E. perform such other duties as may be prescribed by the Board of Directors or the President under whose supervision he/she shall be.

SECTION 11. Removal of Officer

The Board of Directors with the concurrence of 2/3 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing two weeks prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

ARTICLE VIII. Member Committees

The Organization's activities are planned, coordinated, and delivered through its Committees. Committees' activities are envisioned to be performed voluntarily by the registered members of each Committee.

At a minimum a Committee shall consist of the registered membership and a Chairperson. The Committee members may optionally decide to also have a Leadership Team, which is chaired by the Chairperson.

A Committee does not have control over any portion of the Organization's funds. The control of Organization's fund is exclusively vested in the Board of Directors.

SECTION 1. Registered Membership and Meetings

Committee Membership and Rights of committee members are the same as Right of Members in ARTICLE IV.SECTION 5.

Meetings of registered members are subject to the same provisions as Organization Membership, detailed in ARTICLE V, construed with the Committee context in mind, such that for example:

- references to membership is substituted by Committee membership;
- references to Directors are replaced with member of a Leadership Team
- references to President substituted with Chairperson;
- references to Board of Directors and Officers is substituted by Leadership Team;
- Committee annual meeting to be held after the general membership annual meeting.

SECTION 2. Chairperson

A Chairperson is elected at the annual meeting of the Committee members, which meeting is held after the annual meeting of the general membership.

The qualifications of the Chairperson is the same as Directors' qualifications detailed in ARTICLE VI.SECTION 5. In addition, the Chairperson should have been the Committee member for at least the last 6 months prior to being added to the Board of Directors.

The term of office of the Chairperson is the same as Directors', as described in ARTICLE VI.SECTION 6 .

The duties of the Chairperson includes the duties of a Director, as described in ARTICLE VI.SECTION 7.

The Chairperson joins the Organization's Board of Director pursuant to SECTION 6 of this Article.

SECTION 3. Leadership Team

The Leadership team is an informal team that does not have any organizational authority and is created solely to improve efficiency , and may be created by a simple majority vote of the members of a Committee at annual or special meeting of the Committee's registered members.

The Leadership Team may be dissolved, or a single Team member can be removed at any time by the committee membership through a 2/3 majority vote. The Leadership Team dissolves at the annual meeting of the Committee's registered members, and a new Leadership Team may be elected.

The Leadership team activities is subject to the provisions of ARTICLE VI.SECTION 9 through ARTICLE VI.SECTION 18, with Leadership Team members substituted for Directors.

SECTION 4. Provisional Committee Formation

Each paid member of the Organization may reach out to the Board of Directors to propose formation of a new Committee. The Board of Directors decides on the proposal based on the following criteria:

- A. The goal of the Committee is aligned with the purpose of the Organization as listed in Article of Incorporation;
- B. The outcome of the activities defined for the committee benefits at least 20 members of the general public;

- C. The Committee consists of at least 3 registered members; and
- D. The Board of Directors determines that the members of the proposed Committee are capable of pursuing and likely to reach the purpose of the Committee.

Once the criteria are met, the Board approves the provisional formation of the new Committee for a fixed period of time, no less than 6 months. Committee's members can then start their activities under the name of the Organization and within the limits determined by the Board of Directors and these By-laws.

SECTION 5. Permanent Committee Formation

Once a provisional Committee met the time period initially determined by the Board of Directors as described in ARTICLE VIII.SECTION 3 of this Article, the Board of Directors decides to either dissolve the provisional committee or extend the provisional period or refer the Committee to the membership for approval as the permanent Committee.

The members at the next annual or special meeting vote on the Board of Directors' proposal and if approved by 2/3 of the members present at the meeting, the Committee is added to the list of the Committees for the Organization.

The new Committee will then select a Chairperson to be added to the Board of Directors unless the number of Board members has already reached the maximum set in ARTICLE VI.SECTION 3. In such circumstances, the representative needs to wait until the next annual meeting in which the new Board is established. Then all representatives are added to the new Board subject to the process set in ARTICLE VIII.SECTION 6.

SECTION 6. Representation of Chairperson at the Board of Directors

The Chairperson joins the Board as a Director, unless the number of Directors reaches the maximum set by ARTICLE VI.SECTION 3. In such a case, committees are selected by lottery to send representative to the board. The committees which are left out are represented by a member of the Board of Directors until the next annual election in which those committees get reserved representative seat at the board.

ARTICLE IX. ORGANIZATION STAFF

The Board of Directors may hire individuals as staff to perform certain tasks for the Organization for a limited period of time. Any member of the staff may receive appropriate compensation as approved by the Board of Directors.

ARTICLE X. BOOKS AND RECORDS

The Organization shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XI. AMENDMENTS

The Board of Directors may propose changes to Bylaws to amend or alter provisions, or repeal and adopt new Bylaws at any annual or special meeting of the membership, provided that specific notice of the proposed changes to Bylaws, which notice sets forth the proposed amendment or a summary of the altered provisions, or the new Bylaws to be adopted, shall be sent to each member along with the announcement of the meeting. The amendments must be approved by the affirmative vote of at least 2/3 of the membership at which a quorum is present.

ADOPTION OF BYLAWS

We, the undersigned, are founding members of this Organization, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 13 preceding pages, as the Bylaws of this Organization.

Name (First Last)	Signature	Name (First Last)	Signature
Afshin Sepehri	On File	Mahshid Yar Mohammadi	On File
Aidin Behroozi	On File	Maryam Badiee	On File
Arash Tarkhan	On File	Mazeiar Salehie	On File
Behnaz Kavooosi	On File	Mehdi Masoumi	On File
Cyrus Khubcher	On File	Nasim Hosseini Nejad	On File
Dena Hajiaghazadeh	On File	Navid Oskouipour	On File
Ehsan Ghafari	On File	Nazanin Nazemi	On File
Elham Lawson	On File	Neda Naderi	On File
Faranak Sorooshian	On File	Negar Bardideh	On File
Farangis Sepehri	On File	Nooshin Khalili	On File
Fatima Wise	On File	Parimah Karimi	On File
Fereidoon Nehchiri	On File	Payam Khastkhodaei	On File
Firoozeh Tabesh	On File	Salimeh Hashemi	On File
Golbanoo Ghavami	On File	Tarannom Azari	On File
Hamid Jafari	On File	Vafa Sadri	On File
Kiarash Taghavi	On File	Yahya Kazemi	On File
Mahsa Maghami	On File		

ADOPTED AND APPROVED by the Incorporators on this 10th day of February, 2019.

Signature: _____ On File _____

Name: _____ Nazanin Nazemi _____

Incorporators' Meeting Secretary – Alefba Group