

# ***Persian Community Center of Atlanta By-Laws***

## **Section I: Preamble**

The Persian Community Center of Atlanta (hereto after referred to as Kanoon), which was established in 1989, is a cultural-social nonprofit organization not affiliated with any party, front, or particular group. As a civil democratic institution, Kanoon recognizes freedom of expression for all participants in its programs and respects the diversity of ideas provided they are expressed with due respect to other views. Kanoon considers any kind of political, organizational, religious or racially motivated propaganda contrary to its principles and objectives.

## **Section II: Goals of Kanoon**

The main objectives of Kanoon are to enhance solidarity among Iranians, promote Iranian culture, art, literature, and defend Iranians and persons of Iranian descent under the statutes of the United States. To achieve these goals, Kanoon will focus its activities into two broad categories: cultural and social.

### ***A - Cultural Activities and Services Include:***

- Publication of a newsletter and/or a website by an editorial board under the supervision of Kanoon's Board of Directors (BOD)
- Organizing lectures on topics of culture, science, history, etc. by inviting scholars and experts
- Organizing poetry sessions, literature discussions, and music recitals
- Organizing Iranian festivals and celebrations, e.g. Persian New Year (Nowruz) celebration.
- Organizing music concerts and theatrical performances
- Organizing Farsi language training classes for children and adults
- Forming study groups in different areas of science, literature, history, philosophy, etc.

### ***B - Social Activities and Services Include:***

- Services and assistance in areas of employment, housing, immigration, legal representation, etc.
- Facilitating communication and collaboration among Iranian businesses
- Promoting communication and collaboration with other organizations with consistent goals and objectives.

### **Section III. Funding**

Kanoon is a nonprofit organization funded from the following sources:

- Membership dues
- Funds raised in social and cultural programs listed in Part II
- Ad sales in Kanoon publications and/or Kanoon Web site
- Funds received for renting out Kanoon location to individuals or groups for weddings, birthdays, memorials, etc.
- Gifts given to Kanoon legally with no strings attached.
- Other sources of funds for nonprofit organizations consistent with U.S. and State statutes.

### **Section IV: Membership in Kanoon**

All persons above the age of eighteen, regardless of their political or religious beliefs, can become Kanoon members by filling out and signing the membership form, and paying membership fees. Kanoon members enjoy the following benefits:

- The right to vote at General Assembly meetings
- The right to become a candidate for membership in Board of Directors
- The right to form or lead any Kanoon committee sanctioned by Board of Directors
- The right to receive discounts on the use of Kanoon facilities, on program fees, and on products from vendors agreeing to special deals for Kanoon members

Kanoon members are responsible for observing the by-laws and respecting all participants in Kanoon activities in order to promote camaraderie and democratic processes. Membership in Kanoon is contingent upon continued compliance with all principles outlined in Kanoon by-laws.

### **Section V: General Assembly**

Kanoon's General Assembly is composed of the totality of the members of Kanoon and is the highest organ of Kanoon in all matters and decisions. A General Assembly meeting, when first called, acquires a quorum with more than half of Kanoon members in attendance. A quorum is necessary before any decisions or votes. All General Assembly decisions are binding on both Kanoon members and its Board of Directors.

The most important function of the General Assembly is to elect Kanoon's Board of Directors (BOD). Members voting during the General Assembly, as well as candidates running for BOD, should be physically present in the meeting. All decisions of the General Assembly, except the decision to change the by-laws, are taken with simple majority (more than half). A formal General Assembly meeting is held at least once a year at the invitation of the Board of Directors. The General Assembly discusses and approves the broad outline of Kanoon activities for the following year, hears and potentially approves Board of Director's yearly report, especially the financial report.

A special session of the General Assembly can be convened at least one month after the call for a regular session of the General Assembly fails to achieve quorum. A quorum in the special session of General Assembly is reached with more than one third of Kanoon's members in attendance. Invitations for all General Assembly meetings should be received by Kanoon members at least two weeks prior to the meeting date.

## **Section VI: Board of Directors (BOD)**

Kanoon's Board of Directors (BOD) comprises seven members and two alternates. They are elected by votes of the members in the General Assembly once every two years (towards the end of the second calendar year). There is a term limit of two consecutive terms for each BOD member or alternate. Multiple individuals from the same family cannot simultaneously be on BOD. Candidates for BOD must have resided in Atlanta and been members of Kanoon at least six months prior to their election.

Elected BOD members choose a President, a Vice President, a Secretary and a Treasurer by voting amongst the five BOD members. The alternate members of BOD are required to participate in all BOD meetings without the right to vote. Only when a regular BOD member is absent can an alternate vote in his/her stead. Also, if one or two BOD members leave BOD for any reason, the alternates would take their place on the BOD.

Each member of the BOD automatically loses his/her seat on the BOD if he/she is absent without a justifiable excuse from three consecutive BOD meetings, or from a total of six BOD meetings in the course of three years. A BOD meeting achieves quorum with at least five members or alternates present. Decisions are made with simple majority vote (three or more out of five).

If at any time the total number of BOD members, including alternates, falls below five, the remaining BOD members are obligated to call for a General Assembly meeting for the purpose of filling the vacant BOD seats. At the discretion of BOD, it is also possible to elect members or alternates to the vacant seats of BOD during regular yearly meeting of the General Assembly even when the total BOD member

plus alternate count is five or six. BOD members thus elected in the interim election serve only to the end of the current three year period and the interim period will not count towards their term limits in case they want to run again.

## **Section VII: BOD Responsibilities**

The Board of Director shall hold official meetings at least once a month. Minutes of each official meeting should be presented to BOD and approved during the following session. BOD members have a joint responsibility towards Kanoon's General Assembly. BOD is obligated to faithfully carry out all the General Assembly's directives. BOD is also responsible for inviting Kanoon members to General Assembly meetings, helping form and staff various committees to advance Kanoon programs, supervising the functioning of all Kanoon committees, determining the level of fees and discounts for members in various Kanoon functions, and directing all the financial activities of Kanoon.

### ***A – President of BOD***

President of BOD is the official spokesperson for Kanoon. In addition, he/she calls for BOD meetings, sets the agenda and chairs them. He/she also chairs the General Assembly meetings, ensures all BOD functions are carried out efficiently and on time, sees to it that all minutes of all official sessions are approved and maintained by the BOD secretary, and all financial assets of Kanoon are accounted for and transitioned to the subsequently elected BOD at the end of his term of office..

### ***B – Vice President of BOD***

Vice president of BOD assumes the role of the President in case the President is absent or unable to carry out his/her responsibilities for any reason.

### ***C – Secretary of BOD***

Secretary of BOD is charged with preparing and maintaining minutes and records of all General Assembly and BOD official meetings, as well as maintaining and archiving all historical documents and/or records pertaining to Kanoon.

### ***D – Treasurer of BOD***

Treasurer of BOD is responsible for preparing and maintaining all financial statements and accounting documents, and performing Kanoon's day to day financial activities. He/she is also responsible for monitoring use and transfer of Kanoon funds, as well as cash and non-cash transactions per BOD directives.

## **Section VIII: Board of Trustees**

The 2012 General Assembly of Kanoon in principle agreed to a proposal to form a 7-person Board of Trustees for Kanoon for a period of 5 years who would be charged with overseeing long term Kanoon directions and goals. The timing and mechanism

for the formation of the Board of Trustees, and description of its specific responsibilities and functions were left to the discretion of the Board of Directors. BOD, when it sees fit, will pursue this proposal in the future and will present its findings and details to the General Assembly for approval.

### **Section IX: Indemnification of BOD**

BOD members are not liable with respect to any lawsuits that may be brought against them as a result of Kanoon's activities and functions. Any expenses associated with indemnification of BOD members in any case that may arise, such as lawyers' fees, court fees and the like, will come out of Kanoon's budget.

### **Section X: Changes to Kanoon By-Laws:**

Kanoon shall be operated in accordance with the provisions of its by-laws and in full compliance with all the relevant United States statutes in regard to nonprofit organizations. Dissolution of Kanoon can occur only in the case that more than three fourth of ALL Kanoon members vote for such dissolution. Upon dissolution of Kanoon, the remaining assets will be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes.

This document contains ten sections. Content of this document can be amended only with more than two third of the votes in an official General Assembly meeting called for this purpose. The Persian Community Center of Atlanta, aka Kanoon, was registered as a nonprofit organization on May 5, 1990 in the city of Atlanta.