

**BY-LAWS of  
Persian American Society of Tampa Bay, Inc.**

(Adopted on May 17, 2020)

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**ARTICLE I**

**Objective:**

The objective of the Persian American Society of Tampa Bay, Inc. (the "Society"), a Florida corporation not for profit, is to preserve, promote and encourage positive attributes of Iranian culture and to enhance intercultural relation between other nationalities and Persians living in the United States. Furthermore, this Society will strive to advance the inter-professional liaison of Iranian professionals conducive to strengthening their cultural presence in the United States.

**ARTICLE II**

**Capital Stock:**

No Capital Stock. The corporation shall have no capital stock or stockholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of its gain, profit, or property inure to the incorporators thereof, nor to any officers or directors thereof, except as otherwise provided in Article II of its Article of Incorporation with respect to compensation for services rendered, but its entire gain, profit, net earnings, and property shall be devoted exclusively to the charitable and other uses and purposes set out in Article 11 of its Article of Incorporation.

**ARTICLE III**

**Membership:**

Membership in the Society is a privilege which should be extended to those real or legal individuals who share in the beliefs of this Society and endeavor to promote its goals. Membership is open to anyone without regard to their sex, race, religion, national origin or political beliefs. Members need to be 18 years of age or older. Associations, partnerships, and corporations are eligible to apply for membership.

**Members:**

Section 1. CLASSES OF MEMBERS. The Society is to have the following classes of members with the following voting rights

(a) Active Members who shall consist of all full dues-paying members resident in the State of Florida. Active Members shall have the right to vote on all matters on which members of a non-stock corporation are entitled to vote under the Florida Non-Stock Corporation Act, and in addition shall be entitled to exercise such powers and authority as may be granted or reserved to them by these Articles of Incorporation or by the By-Laws of the Society.

(b) Honorary Members who shall consist of persons of notable reputation who have demonstrated a special interest or who have given distinguished service to the Society. Granting or retracting such membership is dependent on a majority vote of the Board of Directors. Honorary members have no voting rights.

(c) Affiliate Members who shall consist of persons residing outside of the State of Florida. Affiliate members may be granted voting privileges only with a clear majority vote of the Board of Directors.

Section 2. ANNUAL DUES. Annual dues shall be set by the Board of Directors and approved by a majority of the members.

Section 3. ANNUAL MEETING. The annual meeting of tile Society shall be held in the principal office of the Society at the time designated by the Board of Directors of each year or at such other place as the officers and directors designate by proper notice to the members.

Section 4. SPECIAL MEETINGS. Special meetings of the members may be held at the principal office of the Society at any time, upon the call of the Chairperson, or in his absence upon the call of the President, or upon the call of the Board of Directors, or of the members comprising together at least twenty percent (20%) of the membership of the Society.

Section 5. NOTICE OF ANNUAL OR SPECIAL MEETINGS. Notice of the annual meeting or of a special meeting, stating the time, place and purpose or purposes thereof shall be given to each member not less than ten nor more than forty days prior to the meeting, but such notice may be waived in writing at any time.

Section 6. QUORUM. At any meeting of the membership a majority of the members entitled to vote shall constitute a quorum, except as otherwise provided by law.

Section 7. VOTING. At each meeting of the membership every member then entitled to vote as set forth in Section 1 of Article IV of the By-Laws may vote in person or by proxy.

Section 8. ORDER OF BUSINESS. The order of business at the annual and special meetings shall be:

- (a) Reading and disposal of any unapproved minutes.
- (b) Reports of officers and committees.
- (c) Unfinished business.
- (d) New business.
- (e) Adjournment.

Robert's Rule of Order will be followed in all meetings.

#### **ARTICLE IV**

**Offices:**

Section I. PRINCIPAL AND REGISTERED OFFICE. The address of the location of such office may be, from time to time, be designated and changed by the corporation's Board of Directors.

Section 2. OTHER OFFICES. The Board of Directors may designate other Society offices, within or outside the State of Florida.

#### **ARTICLE V**

**Directors:**

5.1 General Powers: The property and affairs of the Corporation shall be managed and controlled by the Board of directors.

5.2 NUMBER AND QUALIFICATIONS. The entire Board of Directors shall consist of minimum five (5) persons. Only the members entitled to vote may change the number of directors, by amending the By-Laws. The immediate past chairman of the Board of Directors shall be an ex-officio member of the Board of Directors.

5.2 (a) At least one current Board member must sponsor any new candidates.

5.2 (b) New Board member candidates must be an active member of the Society for at least one prior year.

5.2 (c) New Board candidates must read and agree to the Society's bylaws and voting process.

5.2 (d) New Board candidates must be able to devote a few hours a month to the Society's business and be available to assist in major events planned throughout the year.

5.2 (e) New Board candidates must attend at least three Board meetings before making a decision to join the Board.

5.3 MANNER OF ELECTION. The members entitled to vote shall elect five directors and two reserve officers at every other annual meeting who shall also serve as the Officers of the Society. Directors are elected by plurality vote of the outstanding members entitled to vote and present at the meeting or by proxy. Elected Directors will elect a Chairperson to preside over the Board of Directors meetings.

5.4 TERM OF OFFICE. The term of office of each director shall be for two (2) years or until his successor has been duly elected. Due to no term limits each director can be nominated and reelected every two years as long as he or she is an active member of the association.

5.5 DUTIES AND POWERS. The Board of Directors shall manage the affairs of the Society. The directors shall always act as a Board, regularly convened. A quorum must be present to transact business. The vote of a majority present at a meeting, except as otherwise provided by law or the Articles of Incorporation, shall be an act of the Board. The directors may adopt rules to conduct their meetings and to manage the Society consistent with law and these By-laws. The Board shall record its proceedings in writing.

5.6 MEETINGS. The Board of Directors shall meet to transact business as soon as practicable after adjournment of the annual meeting of the members. The Board shall schedule other regular meetings of the Board. The Chairperson may call special meetings of the Board of Directors at any time. The Chairperson must, upon written request of any two (2) directors, call a special meeting to be held not more than ten (to) days after the receipt of such request.

5.7 NOTICE OF MEETINGS. Regular meetings of the Board require no notice. The Secretary shall cause notice of special meeting to be served upon each director in person or mailed to each director, postage paid and addressed to his address as it appears upon the Society records. Notice shall be served or mailed at least two (2) days before the date of the special meeting. Unless otherwise required by resolution of the Board, these By-Laws, or the Florida Code, notice of Board meetings need not state the purpose of the meeting. No notice of any meeting need be given to any director who attends, or waives notice in writing. Directors may waive notice in writing either before or after the Board meeting. Meetings of the Board may be held by telephone conference, or by other electronic media.

5.8 PLACE OF MEETING. The Board of Directors may meet either within or without the State of Florida.

5.9 QUORUM. A majority of the Board must continuously be present to constitute a quorum to transact business. However, should a quorum not be present, a lesser number may adjourn the meeting to some further time, not more than fifteen (15) days later.

5.10 VACANCIES. Any vacancy occurring in the Board of Directors by death, resignation, or otherwise shall be filled promptly by the reserve officers, and/or a majority vote of the remaining directors if there are more vacancies. The director thus chosen shall hold office for the unexpired term of his predecessor and until the election and qualification of his successor.

5.11 REMOVAL OF DIRECTORS. Any director may be removed either with or without cause, at any time, by a majority vote of the members who were entitled to vote for the election of the director sought to be removed, at any special meeting called for that purpose, or at the annual meeting.

5.12 INDEMNIFICATION. Pursuant to Florida Statute 617.0831, the officers, directors, employees, and/or agents of the Society are entitled to indemnification and are absolved of personal liability to the extent provided by law.

5.13 RESIGNATION. Any director may resign his office at any time. Resignations must be in writing. Resignations take effect immediately without acceptance, unless the resignation states a different effective date.

5.14 CONSENTS. Whenever the Florida Code, the Articles of Incorporation, or the By-Laws require or permit a vote of the Directors at a meeting, the meeting and the vote of directors may be dispensed with, if all the directors consent in writing to such action.

5.15 COMMITTEES. The Society may have the following kinds of committees:

(a) Executive Committees-

The Board of Directors may appoint an Executive Committee by a resolution passed by a majority of the whole Board, designating two (2) or more of the directors to constitute such Executive Committee. To the extent provided in such resolution, the Executive Committee shall exercise the power of the Board of Directors in managing the affairs of the Society.

(b) Non-Executive Committees:

The President shall have the authority, subject to the approval of a majority of the Board, to select the Chairperson and Co-Chairperson of the following non-executive committees. The Chairperson of the following committees may select their own members. The Society's non-executive committees include:

- (i) The Cultural Committee will be responsible for promoting events, talks and seminars conducive to furthering the literary and cultural attributes of Iranian heritage.
- (ii) The Educational Committee which shall oversee the continuous educational endeavors to increase knowledge of the Persian language and literature.
- (iii) The Entertainment Committee which shall be responsible for implementing the Society's annual celebrations and other regular entertaining events.
- (iv) The Finance Committee which shall make recommendations to the Board regarding the general budgeting and fund-raising activities for the Society.
- (v) The Membership Committee which shall oversee membership affairs, review of applications, recruiting and renewals of the Society's membership.
- (vi) The Professional Business Committee which will consist of members of any profession who harbor inter-professional interests in promoting the goals of the Society by pooling their efforts.
- (vii) The Publications Committee which shall have the primary responsibility of ensuring regular formulation and publication of the Society's Newsletter and other literature conducive to increasing the cultural presence of our Society.
- (viii) The Youth Committee will be in-charge of setting programs and events in motion which would encourage continual participation of children of Iranian families in joint activities conducive to consolidation of their ethnic and cultural heritage.

## ARTICLE VI

### Officers:

Section 1. GENERAL. The officers of the Society shall be a Chairperson, a President, a Vice President, a Secretary and a Treasurer. All officers shall be a member of the Board of Directors. All officers shall be elected for a term of two (2) years and shall hold office until their successors are elected. Officers shall be entitled to hold an office for three consecutive terms if re elected. The officers shall meet every month. Any two (2) offices may be held by the same person.

Section 2. **PRESIDENT.** The President shall preside at all meetings EXCEPT for the Board meetings (see section 6). The President shall generally supervise the affairs of the Society, and may sign or countersign contracts and other instruments of the Society. The Board of Directors may delegate the power to sign Society contracts to any other officer, agent or employee of the Society. The President shall report to the directors and members and perform all such other duties as are incident to his office, or are properly assigned to him by the Board of Directors.

Section 3. **VICE PRESIDENT.** The Vice President shall exercise the functions of the President during the absence or disability of the President and shall have such powers and discharge such duties as may be assigned to him by the Board of Directors or the President.

Section 4. **SECRETARY.** The Secretary shall issue notices for all meetings, shall keep the minutes, shall keep the Society books, shall sign with the President such instruments as require his signature and shall report and perform such other duties as are incident to his office or are properly assigned to him by the Board of Directors or the President.

Section 5. **TREASURER.** The Treasurer shall keep and be responsible for all funds, securities, receipts and disbursements of the Society, and shall deposit or cause to be deposited, in the name of the Society, all moneys or other valuable effects in such banks, trust companies, or depositories as may be designated by the Board of Director". The Treasurer shall maintain full and accurate accounts of all assets, liabilities and transactions of the Society and shall render to the President and the members of the Board of Directors at regular meetings of the Board of Directors, or whenever they may require it, an account of all financial transactions of the Society and of the financial condition of the Society. In general, the Treasurer shall perform all the duties ordinarily incident to the office of a treasurer of a corporation and such other duties as may be assigned by the Board of Directors or by the President.

Section 6. **CHAIRPERSON.** The Chairperson will preside over all meetings of the Board of Directors. The Chair will act as a moderator and will only vote on matters before the Board if his/her vote is needed to break a tie.

Section 7. **VACANCIES.** All vacancies in any of office shall be filled promptly by the Board of Directors as mentioned in section 5-10 either at regular meetings or a meeting specially called for that purpose. Any vacancy in the office of the President shall be filled by the Vice-President.

Section 8. **RESIGNATION.** Any officer may resign his office at any time. Resignations must be written. Resignations take effect immediately without acceptance, unless the resignation states a different effective date.

## **ARTICLE VII**

### **Miscellaneous:**

Section 1. **CHECK DRAFTS.** The Board of Directors shall determine who shall be authorized on behalf of the Society to sign bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents.

Section 2. **NOTES AND BONDS.** All notes, bonds or other instruments evidencing obligations of the Society shall be signed by the President or by the Vice President in the absence of the President and countersigned by one (1) other officer of the Society.

Section 3. **FISCAL YEAR.** The Board of Directors shall determine the Society's fiscal year.

## **ARTICLE VIII**

### **Amendments of By-Laws**

Section 1. **CHANGES TO BY-LAWS.** The Board of Directors or the members may amend or repeal these By-Laws, or add new By-Laws. Any By-Laws made, amended or repealed by the members may not be amended, repealed, or rendered ineffective by any action of the Board of Directors.

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