



IRANIAN AMERICAN SOCIETY OF NEW YORK, INC.
A NOT-FOR-PROFIT CORPORATION

ARTICLE I. NAME

This corporation shall be named the Iranian American Society of New York, Inc. and is hereinafter referred to in these bylaws as the "Society."

ARTICLE II. PURPOSES

The Society is established for the purposes of promoting goodwill and cooperation among its members; providing assistance to individuals of Iranian descent or related to such individuals by the act of marriage, promoting the exchange of ideas among its members; discovering, procuring and preserving whatever may relate to natural, civil literary history and welfare of Iranians. The said purposes are to be conducted all without pecuniary profit and shall in no way involve political or religious considerations.

ARTICLE III. OFFICES

Section One. Principal address. The principal address of the Society in the State of New York shall be located at P.O. Box 306 Greenvale, NY.

Section Two. Other offices. The Society may have such other offices, either within or without the County of New York, State of New York, as the board of directors may determine or as the affairs of the Society may require from time to time.

ARTICLE IV. MEMBERS

Section One. Classes of Members. The Society shall have only one class of members. All members whose membership and qualification for membership is confirmed by the board of directors shall be eligible to be elected directors or officers of the Society.

Section Two. Eligibility. Any individual of Iranian descent or related to such individual by the act of marriage or otherwise and who is willing to adhere strictly to the ideas and principals of this Society as expressed in Article II hereof, shall be eligible for membership.

Section Three. Application. Any eligible individual as defined in Section Two of this Article desiring to apply for membership in the Society shall do so by making application in writing in form to be prescribed by the Membership Committee, which shall request such information as may be required to determine the applicant's eligibility for membership. The Membership Committee shall recommend eligible candidates for membership to the Board of Directors and such candidates for membership may be elected to membership in the Society at any meeting of the Board of Directors by a majority vote of those present and voting. In cases where a question arises about an applicant's suitability for election to membership, the Membership Committee shall conduct such further inquiries as it deems appropriate, which may include an interview of the applicant by one or more members of the Membership Committee.

Section Four. Termination of Membership. The Board of Directors, by majority vote of the Board, may suspend or expel a member for cause after an appropriate hearing, and, by majority vote of those present at any regular constituted meeting, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article X of these bylaws.

Section Five. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Section Six. Reinstatement. On written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of a majority of the members of the Board, may reinstate such former members to membership on such terms as the Board of Directors may deem appropriate.

Section Seven. Transfer of Membership. Membership in the Society is not transferable or assignable.

ARTICLE V. MEETING OF MEMBERS

Section One. Annual Meeting. An Annual Meeting of the members shall be held at a location within the State of New York, to be designated by the Board of Directors on the Second Sunday of January, at a time to be specified by the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein for any annual meeting or at any adjournment thereof, the Board of Directors shall cause the annual meeting and/or the election to be held as soon thereafter as conveniently may be.

Section Two. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-third of the members.

Section Three. Place of Meeting. The Board of Directors may designate any place, either within or without the State of New York, as the place of meeting for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place

of meeting shall be designated by the Board of Directors at any place in the State of New York; but if all the members shall meet at any time and place, either within or without the State of New York, and consent to the holding of a special meeting, such meeting shall be valid without call or notice, and at such meeting any Society action which may be taken by the members shall be effected.

Section Four. Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally or by mail or email, to each member entitled to vote at such meeting, not less than ten (10) days nor more than fifty (50) days before the date of such meeting by or at the direction of the President, or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Society, with postage thereon prepaid or via email on the records.

Section Five. Quorum. One-third of the members present or represented by proxy at any meeting of the members shall constitute a quorum and the act of the majority of the members present or represented by proxy at a meeting at which a quorum is present shall be the act of the membership unless otherwise provided in these bylaws.

Section Six. Proxies. At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after thirty (30) days from the date of its execution, unless otherwise provided in the proxy.

Section Seven. Voting by Mail. Where directors are to be elected by members, such election may be conducted by mail in such a manner as the Board of Directors shall determine.

ARTICLE VI. BOARD OF DIRECTORS

Section One. General Powers. The affairs of the Society shall be managed by its Board of Directors. Directors must be members of the Society.

Section Two. Number. The number of directors shall be nine (9). Each director shall hold office until his successor shall have been elected or qualified.

Section Three. Tenure. Directors shall be elected by members of the Society by majority vote. The election of the Board of Directors shall take place every year, with each year either four (4) or five (5) directors' terms expire. The term of each director shall be two (2) years. In 2016 and every even year thereafter, four (4) directors' terms shall expire. In 2017 and every odd year thereafter, five (5) directors' terms shall expire. This has been the routine and customary procedure of the Society. There shall be no prohibition against any individual being elected for more than one (1) term on the Board of Directors.

Section Four. Meetings. The annual meeting of the Board of Directors shall be held at such location designated by the Board of Directors on the second Sunday of each January at the time and place specified by the Board of Directors. Regular meetings of the Board of Directors shall be held without any other notice than those by these bylaws, at the Society's principal offices or any other location agreed upon by directors. The Board of Directors may provide by resolution the time and place, either within or without the State of New York, for the holding of additional regular meetings of the Board.

Section Five. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the state, as the place for holding any special meeting of the Board called by them.

Section Six. Notice. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by mail or email to each director at his address as shown by the records of the Society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon paid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when 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. The business to be transacted at the meeting need not to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.

Section Seven. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board but if less than a majority of the directors are present at said meeting, a majority of directors present may adjourn the meeting from time to time without further notice.

Section Eight. Manner of Acting. The act of a majority of the 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 bylaws.

Section Nine. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors through NOT less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

Section Ten. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, any director may be indemnified for expenses and costs including attorney's fees, actually and necessarily incurred by him in connection with any claim asserted against him, by action in court or otherwise, by reason of his

being or having such director, except in relation to matters as to which he shall have been guilty of negligence or misconduct in respect to the matter in which indemnity is sought.

Section Eleven. Removal. Any director may be removed with or without cause at any time by majority vote of the members called for that purpose, and may be removed for cause by action of the Board acting unanimously with the director sought to be removed having no vote. If any director is absent for three (3) of the Board's regular monthly meetings in a calendar year, then with two-third vote of the Board of Directors remaining, that director shall be excused for the remainder of their term. The vacancy shall be filled pursuant to Article VI Section Nine above.

Section Twelve. Proxies. At any special meeting of the directors, a director may vote by proxy executed in writing by the director or by his duly authorized attorney in fact. No proxy shall be valid after thirty (30) days from the date of its execution, unless otherwise provided in the proxy.

ARTICLE VII. OFFICERS

Section One. Officers. The officers of the Society shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section Two. Election and Term of Office. The officers of the Society shall be elected annually by the Board of Directors at the first meeting of the Directors after the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may conveniently held. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall be qualified.

Section Three. Removal. Any officer elected or appointed by the Board of Directors may be replaced by a majority vote whenever in its best judgment the interests of the Society would NOT be served.

Section Four. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of term.

Section Five. President. The President shall be the principle executive officer of the Society and shall, in general, supervise and control all of the business and affairs of the Society. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Society authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be

expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Society; and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section Six. Vice-President. In the absence of the President or in event of his inability or refusal to act, the Vice-President or in the event there be more than one Vice-President, Vice-President in the order of their election shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section Seven. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such money in the name of the Society in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section Eight. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the Society's records and of the seal of the Society and see that the seal of the Society is affixed to all documents, the execution of which on behalf of the Society, under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member; and 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 by the President or by the Board of Directors.

Section Nine. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers or Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VIII. COMMITTEES

Section One. Committees of Directors. There shall be two (2) standing committees: (1) Membership Committee and (2) Financial Committee. The Board of Directors, by resolution adopted by a majority of directors in office, may designate one or more additional committees. Each committee shall consist of three or more directors, and shall have and exercise the authority of the Board of Directors in the management of the Society by the designation of such committee and the delegation thereto of authority shall not operate to, relieve or divest the board of

directors, or any individual director, of any responsibility imposed on it or him by law or these bylaws. Each committee of the Board is to serve at the pleasure of the board. The designation of any such committee and the delegation thereto of authority does not relieve or divest any director of his duty to the Society.

Section Two. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Society may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Society and the Board of Directors shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Society shall be served by such removal.

Section Three. Term of Office. Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section Four. Vacancies. Vacancies in the membership committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section Five. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of majority of the members present at a meeting at which quorum is present shall be the act of the committee.

Section Six. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with the rules adopted by the board of directors.

ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section One. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officer so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

Section Two. Checks, Drafts, or Orders for Payment. All checks, drafts, or orders of payment of money, notes or otherwise evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President of the Society.

Section Three. Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

Section Four. Gifts. The Board of Directors may accept on behalf of the Society any contribution, gift, bequest, or devise for the general purposes, or for any special purpose of the Society.

ARTICLE X. CERTIFICATES OF MEMBERSHIP

Section One. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Society, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice-President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the Society. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Society. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued thereof on such terms and conditions as the Board of Directors may determine.

Section Two. Insurance of Certificates. When a member has been elected to membership and has paid an initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section one of this Article X.

ARTICLE XI. DUES

Section One. Annual Dues. The Board of Directors may determine from time to time the amount of the initiation fee, if any, and annual dues payable to the Society by members of class.

ARTICLE XII. MISCELLANEOUS

Section One. Books and Records. The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the class or classes of membership if any and the number of certificates held by each and the dates when they respectively became the holders of records thereof.

Section Two. Fiscal Year. The fiscal year of the Society shall begin on the first day of January and end on the last day of December in each year.

Section Three. Corporate Seal. The Board of Directors shall provide a corporate seal, which shall be in the form of the Society's name.

Section Four. Waiver of Notice. Whenever any notice is required to be given under the provisions of the New York Not-for-Profit Corporation law or under the provisions of the certificate of incorporation or the bylaws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section Five. Power to Hold Property. The Society shall have power to take and hold by bequest, devise, gift, purchase or lease, for any of its purposes, any property, real or personal, without limitation as to amount or value, except such limitations, if any, as may be imposed by law, to convey such property, and to invest and reinvest any principal and to deal with and expend the income and the principal of the Society in such manner as in the judgment of the directors will best promote it's objects.

Section Six. Power to Borrow Money. To execute it's purposes, the Society shall have the power, to borrow money, and, from time to time, make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, or other obligations of the Society or its business, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreements in regard to all or any part of the property, rights, or pledges of the Society wherever situated, whether now owned or hereinafter to be acquired.

Section Seven. Incidental Powers. In pursuance of and not in limitation of the general powers conferred by law, and the objects and purposes herein set forth, it is expressly provided that this Society shall also have the power to do all such acts as are necessary or convenient to attain the objects and purposes herein set forth.

ARTICLE XIII. AMENDMENTS

Section One. Amendments. Any Amendments to these bylaws shall require two-third vote of ALL the Board of Directors and shall be ratified by the members of the Society, either through mail, special meeting, annual meeting.

ARTICLE XIV. DISSOLUTION

Section One. Voluntary Dissolution. The Society may be voluntarily dissolved by the act of its members pursuant to the following procedure: (a) a special meeting shall be called for the purposes of discussing dissolution by either a majority of the Board of Directors or by at least two-thirds of its members; (b) at such meeting the majority pf members then in attendance may draft a proposed resolution for the dissolution of the corporation; (c) the proposed resolution shall then be presented to all members and if such resolution receives the approval of eighty percent (80%) of such members, the Society shall be dissolved in accordance with the Not-for-Profit Corporation Law of New York.

These Bylaws have been amended as of November 9, 2015, and have been adopted unanimously by the Board of Directors and ratified by the members of the Society as and for the Bylaws of the Society.