

BYLAWS OF THE SOCIETY OF IRANIAN PROFESSIONALS, INC.

ARTICLE 1. DEFINITIONS

UNLESS THE CONTEXT CLEARLY INDICATES A DIFFERENT MEANING THEREOF, THE TERMS USED HEREIN, SHALL HAVE THE MEANING SPECIFIED IN THE ARTICLE.

SECTION 1 ARTICLES

THE TERM "ARTICLES" SHALL MEAN THE ARTICLES OF INCORPORATION OF THE SOCIETY OF IRANIAN PROFESSIONALS, INC. WHICH ARE OR SHALL BE FILED IN THE OFFICE OF THE SECRETARY OF STATE OF THE STATE OF CALIFORNIA.

SECTION 2 SOCIETY

THE TERM "SOCIETY" SHALL MEAN AND REFER TO THE SOCIETY OF IRANIAN PROFESSIONALS, INC. IT'S SUCCESSORS AND ASSIGNEES, INCORPORATED AS A NON-PROFIT CORPORATION UNDER THE LAWS OF THE STATE OF CALIFORNIA.

SECTION 3 BOARD

THE TERM "BOARD" SHALL MEAN THE BOARD OF DIRECTORS OF THE SOCIETY.

SECTION 4 OFFICERS

THE TERM "OFFICERS" SHALL MEAN THE OFFICERS OF THE SOCIETY.

SECTION 5 BYLAWS

THE TERM "BYLAWS" SHALL MEAN THE BYLAWS OF THE SOCIETY WHICH ARE OR SHALL BE ADOPTED BY THE BOARD.

SECTION 6 PRESIDENT

THE TERM "PRESIDENT" SHALL MEAN THE PRESIDENT OF THE SOCIETY.

SECTION 7 CHAIR

THE TERM "CHAIR" SHALL MEAN THE CHAIRMAN OF THE BOARD.

ARTICLE 2. OFFICES

SECTION 1 PRINCIPAL OFFICE

THE PRINCIPAL OFFICE OF THE CORPORATION FOR THE TRANSACTION OF ITS BUSINESS IS LOCATED IN SANTA CLARA COUNTY, CALIFORNIA.

SECTION 2 CHANGE OF ADDRESS

THE COUNTY OF THE CORPORATION'S PRINCIPAL OFFICE CAN BE CHANGED ONLY BY AMENDMENT OF THESE BYLAWS AND NOT OTHERWISE. THE BOARD OF DIRECTORS MAY, HOWEVER, CHANGE THE PRINCIPAL OFFICE FROM ONE LOCATION TO ANOTHER WITHIN THE NAMED COUNTY BY NOTING THE CHANGED ADDRESS AND EFFECTIVE DATE BELOW,

AND SUCH CHANGES OF ADDRESS SHALL NOT BE DEEMED AN AMENDMENT OF THESE BYLAWS:

### SECTION 3 OTHER OFFICES

THE CORPORATION MAY ALSO HAVE OFFICES AT SUCH OTHER PLACES, WITHIN OR OUTSIDE THE STATE OF CALIFORNIA, WHERE IT IS QUALIFIED TO DO BUSINESS, AS ITS BUSINESS REQUIRES AND AS THE BOARD OF DIRECTORS MAY, FROM TIME TO TIME, DESIGNATE.

## ARTICLE 3. PURPOSE

THIS SOCIETY IS A NON-POLITICAL, NON-RACIAL, WITH NO RELIGIOUS PREFERENCES.

THIS CORPORATION IS A NON-PROFIT MUTUAL BENEFIT CORPORATION ORGANIZED UNDER THE NON-PROFIT MUTUAL BENEFIT CORPORATION LAW. THE PURPOSE OF THIS CORPORATION IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A CORPORATION MAY BE ORGANIZED UNDER SUCH LAW. THE PRIMARY OBJECTIVES OF THIS CORPORATION SHALL BE:

### SECTION 1 IMPROVEMENT

PROMOTING THE IMPROVEMENT OF BUSINESS CONDITIONS OF IRANIAN PROFESSIONALS WORKING IN THE INDUSTRY WITHIN THE MEANING OF SECTION 23701(e) OF THE REVENUE AND TAXATION CODE OF STATE OF CALIFORNIA AND SECTION 501(c)(6) OF THE INTERNAL REVENUE CODE.

### SECTION 2 EDUCATION

PROVIDING THE MEMBERS THE OPPORTUNITY TO GATHER AND THUS FOSTER THE DEVELOPMENT OF THEIR CAREER, TO EXPAND THEIR PROFESSIONAL KNOWLEDGE AND TO RECEIVE EDUCATION FROM INFORMATIONAL PRESENTATIONS.

## ARTICLE 4. BOARD OF DIRECTORS

### SECTION 1 NUMBER OF DIRECTORS

THE CORPORATION SHALL HAVE FIVE ELECTED DIRECTORS PLUS A MAXIMUM OF THREE HONORARY DIRECTORS, AND COLLECTIVELY THEY SHALL BE KNOWN AS THE BOARD OF DIRECTORS. THE CURRENT PRESIDENT OF THE SOCIETY SHALL BE ONE OF THE ELECTED DIRECTORS. THE NUMBER OF DIRECTORS MAY BE CHANGED BY AMENDMENT OF THESE BYLAWS, AS PROVIDED IN THESE BYLAWS.

### SECTION 2 POWERS

SUBJECT TO THE PROVISIONS OF THE CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION LAWS AND ANY LIMITATIONS IN THE ARTICLES OF INCORPORATION AND BYLAWS RELATING TO THE ACTION REQUIRED OR PERMITTED TO BE TAKEN OR APPROVED BY THE VOTING MEMBERS, IF ANY, TO THIS CORPORATION. THE ACTIVITIES AND AFFAIRS OF THIS CORPORATION SHALL BE CONDUCTED AND ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE DIRECTION OF THE BOARD OF DIRECTORS. HOWEVER, THE DAY TO DAY BUSINESS OF THE SOCIETY SHALL BE SOLE AFFAIR, DUTY, AND RESPONSIBILITY OF THE OFFICERS OF THE SOCIETY AND THE BOARD OF DIRECTORS SHALL NOT BE INVOLVED IN THESE AFFAIRS.

### SECTION 3 DUTIES

IT SHALL BE THE DUTY OF THE DIRECTORS TO:

- a) PERFORM ANY AND ALL DUTIES IMPOSED ON THEM COLLECTIVELY OR INDIVIDUALLY BY LAW, BY THE ARTICLES OF INCORPORATION OF THIS CORPORATION, OR BY THESE BYLAWS.
- b) DEFINE THE GENERAL DUTIES OF THE OFFICERS.
- c) PROVIDE DIRECTION AND LONG-TERM PLANNING FOR THE CORPORATION

### SECTION 4 TERM OF OFFICE

- a) EACH ELECTED DIRECTOR, EXCEPT THE PRESIDENT, SHALL HOLD OFFICE FOR THREE YEARS FROM THE DATE OF ELECTION AS SPECIFIED IN THESE BYLAWS, AND HOLD OFFICE UNTIL HIS OR HER SUCCESSOR IS ELECTED AND QUALIFIED.
- b) EACH HONORARY DIRECTOR SHALL HOLD OFFICE FOR ONE YEAR FROM THE DATE OF HIS/HER APPOINTMENT.

### SECTION 5 ELECTIONS AND APPOINTMENTS

- a) "ELECTED" CANDIDATES FOR BOARD OF DIRECTORS SHALL BE ELECTED BY THE POPULAR VOTE OF THE VOTING MEMBERS AT THE ANNUAL ELECTION, OR AS DEEMED NECESSARY.
- b) THE HONORARY DIRECTORS SHALL BE APPOINTED BY THE UNANIMOUS APPROVAL OF ELECTED DIRECTORS.

### SECTION 6 CANDIDATES

- a) "ELECTED" CANDIDATES FOR THE BOARD MUST HAVE BEEN ACTIVE MEMBERS OF THE SOCIETY, THROUGH PARTICIPATION IN THE SOCIETY AFFAIRS, FOR A MINIMUM OF TWO CONSECUTIVE YEARS PRIOR TO THE DATE OF THEIR CANDIDACY, EXCEPT FOR THE PRESIDENT WHOSE QUALIFICATIONS ARE DEFINED ELSEWHERE IN THESE BYLAWS. ALL CANDIDATES MUST REGISTER THEIR CANDIDACY TWO MONTHS PRIOR TO THE ELECTION DATE.
- b) HONORARY CANDIDATES FOR THE BOARD ARE NOMINATED BY ANY DIRECTOR OR OFFICER OF THE SOCIETY.

### SECTION 7 MEETING OF THE BOARD OF DIRECTORS

MEETING OF DIRECTORS SHALL BE HELD AT LEAST ONCE EVERY THREE MONTHS. THESE MEETINGS SHALL BE HELD AT SUCH A PLACE WHICH HAS BEEN DESIGNATED, FROM TIME TO TIME, BY RESOLUTION OF THE BOARD OF DIRECTORS. ANY MEETING, REGULAR OR SPECIAL, SHOULD BE PUBLICIZED TO ALL BOARD MEMBERS VIA TELEPHONE, MAIL, OR SIMILAR COMMUNICATION MEDIA AT LEAST TWO WEEKS IN ADVANCE. THE LOCATIONS AND DATES OF SUCH MEETINGS SHALL BE DISCLOSED TO THE MEMBERS OF THE SOCIETY UPON REQUEST.

### SECTION 8 QUORUM FOR MEETINGS OF THE BOARD OF DIRECTORS

A QUORUM SHALL CONSIST OF AT LEAST FOUR ELECTED BOARD MEMBERS, ONE OF WHOM MUST BE THE PRESIDENT OR AN OFFICER REPRESENTING THE PRESIDENT. ALL DECISIONS PASSED MUST HAVE THE SUPPORT OF THE MAJORITY PRESENT AND SHALL

INCLUDE AT LEAST THREE ELECTED DIRECTORS. NO BUSINESS SHALL BE CONSIDERED BY THE BOARD AT ANY MEETING AT WHICH A QUORUM, AS HEREAFTER DEFINED, IS NOT PRESENT, AND THE ONLY MOTION WHICH THE CHAIR SHALL ENTERTAIN AT SUCH MEETING IS A MOTION TO ADJOURN. THE DIRECTORS PRESENT AT A DULY CALLED AND HELD MEETING AT WHICH A QUORUM IS INITIALLY PRESENT MAY CONTINUE TO DO BUSINESS NOT WITHSTANDING THE LOSS OF A QUORUM AT THE MEETING DUE TO WITHDRAWAL OF DIRECTORS FROM THE MEETING, PROVIDED THAT ANY ACTION THEREAFTER TAKEN MUST BE APPROVED BY THE AFOREMENTIONED STIPULATIONS OR SUCH GREATER PERCENTAGE AS MAY BE REQUIRED BY LAW, OR THE ARTICLES OF INCORPORATION OR BYLAWS OF THIS CORPORATION.

#### SECTION 9 MAJORITY ACTION AS BOARD ACTION

EVERY ACT OR DECISION DONE OR MADE BY A MAJORITY OF THE DIRECTORS PRESENT AT A MEETING DULY HELD AT WHICH A QUORUM IS PRESENT IS THE ACT OF THE BOARD OF DIRECTORS.

#### SECTION 10 VACANCIES

1) ON THE DEATH, RESIGNATION OR REMOVAL OF ANY DIRECTOR.

AND/OR

2) WHENEVER THE NUMBER OF AUTHORIZED DIRECTORS IS INCREASED.

VACANCIES ON THE BOARD OF DIRECTORS SHALL EXIST:

ANY DIRECTOR MAY RESIGN EFFECTIVE UPON GIVING WRITTEN NOTICE TO THE PRESIDENT OR THE SECRETARY OF THE SOCIETY, AS THESE OFFICES HAVE BEEN DEFINED IN THE BYLAWS UNLESS THE NOTICE SPECIFIES A LATER TIME FOR THE EFFECTIVENESS OF SUCH RESIGNATION. THE EFFECTIVE RESIGNATION SHOULD BE RECORDED IN THE CORPORATION BOOK OR MINUTES OF THE BOARD MEETING. VACANCIES ON THE ELECTED DIRECTORS, EXCEPT FOR THE PRESIDENT, SHALL BE FILLED BY APPROVAL OF THE MEMBERS THROUGH AN ELECTION. VACANCY CREATED BY THE PRESIDENT SHALL BE FILLED BY HIS/HER VICE-PRESIDENT FOR THE REMAINDER OF THAT TERM.

#### SECTION 11 NON-LIABILITY OF DIRECTORS

THE DIRECTORS SHALL NOT BE PERSONALLY LIABLE FOR THE DEBTS, LIABILITIES, OR OTHER OBLIGATIONS OF THE CORPORATION.

#### SECTION 12 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

TO THE EXTENT THAT A PERSON, WHO IS, OR WAS A DIRECTOR, OFFICER, EMPLOYEE OR OTHER AGENT OF THIS CORPORATION, HAS BEEN SUCCESSFUL ON THE MERITS IN DEFENSE OF ANY CIVIL, CRIMINAL, ADMINISTRATIVE OR INVESTIGATIVE PROCEEDING BROUGHT TO PROCURE A JUDGMENT AGAINST SUCH PERSON BY REASON OF THE FACT THAT HE OR SHE IS, OR WAS, AN AGENT OF THE CORPORATION OR HAS BEEN SUCCESSFUL IN DEFENSE OF ANY CLAIM, ISSUE OR MATTER, THEREIN, SUCH PERSON SHALL BE INDEMNIFIED AGAINST EXPENSES ACTUALLY AND REASONABLY INCURRED BY THE PERSON IN CONNECTION WITH SUCH PROCEEDINGS.

IF SUCH PERSON EITHER SETTLES ANY SUCH CLAIM OR SUSTAINS A JUDGMENT AGAINST HIM OR HER, THEN INDEMNIFICATION AGAINST EXPENSES, JUDGMENT FINES, SETTLEMENTS AND OTHER AMOUNTS REASONABLY INCURRED IN CONNECTION WITH SUCH PROCEEDINGS SHALL BE PROVIDED BY THIS CORPORATION BUT ONLY TO

THE EXTENT ALLOWED BY, AND IN ACCORDANCE WITH THE REQUIREMENTS OF CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION LAW.

#### SECTION 13 REMOVAL FROM OFFICE

THE MOTION FOR REMOVAL OF ANY DIRECTOR CAN BE INITIATED BY ANY VOTING MEMBER OF THE SOCIETY UPON SECURING A REMOVAL PETITION WITH THE SIGNATURES OF AT LEAST 15% OF THE VOTING MEMBERS, AND SUBMISSION OF THE PETITION TO THE PRESIDENT OR SECRETARY OF THE SOCIETY. A RECONFIRMATION PROCESS MUST TAKE PLACE WITHIN SIXTY DAYS FROM THE DATE OF SUBMISSION OF THE PETITION.

#### ARTICLE 5. OFFICERS

##### SECTION 1 NUMBER OF OFFICERS

THE SOCIETY SHALL HAVE AT LEAST SEVEN ELECTED OFFICERS. ELECTED OFFICERS OF THE CORPORATION SHALL INCLUDE A PRESIDENT, VICE PRESIDENT, SECRETARY, AND TREASURER OF THE SOCIETY.

##### SECTION 2 DUTIES

DUTIES OF THE OFFICERS ARE AS FOLLOWS:

a) PRESIDENT - THE PRESIDENT SHALL PRESIDE AT ALL MEETINGS: OFFICERS AND MEMBERS MEETINGS AND ALL OTHER SPECIAL MEETINGS. HE/SHE SHALL PRESERVE ORDER, PUT ALL PROPER MOTIONS BEFORE THE MEETING IF DULY SECONDED, AND DECIDE ALL QUESTIONS OF ORDER SUBJECT TO APPEAL TO THE MEETINGS. HE/SHE SHALL BE KNOWLEDGEABLE OF ALL ACTIVITIES OF THE SOCIETY AND ENSURE THEIR COMPLIANCE WITH THE CHARTER OF THE SOCIETY. HE/SHE MAY SIGN ALL CHECKS. HE/SHE SHALL BE RESPONSIBLE FOR COMMUNICATING ALL BOARD'S ACTIONS ON A QUARTERLY BASIS TO THE MEMBERS. HE/SHE SHALL PERFORM ALL OTHER DUTIES AS MAY BE PROPERLY ASSIGNED TO HIM/HER BY THE BOARD OF DIRECTORS.

b) OTHER OFFICERS - ALL OTHER OFFICERS' DUTIES SHALL BE AS DEFINED AND APPROVED BY THE BOARD. A COPY OF WHICH SHALL BE PART OF THE CORPORATE BINDER.

##### SECTION 3 TERM OF OFFICE

EACH OFFICER SHALL HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING FOR ELECTION OF THE OFFICERS AS SPECIFIED IN THESE BYLAWS, AND UNTIL HIS OR HER SUCCESSOR IS ELECTED AND QUALIFIED.

##### SECTION 4 ELECTIONS

THE OFFICERS SHALL BE ELECTED BY THE POPULAR VOTE OF THE VOTING MEMBERS AT THE ANNUAL MEETING FOR ELECTION.

##### SECTION 5 CANDIDATES

CANDIDATES FOR THE OFFICE OF PRESIDENT MUST HAVE BEEN VOTING MEMBERS OF THE SOCIETY FOR AT LEAST ONE YEAR. ALL OTHER CANDIDATES MUST HAVE BEEN VOTING MEMBERS FOR AT LEAST SIX MONTHS, PRIOR TO ELECTIONS. ALL CANDIDATES MUST REGISTER THEIR CANDIDACY TWO MONTHS PRIOR TO THE

ELECTION DATE.

#### SECTION 6 MEETING OF THE OFFICERS

MEETINGS OF OFFICERS SHALL BE HELD AT SUCH A PLACE WHICH HAS BEEN DESIGNATED FROM TIME TO TIME BY RESOLUTION OF THE OFFICERS. ANY MEETING, REGULAR OR SPECIAL, SHOULD BE PUBLICIZED TO ALL OFFICERS VIA TELEPHONE, MAIL, OR SIMILAR COMMUNICATION MEDIA AT LEAST ONE WEEK IN ADVANCE. THESE MEETINGS SHALL BE HELD AT LEAST ONCE A MONTH PRIOR TO THE GENERAL MEETING OF THE SOCIETY. THE LOCATIONS AND DATES OF SUCH MEETINGS SHALL BE DISCLOSED TO THE MEMBERS OF THE SOCIETY UPON REQUEST.

#### SECTION 7 VACANCIES

VACANCIES SHALL EXIST:

1) ON THE DEATH, RESIGNATION OR REMOVAL OF ANY OFFICER.

AND/OR

2) WHENEVER THE NUMBER OF AUTHORIZED OFFICERS IS INCREASED.

ANY OFFICER MAY RESIGN EFFECTIVE UPON GIVING WRITTEN

NOTICE TO THE PRESIDENT, AS THESE POSITIONS HAVE BEEN DEFINED IN THE BYLAWS, UNLESS THE NOTICE SPECIFIES A LATER TIME FOR THE EFFECTIVENESS OF SUCH RESIGNATION. THE EFFECTIVE RESIGNATION SHOULD BE RECORDED IN THE CORPORATE BOOK OR MINUTES OF THE BOARD MEETING. VACANCIES ON OFFICERS SHALL BE FILLED FOR THE REMAINDER OF THAT TERM THROUGH AN APPOINTMENT BY THE OFFICERS AND APPROVAL OF THE BOARD OF DIRECTORS.

#### SECTION 8 NON-LIABILITY OF OFFICERS

THE OFFICERS SHALL NOT BE PERSONALLY LIABLE FOR THE DEBTS, LIABILITIES, OR OTHER OBLIGATIONS OF THE CORPORATION.

#### SECTION 9 REMOVAL FROM OFFICE

THE MOTION FOR REMOVAL OF ANY OFFICER CAN BE INITIATED BY ANY

VOTING MEMBER OF THE SOCIETY UPON SECURING A REMOVAL PETITION WITH THE SIGNATURES OF AT LEAST 15% OF THE VOTING MEMBERS, AND SUBMISSION OF THE PETITION TO THE PRESIDENT OR SECRETARY OF THE SOCIETY. A RECONFIRMATION PROCESS MUST TAKE PLACE WITHIN SIXTY DAYS FROM THE DATE OF SUBMISSION OF THE PETITION.

### ARTICLE 6. MEMBERS AND MEETINGS

#### SECTION 1 MEMBERSHIP

THE SOCIETY SHALL HAVE THREE CLASSES OF MEMBERS: PROFESSIONAL MEMBERS, STUDENT MEMBERS, WHO ARE OF IRANIAN DESCENT, AND AFFILIATE MEMBERS.

a) A PROFESSIONAL MEMBER OF THE SOCIETY IS A FULL TIME EMPLOYEE (OR SELF-EMPLOYED) WITH A MINIMUM OF A FOUR YEAR DEGREE OR EQUIVALENT.

b) A STUDENT MEMBER OF THE SOCIETY IS A REGISTERED STUDENT  
IN A HIGHER EDUCATION INSTITUTION.

c) AN AFFILIATE MEMBER IS A PERSON OR INSTITUTION WHO DOES NOT  
NECESSARILY BELONG TO EITHER OF THE ABOVE CATEGORIES.

#### SECTION 2 VOTING POWER

THE PRIVILEGE OF VOTING SHALL BELONG TO THE MEMBERS ONLY. EACH MEMBER  
SHALL BE ENTITLED TO ONE VOTE. AFFILIATE MEMBERS SHALL NOT HAVE A VOTING  
POWER. VOTING PRIVILEGES SHALL COMMENCE AFTER APPROVAL OF THE MEMBERSHIP  
APPLICATION BY THE SOCIETY.

#### SECTION 3 APPROVAL OF A MEMBER

ALL APPLICANTS' QUALIFICATIONS SHALL BE APPROVED BY THE DESIGNATED  
MEMBERSHIP COMMITTEE. THE COMMITTEE SHALL HAVE THE POWER TO ACCEPT OR  
REFUSE ANY APPLICANT BASED ON HIS OR HER QUALIFICATIONS.

#### SECTION 4 MEMBERSHIP FEES

THE BOARD OF DIRECTORS MAY DETERMINE FROM TIME TO TIME THE AMOUNT,  
PERIOD, AND PROCEDURE OF PAYMENT OF ANNUAL DUES, PAYABLE TO THE SOCIETY  
BY MEMBERS OF EACH CLASS.

#### SECTION 5 MEMBERSHIP IDENTIFICATION

THE BOARD OF DIRECTORS MAY PROVIDE A FORM CERTIFICATE EVIDENCING  
MEMBERSHIP IN THE CORPORATION.

EACH CERTIFICATE SHALL BEAR THE SOCIETY SEAL, AND SHALL CONTAIN A  
STATEMENT INDICATING THAT THE SOCIETY IS A NON-PROFIT CORPORATION.

#### SECTION 6 TERMINATION OF MEMBERSHIP

THE BOARD OF DIRECTORS SHALL HAVE SUMMARY POWER BY A VOTE OF A MAJORITY  
OF ITS MEMBERS TO SUSPEND, OR EXPEL AND TERMINATE THE MEMBERSHIP OF ANY  
MEMBER FOR A CONDUCT WHICH IN ITS OPINION DISTURBS THE ORDER, DIGNITY,  
BUSINESS, OR HARMONY, OR IMPAIRS THE GOOD NAME, POPULARITY OR PROSPERITY  
OF THE ORGANIZATION, OR WHICH IS LIKELY TO ENDANGER THE INTEREST AND  
WELFARE OF THE SOCIETY. THE PROCEEDINGS OF THE BOARD OF DIRECTORS IN  
SUCH MATTERS IS FINAL AND CONCLUSIVE.

#### SECTION 7 NON-LIABILITY OF MEMBERS

NO MEMBER SHALL BE PERSONALLY LIABLE TO ANY CREDITOR OF THE CORPORATION  
FOR ANY INDEBTEDNESS OR LIABILITY, AND ANY AND ALL CREDITORS SHALL LOOK  
TO THE SOCIETY ASSETS FOR PAYMENT.

#### SECTION 8 GENERAL MEETINGS

THE GENERAL MEETINGS OF THE SOCIETY WILL BE ON THE FIRST NON HOLIDAY  
MONDAY OF EACH MONTH, UNLESS ARE CHANGED WITH THE APPROVAL OF THE BOARD  
AND IS ANNOUNCED IN ADVANCE.

a) ALL MEMBERS WILL BE NOTIFIED BY WRITTEN NOTICE ABOUT DATE, TIME, LOCATION OF EACH GENERAL MEETING AT LEAST ONE WEEK PRIOR TO A GENERAL MEETING.

b) SPECIAL MEETINGS WILL BE CALLED BY THE BOARD OF DIRECTORS, THE PRESIDENT, OR THROUGH A PETITION SIGNED BY 10% OF THE VOTING MEMBERS, BY WRITTEN REQUEST INDICATING THE AGENDA, DATE, TIME, AND LOCATION OF THE MEETING, AT LEAST TWO WEEKS PRIOR TO THAT MEETING.

c) THERE WILL BE A MINIMUM OF FOUR QUARTERLY BOARD, OFFICERS AND MEMBERS MEETINGS ANNUALLY. AGENDA, TIME AND PLACE OF SUCH MEETINGS SHALL BE ANNOUNCED BY THE OFFICERS TWO WEEKS IN ADVANCE IN WRITING.

#### SECTION 9 ORDER OF BUSINESS

THE REGULAR ORDER OF BUSINESS OF THE SOCIETY'S QUARTERLY MEETINGS SHALL BE AS FOLLOWS: READING OF MINUTES OF PREVIOUS MEETINGS, REPORTS OF OFFICERS, REPORTS OF COMMITTEES, UNFINISHED BUSINESS, NEW BUSINESS (BILLS, COMMUNICATIONS), ADJOURNMENT.

#### SECTION 10 PARLIAMENTARY AUTHORITY

THE RULES CONTAINED IN THE SOCIETY'S RULES OF ORDER SHALL GOVERN THE SOCIETY IN ALL CASES TO WHICH THEY APPLY AND IN WHICH THEY ARE NOT INCONSISTENT WITH THESE BYLAWS OR OTHER RULES OF THE SOCIETY.

### ARTICLE 7. FISCAL YEAR

#### SECTION 1 FISCAL YEAR OF THE CORPORATION

THE FISCAL YEAR OF THE CORPORATION SHALL BEGIN ON THE FIRST DAY OF NOVEMBER AND END ON THE LAST DAY OF OCTOBER OF THE FOLLOWING YEAR.

### ARTICLE 8. AMENDMENTS

#### SECTION 1 AMENDMENTS OF BYLAWS

THESE BYLAWS MAY BE AMENDED AT ANY TIME BY THE CONSENT OF A 2/3 MAJORITY OF THE VOTING MEMBERS OF THE SOCIETY PRESENT AT ANY QUARTERLY MEETING, PROVIDED THAT 20% OF THE VOTING MEMBERS ARE PRESENT AT SUCH A MEETING, AND NOTICE AND CONTENT OF PROPOSED REVISION HAD BEEN INCLUDED IN THE CALL FOR THAT MEETING 30 DAYS IN ADVANCE.

THESE BYLAWS MAY ALSO BE AMENDED AT ANY TIME BY THE WRITTEN BALLOTS MAILED 30 DAYS IN ADVANCE TO ALL VOTING MEMBERS, THROUGH A 2/3 MAJORITY OF THE CAST BALLOTS.

#### SECTION 2 PROCEDURES FOR AMENDING THE BYLAWS

PROPOSED AMENDMENT TO THESE BYLAWS SHALL BE CONSIDERED FOR THE VOTE OF THE MEMBERS ONLY IF AND WHEN THE PROPOSAL HAS BEEN REVIEWED AND APPROVED BY THE BOARD OF DIRECTORS OF THE SOCIETY, OR THROUGH A PETITION SIGNED BY THE LARGER OF FIFTEEN MEMBERS OR 15% OF THE SOCIETY'S VOTING MEMBERS.

### ARTICLE 9. NEW BYLAWS EFFECTIVE DATE AND PROCEDURES

THE PROCESS OF TRANSITION FROM THE CURRENT BYLAWS TO THE

PROPOSED BYLAWS SHALL TAKE EFFECT ON SEPTEMBER 23, 1986 AFTER THE CONSENT OF VOTING MEMBERS, AS SPECIFIED IN ARTICLE 8 OF THE CURRENT BYLAWS, ON SEPTEMBER 22, 1986, AND OPERATIVE AS OF THE 1987 ELECTION.

THE ELECTED BOARD OF DIRECTORS SHALL BE ASSEMBLED IN CONSEQUENCE OF THE 1987 ELECTION. THEY SHALL BE DIVIDED INTO THREE GROUPS, HAVING ONE ELECTED DIRECTOR IN GROUP ONE AND TWO, AND TWO ELECTED DIRECTORS IN GROUP THREE. THE SEATS OF THE FIRST GROUP SHALL BE VACATED AT THE EXPIRATION OF THE FIRST YEAR, THE SECOND GROUP AT THE EXPIRATION OF THE SECOND YEAR AND THE THIRD GROUP SHALL HOLD OFFICE FOR A COMPLETE TERM (THREE YEARS). FROM 1988 ELECTION ON, THE ELECTED DIRECTORS SHALL HOLD OFFICE FOR A COMPLETE TERM AS SPECIFIED IN THESE BYLAWS.

#### ARTICLE 10. CERTIFICATION

THE UNDERSIGNED ORGANIZING INDIVIDUALS OF THE SOCIETY KNOWN AS THE SOCIETY OF IRANIAN PROFESSIONALS, DO HEREBY CERTIFY THAT THE ABOVE AND FOREGOING PROPOSED BYLAWS WERE DULY ADOPTED BY THE MEMBERS OF SAID SOCIETY, AS THE BYLAWS OF SAID SOCIETY, ON THE NINTH DAY OF SEPTEMBER 1986, AND THAT THE SAME DO NOW CONSTITUTE THESE PROPOSED BYLAWS OF SAID CORPORATION.