

Persia House of Michigan

ARTICLE I - Name and Addresses

The name of this organization shall be "**Persia House of Michigan**". The organization also uses the following Assumed Names as is registered with the State of Michigan: "Khaneh Iran", "PHOM", and "Persian Society of Michigan".

(The resident officer of the corporation is the President of the organization.)

Currently the address is:

***Persia House of Michigan
P.O. Box 251002,
West Bloomfield, Michigan 48325-1002.
248-302-1447***

ARTICLE II – Mission Statement

To establish an organization that provides a medium for the Persian community to gather under common goals, specifically celebration and appreciation of Persian culture, language and history. An organization which entertains an atmosphere of peace and harmony, free and independent of any political or religious ties. Movements or encouragement of discord, dissension, variance and segregation will not be tolerated and is against the organization's ideology.

ARTICLE III – Purposes

Section 1: (Purposes)

The primary purposes for which this corporation (***For the purpose of this document the words of corporation and organization will be used interchangeably***) is organized shall be:

1. To share with the community the appreciation of the Persian culture through:
 - a. Lecture Series
 - b. Seminars
 - c. Poetry readings
 - d. Television and radio interviews
 - e. Film showings
 - f. Performing arts
 - g. Musical recitals
 - h. Art and book exhibits
 - i. Periodic newsletters
 - j. Sports Activity

2. To provide and support Persian and English language instructions in particular and Persian studies in general, to children and adults.
3. To promote, encourage and foster the charitable and educational interests of the Persian community by organizing seasonal and traditional events such as Nowruz, Mehregan, Chahar Shanbeh Suri, and Yalda.
4. To assist needful Persians particularly children, the elderly, and the victims of disasters within and outside the state of Michigan.
5. To defend human and civil rights of the Persian community as a whole in the United States.
6. To establish contact with similar organizations, social institutions, and news media for the purpose of increasing understanding between the Persian community and the society at large.
7. To provide a medium for the Persian community to gather under the same goals and entertain an atmosphere of peace and harmony. In turn, any movement in any form, i.e. lectures, presentation, literature etc., that promotes or causes segregation within the organization and/or the community is absolutely prohibited and against the organization's direction.

Section 2: (Legal Constraints)

In accordance with Section 501 of the Internal Revenue Code and the Michigan Revised Statutes, Section 400.273 [M.S.A. 3.240(3)] on tax exempt status the purposes for which this Corporation is organized are exclusively for charitable (and) educational purposes. No part of the net earnings of the corporation shall inure to the benefits of, or be distributable to, its members, trustees, officers, or any other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above (charitable, educational). No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by:

- a. A corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal revenue Code or the corresponding provision of any future United States Revenue Law.
- b. A corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV - Membership and Dues

Section 1: (Membership)

1. The membership shall be voluntary who desire to support the advancement of Persian community education and abide by the Persia House of Michigan Bylaws.
2. No person shall be admitted as a member without consent of the person, expressed or implied.
3. Members shall be 18 years old or older.

Section 2: (Dues)

1. Dues may be changed by Board of Directors. See the Operating Procedure (Appendix A) for current dues.
2. Dues are payable on a calendar year basis. New members shall be accepted at any date during the year by paying their due for that year.

Section 3: (Membership Privileges)

1. The privilege of holding office, Chairing Committee, introducing motions, debating and voting shall be limited to members of the organization whose current dues are paid.
2. Members may be entitled to special discounts for programs organized by the Persia House of Michigan.

Section 4: (Transfer)

No member may transfer his/her membership or any right arising there from.

Section 5: (Personal Liability)

An Officer, members of Board of Directors and general members are not personally liable of the acts, debts, liabilities, or obligations of the organization merely by reason of being a member thereof.

Section 6: (Resignation)

A member may resign at any time by notifying the President of the organization. There will be no refund of the dues

Section 7: (Use of PHOM Lists)

A membership list or any part of or any other list compiled by PHOM, such as e-mail, may not be obtained or used by any person for any purpose unrelated to the Persia House of Michigan activities and/or to a member's interest as member. The use of any list, as noted above, must be approved by the majority of Board of Directors. Any violation of this rule is subject to removal from membership and legal action as well.

Section 8: (Expulsion)

No member of this organization may be expelled except pursuant to a fair and reasonable procedure carried out in good faith by the Board of Directors as follows:

1. Not less than fifteen (15) days prior written notice of expulsion and the reasons thereof.
2. An opportunity for the member to be heard orally or in writing, not less than five days before the effective date of the expulsion.
3. A member who has been expelled shall be liable to the organization for dues, assessments or fees as a result of obligations incurred by the member prior to expulsion.

ARTICLE V - Officers and their Elections

Section 1: (Officers)

1. The Officers of this organization shall be a President, a Vice-President (VP), a Recording Secretary, a Treasurer, and a Corresponding Secretary.
2. Officers shall be elected by a ballot every two years.
3. The Officers shall be installed before the beginning of the new calendar year.
4. The Officers of this organization shall assume their official duties on January 1st.
5. A person shall not be eligible to serve consecutive terms in the same office.
6. Candidates for the President and the Treasure must have served at least one year as a board member.
7. The past Presidents are the permanent members of Board of Directors and shall serve on the Board of Directors in the capacity of President's ex-officio.
8. Officers shall try to be present at all board meetings.

Section 2: (Nominating Committee)

1. There shall be a nominating committee consisting of at least three board members.
2. Nominating Committee members shall be appointed by the Board of Directors.
3. The Nominating Committee shall search, promote, convince, and select one nominee for each office to be filled and report to the Board of Directors for approval.
4. The ballot will be mailed to all members for vote of approval or rejection with one name for each office. The members can vote Yes or No for each office.
5. See Operating Procedure (appendix A) for nominating committee.

Section 3: (Election Committee)

1. Election Committee (EC) will be appointed by the Board of Directors from general membership to safe guard the election integrity.
2. No Election Committee member can be an officer or member of the Board of Directors
3. The Immediate Past President will serve as Secretary of EC with NO voting right.

4. The Election Committee chair person is temporary and shall not be a member of the Board of Directors.
5. See Operating Procedure (appendix A) for nominating committee.

Section 4: (Vacancies)

1. A vacancy occurring in any office, other than the presidency, shall be filled for the unexpired term by a person elected by 2/3 vote of the Board of Directors.
2. The Vice-President shall succeed to the presidency should the President resign or unable to complete his/her term. If the VP also resign or unable to complete his/her term, then a new election will be called immediately.
3. Board of Directors will report to general membership any change of officers.

Section 5: (Removal of an officer)

1. An officer may be removed from his/her post by majority vote of the general membership. A meeting will be called for this purpose by the Board of Directors, and the meeting notice must state the purpose of the meeting is removal of an officer.
2. A quorum of one half of members in good standing must be present at any meeting called for this purpose.
3. The 2/3 majority vote of the members present is required for removal.

ARTICLE VI - Duties of Officers

Section 1: (President's Duties)

1. The President shall preside at all meetings of the organization, shall be ex-officio member of all committees except the Election Committee; and shall perform such other duties as may be prescribed in these bylaws or assigned by the Board of Directors.
2. The President or his/her assign person will be responsible for preparation of the agenda, maintaining order, and to ensure the meeting's progression according to the bylaws.
3. The President or his/her assign person has the right to stop, interrupt and/or excuse any person(s) who is (are) in contempt of the bylaws at anytime he/she sees fit.
4. The President or his/her assigned person should also familiarize himself/herself with Parliamentary Procedure and the procedural rules as prescribed by Robert's Rules of Conduct.

Section 2: (Vice-President's Duties)

1. The Vice-President shall act as aid to the President and shall perform the duties of the President in the absence or inability of that officer to serve. He/she is responsible to inform the board of any upcoming changes and/or events as prescribed in these bylaws.
2. Vice-President will serve as Chairperson of Bylaws Committee.

Section 3: (Recording Secretary's Duties)

1. The Recording Secretary shall keep a permanent record of minutes of all meetings of the organization and of the Board of Directors and distribute the agenda and minutes per policies & procedures.
2. The Recording Secretary shall perform any other duties as may be delegated to him/her.
3. In the absence of Corresponding Secretary, Recording Secretary will perform the Corresponding Secretary's duties.

Section 4: (Corresponding Secretary)

1. He/she shall also handle all correspondence pertinent to the organization.
2. Check the mail, keep a mail log and distribute the mail to appropriate committee chair or officers. In case of correspondences containing any sort of funds, in any form e.g. cash, check or money order, it is the responsibility of the Corresponding Secretary to record such receipts and to forward the proceeds to the Treasurer promptly.
3. In the absence of Recording Secretary, Corresponding Secretary will perform the Recording Secretary's duties.

Section 5: (Treasurer's Duties)

1. The treasurer shall receive all proceeds of the organization; shall keep an accurate record of all receipts and expenditures; shall pay out funds in accordance with the approved budget as authorized by the organization. The treasurer shall present a written financial report at every board meeting of the organization and at other times when requested by the Board of Directors and shall make a full report to the general meeting.
2. The treasurer shall maintain a checking account for the payment of all expenses.
3. All checks, drafts or orders for the payment, and all financial statements of this organization shall be signed by any two officers or his/her designee.
4. The treasurer's accounts shall be examined annually by an audit committee, who validates the correctness of the treasurer's reports, and shall sign a statement to this fact.
5. All receipts and auditors statement will be kept at least for three (3) years.
6. The Treasurer shall serve as chairperson of the Finance committee.
7. The treasurer is authorized to pay bills via electronic media and receive funds via PayPal.

ARTICLE VII – Meetings

Section 1: (Meeting Schedule)

1. There shall be a minimum of one (1) general meeting after each election of the officers, the time and place of the meetings to be determined by the officers of the organization.
2. The Board of Director's annual report will publish every year.

Section 2: (Special Meetings)

Special meetings of the Board of Directors may be called; by President or by a majority of the Board of Directors, five days advance notice is required.

Section 3: (Board of Directors Meetings and Quorum)

1. Regular meetings of the Board of Directors shall be held at least once a month.
2. A simple majority (half plus one) of the board members shall constitute a quorum.
3. Time and place of the meetings to be determined by the President or his/her assignee.

ARTICLE VIII - Board of Directors

Section 1: (Composition)

1. The Board of Directors shall consist of the organization officers and the chairpersons of standing committees.
2. The Board of Directors shall not have less than five (5) members.

Section 4: (Duties)

1. The duties of the Board of Directors will be to transact necessary business between meetings, and such other business as may be referred to it by the members of the PHOM and to present a report to the general meetings of the organization.
2. The Board of Directors has the final authority in the daily management of the Persia House of Michigan.

Section 5: (Terms of Directors)

Despite the expiration of a director's term the director continues to serve until the director's successor is appointed by Board of Directors.

Section 6: (Resignation of Directors)

A director may resign at any time by delivering a written notice to the President or Treasurer, that is presiding, and at that time resigned director will deliver any and all materials related to PHOM to the organization

Section 7: (Removal of a Director)

1. The Board of Director may remove any director, with cause, by majority vote.
2. The removed Director shall have an option of accepting the verdict or appeal the decision to the Board of Directors and or general membership by submitting relevant documents to support his/her objection.

ARTICLE IX - Standing Committees

Section 1: (Purpose)

Such standing committees shall be created by the Board of Directors as are deemed necessary to promote the purpose and to carry on the work of the organization. When a chair becomes vacant, the Board of Directors shall appoint a person to fill the unexpired term. The standing committees shall consist of committee chair and one member, whom may be recommended by the committee chair to the Board of Director of the organization. Refer to operating procedures (appendix A) for list of all existing committees and their duties.

Section 2: (Committee Chairperson)

1. The chairpersons of standing committees shall be appointed by the Board of Directors.
2. The chairperson's term of office shall be for two years or until their successors are appointed.
3. The chairpersons of all standing committees shall present plans of work to the Board of Directors for approval. **No plans of work should be undertaken without the approval of the Board of Directors.**
4. All contracts generated by the committees must be approved by the Board of Directors and signed by the Committee Chair and the President.

Section 3: (Audit Committee)

The Audit Committee members shall be nominated by the Board of Directors. Current President and Treasurer cannot serve as auditor. Audit should be done as soon as possible but no later than April 15th of each year. The responsibilities of the Audit Committee are:

1. To review procedures, documents, accuracy of financial statements, and consistency of database and relevant receipts and documents.
2. To discover discrepancies and errors, if any, in the financial document
3. Report their findings to the Board of Directors.
4. To make recommendations to the board on how to improve the accuracy, reliability and integrity of PHOM financial system.

Section 4: List of Standing Committees

See policies and procedures for current list of standing committees.

ARTICLE X – Amendments to Bylaws

Section 1: (Revision by Committee)

A committee may be appointed by the President to submit a revised set of bylaws as a substitute for these by laws by a majority vote at a meeting of the members or by a two-thirds vote of the Board of Directors. **At no time the mission statement of this organization can be altered and/or changed.**

Section 2: (Bylaw's Review)

1. These bylaws, with the exception of the mission statement, shall be reviewed at least every two (2) years by a committee appointed by the President.
2. Vice-President will serve as Chairperson of Bylaws Committee.

Section 3: (Effective Date of Bylaws)

These bylaws shall become effective upon adoption by the Board of Directors unless otherwise specified.

ARTICLE XI - Indemnification

Each person who is or was a Member, Director, Officer or Committee Chair and member of the organization and each person who serves or served at the request of the organization as a member, director, officer, partner, employee or agent of any other corporation or other organization or enterprise shall be indemnified by the organization to the fullest extent permitted by the non-profit organization laws of Michigan. The organization may also grant indemnification rights to any employee or agent of the organization to the extent permitted by the laws of Michigan. The organization may purchase and maintain insurance against any liability asserted against or incurred by any person described in this Article whether or not the person is entitled to indemnification pursuant to this Article.

ARTICLE XII - Parliamentary Authority

1. Roberts' Rules of Order Revised shall govern this organization in cases to which they are applicable and in which they are not in conflict with these bylaws.
2. The Board of Directors must familiarize themselves with Parliamentary Procedure and the procedural rules as prescribed by Robert's Rules of Conduct.
3. The Board of Director must familiarize themselves with these Bylaws.

ARTICLE XIII - Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV - Article of Organization

These bylaws of this organization shall be deemed to be part of its articles of organization.

In witness whereof, we have hereunto subscribed our names this **7th day of July, 1999**

This bylaw was reviewed and revised on the **16th day of August, 2002.**

This bylaw was reviewed and revised on the **10th day of November, 2005.**

This bylaw was reviewed on the **11th day of December, 2008.**

This bylaw was reviewed and revised on the **1st day of August, 2010 and adopted by the BOD on 6th day of August, 2010.**

Appendix A

The Policies and Procedures will not contradict the Bylaws. Bylaws will have precedent over any other documents.

Policies and Procedure are being updated to reflect the changes in the bylaws and will be published shortly.