

AMENDED AND RESTATED BYLAWS
OF
IRANIAN AMERICAN SOCIETY OF ARIZONA, INC.

ARTICLE I
NAME, OFFICES, OPERATION AND AFFILIATIONS

Section 1. Name. The name of this corporation is Iranian American Society of Arizona, Inc., a nonprofit corporation also doing business under the trade name “Arizona Persian Cultural Center” (hereinafter the “Organization”).

Section 2. Principal Offices. The Organization may have such offices, either within or without the State of Arizona, as may be designated from time to time by resolution of the Board of Directors of the Organization (the “Board”), one of which may be designated as the principal office.

Section 3. Registered Office and Registered Agent. The Organization shall maintain a registered office and registered agent in the State of Arizona. The registered office may, but need not be, the same as any of its places of business. The identity and address of the registered agent may be changed from time to time by notifying the Arizona Corporation Commission pursuant to the provisions of the Arizona Nonprofit Corporations Act (“ANCA”).

Section 4. Operation. The Organization shall govern itself in accordance with the laws of the State of Arizona, its Articles of Incorporation (the “Articles”), and these Amended and Restated Bylaws (these “Bylaws”). The Organization is a non-religious, non-political, non-profit Organization. It does not engage in electioneering, endorse, support, or oppose any candidate for office in the United States or any other country. The Organization does not endorse, promote or support any religion or political party. The Organization is not to be used as a religious or political platform.

Section 5. Affiliations. The Organization is not affiliated with, or chartered by the government of either the United States of America or the State of Arizona, nor by or with any department or division of either government. The Organization shall maintain its structural independence from such governmental agencies and other organizations, but may work collaboratively and cooperatively with governmental agencies and other organizations, including but not limited to applying for and receiving grant monies.

ARTICLE II
MEMBERS AND MEMBERSHIPS

Section 1. Members. There shall be only a single class of members (the “Members”) with the limited rights and obligations as set forth herein.

Section 2. Rights and Obligations. A Member shall (i) be an individual interested in Iranian culture (regardless of religious or political affiliations); (ii) pay timely all required dues and assessments; (iii) attend Member meetings and participate on committees; (iv) submit proposed agenda items for meetings of the Board of Directors and request permission to attend a meeting of the Board of Directors; (v) run for, and nominate others for, the Organization's Board of Directors; (vi) attend and promote the Organization's events; and (vii) work to further the missions and purposes of the Organization. Members do not have the right to vote for directors, access financial records of the Organization or other statutory rights available under Arizona law.

Section 3. Registry of Members. The Organization shall maintain in its principle office in physical or electronic format a registry of the Members, which shall include the Member's name, contact address, phone number and electronic mailing address.

Section 4. Admission of Members.

(a) Application For Membership. In order to be admitted as a Member, a prospective member shall, prior to a vote on an admission to membership: (1) complete an application for membership in a form as approved from time to time by the Board (the "Application"); (2) meet all Member requirements as established by the Board from time to time; (3) adhere to the Member Handbook that details the Organization's policies, procedures, guidelines, and Member obligations; and (4) agree to support the Organization's mission and purposes.

(b) Review, Acceptance and Notice.

(1) Review and Acceptance. The Director of Membership shall verify the requirements of Section 4(a) of this Article II have been met for a prospective new member and an Application is complete. Unless there exists a material reason not to accept such prospective new member, the Director of Membership shall accept such individual as a Member. and notify the individual in accordance with Section 4(b) of this Article.

(2) Notification. All new Members shall be entered into the Member Roster and notified in writing of their acceptance as a Member, the dues then payable, and the upcoming activities and events of the Organization. In addition, the new Member shall be provided a Member Handbook and such other materials as the Director of Membership believes would be informative to the Member.

(3) Notice to the Board. In sufficient time to be included with the notice of meeting following the Director of Membership's review and acceptance of a new Member, the Director of Membership shall prepare a listing of all new Members since the last meeting of the Board, and forward it to the Secretary for inclusion in the materials in the notice to the Board.

Section 5. Dues and Contributions.

(a) Amounts Due. Member dues and assessments shall be set by the Board from time to time and assessed as provided by the Board from time to time.

(b) Contributions. Any Member, person, corporation or entity is permitted to make a contribution to the Organization to be used to further the Organization's mission and purposes. The Organization has the right to reject any contribution; rejections shall be by an affirmative vote of the Board of Directors.

Section 6. Good Standing. A Member is considered not to be in good standing if (i) he or she has not attended at least one (1) meeting of the Members during the course of a calendar year and/or (ii) if he or she fails to meet any other criteria for membership. A Member not in good standing is (i) not entitled to vote on any matter coming before the Members until such time as he or she has been restored to good standing and (ii) not eligible to serve as a Director or Officer.

Section 7. Annual Meeting. The annual meeting of the Members is for the transaction of such business as may come before the annual meeting of Members, shall be held once during each fiscal year.

Section 8. Meetings of Members.

(a) Attendance at Meetings. Attendance at meetings shall be limited to the Members and to guests invited by invitation upon request of a Member, but guests shall not actively participate in the business portion of any meeting and may not be present during any executive session of a meeting. The Director of Membership has the power to approve or deny requests for invitations submitted by Members.

(b) Regular Meetings. Regular meetings of the Members shall be held at least quarterly or as scheduled by the President, and may be held at such time and place as the Board may determine. Regular meetings may include special activities such as speakers, presentations, performances or other activities, and do not need to include a business session of the Organization.

(c) Special Meetings. Special meetings of the Members may be held at any time and place and for any purpose or purposes, unless otherwise prescribed by the ANCA, on call of the President, the Secretary, the Board, or the written request signed and dated by any twenty-five (25) Members, which will describe the purpose for which the meeting is to be held. Special meetings may include special activities such as speakers, presentations, performances or other activities, as well as a business session of the Organization limited to the business specified in the notice.

(d) Adjourned Meetings. Unless otherwise provided by the ANCA, if an annual, regular or special meeting of the Members is adjourned to a different date, time or place, notice need not be given of the new date, time or place if the new date, time or place is announced at the meeting before adjournment.

Section 9. Notice and Waiver of Notice.

(a) Notice.

(1) Notice of the date, time and place of any annual or regular meeting of the Members shall be given by written posting on the Organization's website or by email at least fifteen (15) days prior thereto. The purpose of and the business to be transacted at any meeting of the Members shall be specified in the notice of such meeting.

(2) Notice of the date, time and place of any special meeting shall be given by oral or written notice delivered personally to each Member at least twelve (12) days prior thereto, or by written notice given by other than personal delivery at least fifteen (15) days prior thereto. The purpose of and the business to be transacted at any meeting of the Members shall be specified in the notice of such meeting.

(b) Methods of Giving Notice. Notice of any annual or regular meeting may be made [by posting a notice on the Organization's website, together with an agenda and all material to be discussed, with the exception of materials for executive session.] Notice of any regular meeting may be made at an annual or special meeting of the Members, and any other notice required to be given under these Bylaws or the laws of the State of Arizona, may be communicated in person, by telephone, electronic mail, facsimile or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (i) when received; (ii) three (3) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(c) Waiver of Notice. Whenever any notice is required to be given under the provisions of the ANCA or under the provisions of the Articles or these Bylaws, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except where a Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 10. Vote and Quorum. A majority of the Members in good standing, represented in person, shall constitute a quorum for the transaction of business at any meeting of Members. Each Member shall have only one (1) vote on any matter. A Member may vote in person. No proxies shall be allowed.

Section 11. Conduct of Meetings. The President, and in his or her absence, a Vice President, and in their absence any person chosen by the Members present shall call the meeting of the Members to order and shall act as chair of the meeting. The Secretary of the Organization shall act as secretary of all meetings of the Members, but, in the absence of the Secretary, the presiding Officer (as defined below) may appoint any other person to act as secretary of the meeting.

Section 12. Place of Meetings. Meetings of the Members shall be held at the principal office of the Organization, unless the President determines that a meeting shall be held at some other place within or outside the State of Arizona and causes the notice thereof to so state. Meetings of the Members shall only be held in person.

Section 13. Action by Written Consent of Members. Any action required by the Articles or these Bylaws, or any provision of the ANCA, to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed and dated by a majority of the Members.

Section 14. Presumption of Assent. A Member who is present at a meeting of the Members at which action on any matter is taken shall be presumed to have assented to the action taken unless such Member's dissent shall be entered in the minutes of the meeting or unless such Member shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Member who voted in favor of such action.

Section 15. Termination and Reinstatement of Membership.

(a) Resignation as a Member. A Member may voluntarily withdraw as a member by notifying the Director of Membership in a signed writing.

(b) Termination or Suspension For Cause. The Director of Membership shall review all Members annually and determine if any Member should be forwarded to the Board with a recommendation that such Member be terminated as a Member. The Board will review the recommendation and then determine whether to terminate the membership. Cause shall include activities that cast the Organization in a negative light and such determination shall be in the sole discretion of the Officers of the Organization upon their own motion or upon a recommendation from the Director of Membership; conviction of a felony; failure to follow the Bylaws or the Member Handbook, including any policies and procedures of the Organization; failure to pay dues or assessments in a timely manner; or similar activities or actions to the foregoing. Following review of a Member and a decision to recommend to the Officers to suspend or terminate a membership, the Officers shall make a final determination on the recommendation and notice of such decision shall be given to the Member with the terms and effective date(s) of the decision. No opportunity by the Member to be heard or appear is granted or implied in this or any other provision of these Bylaws.

(c) Restoration of Membership Following Termination. Any Member whose membership in the Organization shall have been suspended or revoked by action of the Officers may be restored to active membership by completing another Application and upon showing of good and sufficient cause for such restoration.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers. The Board shall have general charge of the affairs, property and assets of the Organization. It shall be the duty of the directors of the Board (the “Directors”) to carry out the aims and purposes of the Organization and, to this end, to manage and control all of its property and assets.

Section 2. Number of Directors. The Board shall be a minimum of three (3) Directors and a maximum of eleven (11) Directors. Directors shall serve for the terms provided in Section 3 of this Article III. The number of Directors may be increased or decreased by a majority vote of the Board at any annual or special meeting called for that purpose. If the number of Directors is decreased by the Board, each Director in office shall serve until his or her term expires or until his or her resignation or removal as herein provided. If the number of Directors is increased by the Board, each new position on the Board shall be treated as a vacancy. No amendment of this section shall reduce the number of Directors to less than the number required by the State of Arizona, which at the time of the adoption of these Bylaws is one (1).

Section 3. Election, Terms, and Qualifications.

(a) Method of Election. At the annual meeting of the Directors in the year a vacancy will occur, Directors shall be elected by the affirmative vote of a majority of the Directors in good standing present at a meeting with a quorum.

(b) Terms of Office; Limitations of Consecutive Terms. Except as provided herein, each Director shall hold office for a term of three (3) years and until his successor is duly elected and qualifies, subject to his or her earlier resignation or removal. A Director’s term shall begin at the close of the annual meeting at which the Director is elected and shall end as of the end of the annual meeting at which the Director’s successor is duly elected. No Director may serve for more than nine (9) consecutive years (a total of three (3) terms). A Director is eligible for reappointment as a Director after a lapse of service of one (1) year.

(c) Staggered Terms. Directors shall serve staggered terms to balance continuity with new perspective and, thus, approximately one-third (1/3) of all Director positions will be available for vote on an annual basis.

(d) Qualifications. Any individual who is a Member in good standing may be elected to serve as a Director.

Section 4. Resignation. Any Director may resign at any time by providing written notice of such resignation to the President of the Organization.

Section 5. Removal. Any Director may be removed, with or without cause, by a majority vote of the remaining Directors. The Director whose removal is being voted on shall be counted for quorum purposes but not be entitled to vote. Such Director shall be given notice of the meeting, its purpose, and an opportunity to respond in writing or to speak on his or her own

behalf, without an attorney present. A Director who is removed in accordance with this Section shall also be removed simultaneously as an Officer, if he or she holds such a position.

Section 6. Vacancies. In the event a vacancy occurs in the Board from any cause, including a vacancy created by an increase in the number of Directors, such vacancy shall be filled by the Board as provided for in the election of Directors in Section 3 of this Article III.

Section 7. Compensation and Reimbursements. Directors shall receive no compensation for their services as Directors or as committee members; however, the Organization may compensate a Director for providing services to the Organization in any other capacity, including that of a salaried Officer, employee, or agent of the Organization. Directors who serve as salaried Officers, employees, or agents of the Organization shall not participate in any vote of the Board with respect to their compensation, and such compensation shall be set in compliance with the Organization's policy on conflicts of interest. Directors may be reimbursed for reasonable expenses paid or incurred on behalf of the Organization, provided that such reimbursement is authorized by the Board in compliance with the Organization's expense reimbursement and conflict of interest policies. Any payments made to a Director, including those for reimbursements of expenses, which shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such Director to the Organization to the full extent of such disallowance. In lieu of payment by the Director from whom reimbursement is sought, subject to a determination made by the remainder of the Directors, amounts may be withheld from his or her future reimbursement payments until the amount owed to the Organization has been recovered.

ARTICLE IV MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting. An annual meeting of the Board shall be held once per year, at such time and place as the President or in the absence of action by the President, by a Vice President, as set forth in the notice given, or waiver signed, with respect to such meeting. At the annual meeting, the Directors shall elect the Officers and transact such other business as may be properly brought before the meeting. If for any reason any annual meeting is not held during the time period set forth above, a deferred annual meeting may thereafter be called and held in lieu thereof, at which the same proceedings (including the election of Directors and/or Officers) may be conducted.

Section 2. Regular Meetings. The Board may provide by resolution for regular or stated meetings of the Board, to be held at a fixed time and place, and upon the passage of any such resolution such meetings shall be held at the stated time and place without other notice than such resolution.

Section 3. Special Meetings. Special meetings of the Board may be held at any time and place for any purpose or purposes, unless otherwise prescribed by the State of Arizona, on call of the President or the Secretary, and must be called by either of them on the written request of a majority of the Directors then in office.

Section 4. Meetings by Telephone or Other Communication Technology.

(a) Any or all Directors may participate in a regular or special meeting of the Board or in a committee meeting by, or conduct the meeting through the use of, telephone or any other means of communication by which all participating Directors may simultaneously hear each other during the meeting.

(b) If a meeting will be conducted through the use of any means described in subsection (a), all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. A Director participating in a meeting by any means described in subsection (a) is deemed to be present in person at the meeting.

Section 5. Notice and Waiver of Notice.

(a) Notice. Notice of the date, time and place of any annual or special meeting shall be given by oral or written notice delivered personally to each Director at least five (5) days prior thereto, or by written notice given by other than personal delivery at least seven (7) hours prior thereto. The purpose of and the business to be transacted at any special meeting of the Board shall be specified in the notice of such meeting; it need not be specified in the waiver of notice of such meeting.

(b) Methods of Giving Notice. Notice of any annual or special meeting of Directors, and any other notice required to be given under these Bylaws or the State of Arizona may be communicated in person, by telephone, electronic mail, facsimile or other form of wire or wireless communication, or by mail or private carrier. Oral notice is effective when communicated. Written notice is effective at the earliest of the following: (i) when received; (ii) five (5) days after its deposit in the U.S. mail, if mailed postpaid and correctly addressed; or (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

(c) Waiver of Notice. Whenever any notice is required to be given under the provisions of the State of Arizona or under the provisions of the Articles or these Bylaws, a waiver thereof in writing, signed at any time by the person or persons entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Chair. At all meetings of the Board, the President shall act as chairperson, or in his or her absence a Vice President, or in their absence a chair chosen by a majority of the Directors present, shall preside.

Section 7. Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than such majority is present at a meeting, a majority of the Directors, or the President acting as Chair, present may adjourn the meeting.

Section 8. 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, unless the act of a greater number is required by the State of Arizona, the Articles or these Bylaws.

Section 9. Action by Written Consent of Directors. Any action required by the Articles or these Bylaws, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors then in office. Such consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting.

Section 10. Presumption of Assent. A Director who is present at a meeting of the Board, or a committee thereof, at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless (i) such Director's dissent shall be entered in the minutes of the meeting, or (ii) such Director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 11. Voting and No Proxies. At any meeting of the Board, every Director entitled to vote may vote in person. Each Director shall have one (1) vote. No proxy shall be allowed.

Section 12. Governing Rules and Board Handbook. The Directors may adopt, from time to time, rules to govern the conduct of their meetings and Board activities. Such rules shall be binding unless and until changed by a majority vote of the Board. A Board Handbook shall be maintained and it shall contain all policies, procedures and other such materials related to service on the Board of Directors of the Organization.

Section 13. Minutes. A written record of the Directors present, guests in attendance, discussions and decisions reached at each meeting of the Board in the form of minutes shall be made, and shall upon approval be made a part of the records of the Organization.

Section 14. Certification of Board Action. Whenever a resolution of the Board or certified copies of minutes shall be needed, whether for banking or other purposes, an Officer may sign resolutions or certified minutes. A Board approved resolution or certified minutes signed by an Officer shall be deemed a genuine verified copy. Any third party dealing with the Organization shall be entitled to rely on the resolutions or certified minutes of the Board verified by the Officer as complete, true, valid and binding.

ARTICLE V OFFICERS

Section 1. Number. The principal officers of the Organization shall be a President, one or more Vice Presidents, a Secretary and a Treasurer (collectively, the "Officers"). The Board may elect such other Officers and assistant Officers and agents as may be deemed necessary. The same individual may simultaneously hold more than one office.

Section 2. Election, Qualifications and Term of Office. The Officers shall be elected annually by the Board at their annual meeting. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. The President, Vice President(s), Secretary, and Treasurer shall be elected from among the Members and the President and Vice President(s) from among the Board. Each Officer shall hold office from the close of the annual meeting at which he or she is appointed for a term of one (1) year, or until a qualified successor is elected for that Officer, or until that Officer's death, or until a qualified successor is elected for that Officer.

Section 3. Removal. Any Officer or agent elected or appointed by the Board may be removed by the Board, whenever in its judgment the best interests of the Organization will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive Officer of the Organization and, subject to the control of the Board, shall in general supervise and control all of the business and affairs of the Organization. The President shall, when present, preside at all meetings of the Board. The President shall have authority, subject to such rules as may be prescribed by the Board, to approve any expenditure in the approved annual budget; and expenditures over \$1,000 shall require approval of the Board. In general, the President shall perform all duties incident to that office, and such other duties as may be prescribed by the Board from time to time.

Section 6. Vice President(s). The Vice President(s) shall perform such duties as from time to time may be assigned by the President or by the Board. Vice Presidents may by their election have charge and supervision of designated portions of the Organization's affairs.

Section 7. Secretary. The Secretary shall: (a) keep the minutes of the meetings of Members and Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) prepare and file the annual report to the Arizona Corporation Commission; (e) maintain procedures and voting for awards given by the Organization each year; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

Section 8. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Organization, and for moneys due and payable to the Organization from any source whatsoever, including the deposit of such moneys in the name of the Organization in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; (b) prepare the annual budget for the Organization; (c) assure preparation and filing of all necessary financial and disclosure documents to the United States Treasury and other United States government agencies, as well as to the State of Arizona and other states where the

Organization does business; and (d) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board.

Section 9. Other Assistants and Acting Officers. The Board shall have the power to appoint any person to act as assistant to any Officer, or to perform the duties of such Officer whenever for any reason it is impracticable for such Officer to act personally, and such assistant or acting Officer so appointed by the Board shall have the power to perform all the duties of the office to which such person is so appointed to be assistant, or as to which such person is so appointed to act, except as such power may otherwise be defined or restricted by the Board.

Section 10. Additional Officers. Any additional Officer not specified above shall have only such authority, duties and responsibilities as shall be specifically authorized and designated by the Board.

Section 11. Compensation. Officers of the Organization shall not receive compensation for serving as Officers, but may receive reasonable compensation for other personal services rendered which are necessary to carrying out the exempt purposes of the Organization. In addition, Officers may receive reimbursement for reasonable expenses incurred in connection with corporate matters, provided that such reimbursement is authorized by the Board. Compensation and reimbursement decisions shall be made in compliance with the Organization's conflict of interest policy.

Section 12. Reimbursement by Officers. Any payments made to an Officer, including those for reimbursements of expenses, which shall be disallowed in whole or in part as a proper or deductible expense by the Internal Revenue Service, shall be reimbursed by such Officer to the Organization to the full extent of such disallowance. In lieu of payment by the Officer from whom reimbursement is sought, subject to a determination made by the Directors, amounts may be withheld from his or her future reimbursement payments until the amount owed to the Organization has been recovered.

Section 13. Officer Handbook. The Directors may adopt, from time to time, rules to govern the conduct of the Officers and certain procedures and policies applicable to each officer position and Organization's activities. Such rules shall be binding unless and until changed by a majority vote of the Board. An Officer Handbook shall be maintained and it shall contain all policies, procedures and other such materials related to service as an Officer of the Organization.

ARTICLE VI AGENTS AND REPRESENTATIVES

The Board may appoint such agents and representatives of the Organization with such powers and to perform such acts or duties on behalf of the Organization as the Board may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE VII COMMITTEES

Section 1. Committees of the Board.

(a) Committees of the Board. The Board by resolution may create committees or task forces, each consisting of one (1) or more Directors designated by the Board, having such powers and duties, not inconsistent with subsection (c) hereof or any existing delegation of powers to a committee of Directors, as may be provided in the resolution creating such committee as initially adopted or as thereafter supplemented or amended by further resolution adopted by similar vote.

(b) Executive Committee. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Organization between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board with respect to those matters enumerated in this Section 8(c). The Executive Committee shall be comprised of all the officers of the Organization. Other directors may be appointed to the Committee as determined by the Board. All actions of the Executive Committee shall be reported to and ratified by the full Board at the next duly scheduled meeting of the Board. A majority of the individuals on the Executive Committee shall constitute a quorum of the Executive Committee.

(c) Nondelegable Powers; Alternative Members; Rules of Committees. The Board may delegate to any such committee that consists solely of Directors any of the authority of the Board, except in reference to the following matters: (a) filling vacancies on the Board or on any committee of the Board, (b) adoption, amendment or repeal of Bylaws, or (c) any matter required by law or these Bylaws to be put to a vote of the Members. All Directors who are not members of a given committee shall be alternate members of such committee and may take the place of any absent Director at any meeting of such committee, upon request of the chair of such meeting. Each committee of Directors shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board, and shall make such reports to the Board of its activities as the Board may request.

Section 2. Appointment of Committees. The Board may create one or more advisory committees. Each such committee may consist of at least one Director together with any number of persons who are not Directors and who the Board deems appropriate to serve on such committee. The Board at any time may appoint additional Members thereto. The members of any such committee shall serve at the pleasure of the Board. Such advisory committees shall advise with and aid the Officers and Directors of the Organization in all matters designated by the Board. Each such committee may, subject to the approval of the Board, prescribe rules and Bylaws for the call and conduct of meetings of the committee and other matters relating to its procedure.

(a) The Arizona Persian Cultural Center Committee: (i) promote and enhance the mission of the Arizona Persian Cultural Center project, (ii) advise and evaluate upcoming events being held, or proposed to be held, in connection with the project, (iii) assist with the planning and organization of fundraisers, galas and other events held at the Arizona Persian

Cultural Center, and (iv) provide any other assistance in connection with the furtherance of the Arizona Persian Cultural Center.

Section 3. Ad Hoc Committees. The President of the Organization, with the approval of the Board, shall have the authority to establish ad hoc committees to meet special needs as determined by the Board or the membership.

Section 4. Compensation. The members of any advisory committee shall not receive any stated compensation for their services but may receive reimbursement for their reasonable expensed incurred in the course of performing committee related services.

ARTICLE VIII INDEMNIFICATION

Section 1. Mandatory Indemnification. The Organization shall, to the fullest extent permitted or required by Sections 10-3850 to 10-3858, inclusive, of the ANCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Organization to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Officers against any and all Liabilities, and advance any and all reasonable Expenses incurred thereby in any Proceeding to which any Director or Officer is a Party because such Director or Officer is a Director or Officer of the Organization, the Organization may indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or Officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which such Director or Officer may be entitled under any written agreement, board resolution, the ANCA or otherwise. All capitalized terms used in this Article VIII and not otherwise defined herein shall have the meaning set forth in Section 10-3850 of the ANCA.

Section 2. Permissive Supplementary Benefits. The Organization may, but shall not be required to, supplement the foregoing right to indemnification against Liabilities and advancement of Expenses under Section 1 of this Article VIII by (a) the purchase of insurance on behalf of any one or more of such Directors, Officers, employees, Members or agents, whether or not the Organization would be obligated to indemnify or advance Expenses to such Director, Officer, employee or agent under Section 1 of this Article VIII, or (b) entering into individual or group indemnification agreements with any one or more of such Directors or Officers.

ARTICLE IX CONFLICT OF INTEREST

Section 1. Policy. The Board shall adopt a policy regarding transactions between the Organization and interested persons, including but not limited to the sale, lease or exchange of property to or from interested persons and the Organization, the lending or borrowing of monies to or from interested persons by the Organization or the payment of compensation by the Organization for services provided by interested persons. For the purposes of this Article IX, “interested person” means any director, Officer, or member of a committee with board delegated

powers, or any person in a position to exercise substantial influence over the affairs of the Organization, who has a direct or indirect financial interest in the transaction.

Section 2. Compliance. All Officers, Directors, Members of a committee with Board delegated powers and employees of the Organization shall comply with the Organization's conflict of interest policy as adopted by the Board.

ARTICLE X PROHIBITION AGAINST PRIVATE INUREMENT

No Director, Officer, Member, employee of the Organization, member of a committee of the Organization, or any other private individual shall receive at any time any of the net earnings or pecuniary profit of the Organization, except that the Organization can pay reasonable compensation for services rendered.

ARTICLE XI FISCAL YEAR

The fiscal year of the Organization shall commence on January 1 of each year and end on December 31 of each year.

ARTICLE XII CORPORATE ACTS AND FUNDS

Section 1. Corporate Acts. By resolution of the Board, the Board may authorize any Officer, Member, employee, or agent to sign, execute and acknowledge on behalf of the Organization, all deeds, mortgages, bonds, stock certificates, contracts, leases, reports, and all other documents or instruments necessary or proper to be executed in the course of the Organization's regular business, or which shall be authorized by resolution of the Board. The Secretary of the Organization is authorized and empowered to sign in attestation all documents so signed, and to certify and issue copies of any such document and of any resolution adopted by the Board; provided, however, that an attestation is not required to enable a document to be an act of the Organization.

Section 2. Loans. No moneys shall be borrowed on behalf of the Organization and no evidences of such indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Deposits. All funds of the Organization, not otherwise employed, shall be deposited from time to time to the credit of the Organization in such banks, investment firms or other depositories as the Board may select.

Section 4. Records. The Directors shall establish a record of each payment as may be necessary to make a memorial thereof and to substantiate tax records of the Organization. A record shall be kept of transactions of funds received and spent by the Organization.

Section 5. Reports. The names of all donors are confidential and no donor's name shall be disclosed without first obtaining the approval of the donor. Notwithstanding this policy, donor names may be furnished to others in compliance with court process or in connection with any audit of the Organization by a regulatory agency.

**ARTICLE XIII
AMENDMENTS TO BYLAWS AND ARTICLES OF INCORPORATION**

These Bylaws and the Articles of Incorporation may be altered, amended or repealed and new Bylaws or Articles of Amendment to the Articles adopted only by the Board at any regular or special meeting thereof by a vote of two-thirds (2/3) of the Directors present at any meeting of the Organization which was called for that purpose.

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CERTIFICATE OF ADOPTION

Certified a true and correct copy of the Bylaws adopted on the 12th day of December, 2018, by the Board of Directors of Iranian American Society of Arizona, Inc.

By: _____

NAME: Nick G. Eskandari

TITLE: President