

**NY PERSIAN PARADE, INC.
D/B/A NY PERSIAN PARADE CULTURAL FOUNDATION,
INC.**

BYLAWS

AUGUST 28, 2006
(Revised)

**BYLAWS OF THE D/B/A NY PERSIAN PARADE CULTURAL
FOUNDATION, INC.**

A Non-Profit, Non-Sectarian Corporation

Registered in the State of New York

ARTICLE 1

Section. (1:1)

NAME

The official name of the organization shall be NY Persian Parade Cultural Foundation, Inc., hereinafter referred to as "Corporation." Registered as a non-profit organization in the State of New York. The Corporation may be operated by any other name or names, as shall be approved by its Board of Trustees to promote, demonstrate, and present Persian traditions, culture and history.

ARTICLE 2

Section. (2:1) PRINCIPLE OFFICE

The principle address of the Corporation shall be as follows:

P.O. Box 230408

NEW YORK, NY 10023

The address of the Corporation may be changed if deemed necessary by its Board of Trustees. At the discretion of its Board of Trustees, the Corporation may have any other offices within or outside the State of New York.

ARTICLE 3

Section. (3:1)

THE PURPOSE AND MISSION

The main activity of the Corporation is to organize, promote, facilitate, and conduct a cultural Persian parade on the third week of March, which coincides with the Iranian New Year on the Persian calendar as well as the spring vernal equinox. The parade shall take place primarily in NYC or any other place at the discretion of the Board of Trustees. The parade is a means to promote and introduce Persian culture, its historical achievement in art, folklore, science, and the Persian civilization to the general public. The Corporation can receive contributions and make distributions to individuals and/or organizations as deemed necessary by the Board of Trustees. This Corporation is a non-religious, non-political organization. Its scope of activities shall include but not be limited to creating friendship and understanding between Iranian people and the other people of the world, educating the Iranian youth about their heritage, educating all others regarding the history and culture of Iran, as well as other related activities deemed appropriate by the Board of Trustees. To demonstrate the Persian Tradition of tolerance for the ethnic, religious and cultural differences among people and to express the will of the Persian community to live in peace, unity, and harmony with other people assimilating in the modern American society.

The Corporation may contribute to or publicize publications to introduce, advance of to study Persian culture, civilization, and ceremonial tradition and provide seminars to teach the general public. To sponsor social gatherings to promote Persian traditional ceremonies.

To have fund raising activities to underwrite these and related endeavors.

ARTICLE 4

Section. (4:1)

TAX STATUS.

The corporation shall operate as a non-profit corporation qualified as a tax-exempt organization under Section 501 (C) (3) of Internal Revenue Code.

1. "No part of the earnings of the Foundation shall inure to the benefit of or be distributable to any member, director, officer or trustee of the Foundation or any other private person"
2. "All membership and board activities at any level are strictly voluntary and no member or officer shall be compensated for his/her position

3. "The Foundation shall be authorized and empowered to pay reasonable compensation for services and to make payments and distributions to any persons or organizations in furtherance of the purposes set for in" the Article 3 above.

Article 5

Section. (5:1)

MEMBERSHIP

1. All members of age eighteen and over, whose membership is in good standing and confirmed by the Corporation shall be entitled to vote in presence or by proxy.
2. Any member whose activity or conduct is found to be unethical or detrimental to the well being and the reputation of the Corporation may be asked in writing to withdraw or have his/her membership be terminated upon being given written notice and a full investigation by the Board of Trustees.
3. The annual General Assembly meeting shall be held on location deemed by the Board of Trustees on the 15th day of April with the first meeting scheduled during the first week of December. The Board of Trustees shall give notice of the time and location of the General Assembly meeting by US mail.
4. Membership Fees and Dues
 - a. The membership fee per annum for one family is \$50.00
 - b. The membership fee per annum for a single individual is \$25.00
 - c. The membership fee per annum for a student is \$10.00
 - d. The membership fee per annum for a senior citizen is \$10.00

Annual Dues. The board of trustees may determine and change from time to time the amount of initiation fee, if any, annual membership fees, and dues payable to the Corporation by members.

The Corporation can cancel any member's membership who has not paid the membership fee after sixty days of its due date.

All membership fees and contributions received by the Corporation are non-refundable.

5. The Corporation shall have only one class of members. Any person who complies within the bylaw, Submit an application with annual fees and confirmed by The Corporation or by the board of trustees shall be entitled to vote at meetings of The Corporation and shall be eligible to be elected trustees or officers of the Corporation.

6. Eligibility. Any individual who has interest in the Iranian culture or who is willing to adhere strictly to the ideas and principals of this Corporation and respect rules and regulations cited in this bylaw in particular as expressed in Article 3 section (3:1) of this bylaw hereof shall be eligible for membership
7. Applicaton. Any eligible individual as defined in Section Two of the Article desiring to apply for membership in the Corporation shall do so by making applicaton in writing in a 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 trustees and such candidates for membership may be elected to membership in the Corporation at any meeting of the board of trustees by a majority vote of those present and voting. In cases where a question may arise 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.
8. Termination of Membership. The board of trustees, by majority vote of the board, may suspend or expel a member for cause after an appropriate hearing, and by a majority vote of those present at any regularly 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 10 Section (10:1) of these bylaws.
9. 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.
10. Reinstatement. On written request signed by a former member and filed with the Secretary of the Corporation, the board of trustees, 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 trustees may deem appropriate.
11. Transfer of Membership. Membership in the Corporation is non-transferable or assignable.
12. Family Membership. Family members are considered to include a husband and/or wife and/or unmarried children between the ages of 18 to 26 years.

Section. (5:2)

In order to be eligible to vote, an individual must have been a member of the Corporation for at least ninety days prior to the election date, **(except the first election which would be conducted on October of 2005)** and the membership length shall be thirty days prior to voting date.

ARTICLE 6

Section. (6:1)

BOARD OF TRUSTEES

The Board of Trustees shall approve policies and expenditures and oversee the affairs of the Corporation. Members of the Board of Trustees must also be members of the Corporation. The number of members on the Board of Trustees with voting power shall be nine (9) regular and two (2) alternatives. Three of the board members from the first election shall hold office until April 15, 2006, three other members shall hold office until April 15, 2007, and the remaining three members shall hold office until April 15, 2008. Thereafter, each board member shall hold office for duration of three years commencing from the date of their election. The term duration shall be determined by the number of votes the member receives for office, the three members with the highest votes shall serve until April 15, 2008, the next three with higher votes shall serve until April 15, 2007, and the remaining three with lesser votes shall serve until April 15, 2006. The next two with lower votes shall serve as Alternative Board Members. In the absence of any of the nine board members, the Alternative Members may sit on the Board and vote in the place of the absent members. If at any board meeting only one of the nine members is absent, then only one of the Alternative Members may vote in their place. If two of the nine are absent then both Alternative Members shall receive voting privileges. The alternative Board Members shall alternate sitting on the board with voting privileges in the absence of a regular member. The two alternative members shall serve until April 15, 2006. On April 15, 2006, anyone who is elected as Board of Trustees alternative and thereafter shall serve a three year term. Also, in any election after April 15, 2006, each Trustee, if elected, shall serve a three year term from the date of election. The Board of Trustee Members shall be elected through election by the majority vote of the General Members at the designated time set forth for General Assembly meetings. The Board of Trustees may provide by resolution the time and place of each election within or outside the state of New York. Special meetings of the Board of Trustees can be called into session at the request of the President, any two Board Members, or one-third of the members not on the board.

Section. (6:2).

Dr. Shabnam Rezazadeh and Dr. Rudy Rezazadeh are recognized as the founders of the Corporation. **Both of the Founders shall be recognized as honorary members of the Board of Trustees.** They can sit in on the private meetings of the board but would not have voting privileges. If each or both of the founders participate in general election and win by majority votes, then the one who wins can have voting privilege.

Section. (6:3).

If either of the founders chooses to be nominated for presidency of the board, they must receive the majority of the boards votes to be elected. If elected, the founder can be president for a duration of one year for a limit of three consecutive years.

Section. (6:4).

Honorary Members.

In addition to the two founders, the corporation may have other honorary members of Board of Trustee without voting privileges. The honorary member of Board of Trustee may sit in on the board meetings, but cannot vote.

Section. (6:5)

OFFICERS

The officers of the Corporation shall be elected annually by the board of trustees at the regular annual meeting of the board of trustees. If the election of officers shall not be held at such meeting, such election shall be held not later than five weeks thereafter. New offices may be created and filled at any meeting of the board of trustees with majority vote of the board of trustees. Each officer shall hold office until his successor shall have been duly elected and qualified. The Officers of the Corporation shall be a President, Vice-President (as may be deemed by the Board of Trustee), a Secretary, a Treasurer, and any other such positions the Board of Trustees may deem necessary.

Section. (6:6).

QUORUM

The presence of five Board Members with voting power shall constitute a quorum for transaction of Board or any meeting of the Board. If less than five Board Members with voting power or Alternative Members (in total) are present at the Board of Trustees meetings, such meetings shall adjourn to a future date that additional members would be present to form a proper quorum.

Section. (6:7).

Manner of Acting.

The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the board of trustees, unless the act of a greater number is required by law or by these bylaws.

Section. (6:8).

In General Assembly members' meetings, 1/3 (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. (6:9)

VACANCY

Any vacancy on the Board of Trustees shall be filled by majority vote of the remaining trustees. The Board of Trustee elected to fill a vacancy shall serve for the unexpired term of the trustee that was replaced. In the event of one or two vacancies, the Board shall elect from the Alternative Members. If there are more than two vacancies then the Board of Trustees shall elect from General Members to fill out the remaining vacancies. If all Board Members resign or otherwise are not available to serve, then the secretary of the Corporation shall call for a General Assembly meeting where new Board of Trustee members can be elected.

Section. (6:10)

ELECTION AND TERM OF OFFICERS

The members shall elect the Board of Trustees of the Corporation on the 15th day of April each year. If the election of the officers shall not be held at such meeting, then such election shall be held as soon as reasonably possible. The President, Vice-President, and treasurer shall be elected by the Board of Trustees in December of each year, but they assume their duties on the 15th day of April of the following year.

Section. (6:11)

Each Board member is not permitted to hold such position for more than 6 years, which is equivalent to two terms, excluding the two founders whose term has no limit.

Section. (6:12)

President and Vice-President shall hold office for one year. On December of each year the Board of Trustees can re-elect the same officers or elect different Board members for the same office.

Section. (6:13).

The president and vice-president cannot hold office for more than three consecutive years or maximum of three years in a lifetime period.

Section. (6:14).

President. The president shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the members and of the board of trustees. He or she may sign, with the secretary or any other proper officer of the Corporation authorized by the board of trustees, any deeds, mortgages, bonds, contracts, or other instruments that the board of trustees have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of trustees or by these bylaws or by statute to some other officer or agent of the Corporation; and, in general, he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of trustees from time to time.

Section. (6:15).

Vice-President. In the absence of the president or in the event of his/her 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 until the president returns to duty or the board of trustees elects another 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 trustees.

Section. (6:16).

Treasurer. If required by the board of trustees, 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 trustees shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the board of trustees; and, in general, perform all the duties incident to the office of the treasurer and such other duties as from time to time may be assigned to him by the president or by the board of trustees.

Section. (6:17).

Secretary. The secretary shall keep the minutes of the members meetings and of the board of trustees 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 Corporations records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation, 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 trustees.

Section. (6:18).

Assistant Treasurers and Assistant Secretaries. If required by the board of trustees, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of trustees shall determine. In general, the assistant treasurers or assistant secretaries shall perform such duties as shall be assigned to them by the treasurer, the secretary, the president or the board of trustees.

Section. (6:19).

Committees of Trustees. There shall be four (4) standing committees or as many as the board of trustees may deem necessary: (1) Membership Committee. (2) Financial Committee. (3) Parade Implication Committee. (4) Public Relation Committee. (5) Publications Committee. (6) Scholarship for Education Advancement Committee. The board of trustees, by resolution adopted by a majority of the trustees in office, may designate one or more additional committees. Each committee shall consist of one director, and shall have and exercise the authority of the board of trustees in the management of the Corporation by the designation of such committee and the delegation thereto of authority shall not operate to, relieve or divest the board of trustees, 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 do not relieve or divest any trustees of his or her duty to the Corporation.

Section. (6:20).

Other Committees. Other committees not exercising the authority of the board of trustees in the management of the Corporation may be designated by a resolution adopted by a majority of the trustees 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 Corporation, and the board of trustees 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 interests of the Corporation shall be served by such removal.

Section. (6:21).

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 is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section. (6:22).

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

Section. (6:23).

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

Section. (6:24).

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

Section. (6:25).

Removal of a Board of Trustee. With a valid cause or if any member of Board of Trustees is absent from the board meeting three consecutive sessions, Board of Trustees member may be removed at anytime if it is recommended by the two-third votes of the remaining Board members and approved by the majority vote of the Board of Trustees.

Section. (6:26).

Anyone who is interested in being nominated to participate in the general election to become a board member must submit a written request to the secretary of the Corporation, thirty (30) days prior to the election date, requesting to be nominated. The request must be either hand delivered or sent by certified US Mail return requested.

Section. (6:27).

The board of trustees shall meet on the second Wednesday of each month.

ARTICLE 7

Section. (7:1).

NOTICES

All notices of public meetings of the Board of Trustees shall be given **30 days** prior to the date set forth and shall be given personally or by mail.

ARTICLE 8

Section. (8:1).

COMPENSATION

All Board of Trustees members shall serve on a volunteer basis. All pre-authorized out of pocket expenses of the members of the Board of Trustees directly related to the Corporation shall be reimbursed.

ARTICLE 9

Section. (9:1).

MEETING OF MEMBERS

Annual Meeting. An annual meeting of the members shall be held at a location within the State of New York or outside of New York, to be designated by the Board of Trustees on the 15th day of April in each year, beginning with the year 2006, at a time to be specified by the Board of Trustees, for the purpose of electing trustees and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a holiday, such meeting shall be held on the next succeeding business day. If the election of trustees shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section. (9:2).

First Year Election.

Only for the first year, which is 2005, the annual meeting for the elections of the board of trustees of the Corporation shall be held at a location of the boards discretion, to be designated by the corporation on the **16th day of October 2005**, at a time to be specified by the corporation, for the purpose of electing board of trustees and for the transaction of such other business as may come before the meeting.

Section. (9:3).

Special Meetings.

Special meetings of the members may be called into session by the president, the board of trustees, or not less than one-third of the members.

Section. (9:4).

Place of Meeting.

As the place of meeting for any special meeting called by the board of trustees, the board may designate any place, either within or outside the State of New York. If all of the members shall meet at any time and place, either within or outside the State of New York, and consent to the holding of a special meeting, such meeting shall be valid without call or notice.

Section. (9:5).

Notice of Meetings.

A written or printed notice stating the place, day, and hour of any meeting of the members shall be delivered, either personally or by mail, to each member entitled to vote at such meetings, not less than ten (10) days, nor more than thirty (30) days before the date of such meeting, by or at the direction of the president or by these bylaws, the purpose(s) for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

Section. (9:6).

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. (9:7).

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 five business **days (5) from the date of election**, unless otherwise provided in the proxy.

Section. (9:8).

Voting by Mail.

Where trustees are to be elected by members, such election may be conducted by mail in such manner, as the board of trustees shall determine

ARTICLE 10

Section. (10:1).

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts. The board of trustees may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by this bylaw, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section. (10:2).

Checks, Drafts, or Orders for Payment. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed at least two signatures of the president and one of the other officers either the vice-president or treasurer

Section. (10:3).

Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of trustees may select.

Section. (10:4).

Gifts. On behalf of the Corporation, the board of trustees may accept any contribution, gift, and bequest or devise for the general purposes or for any special purpose of the Corporation. Fundraising activities may include all or any of the following: advertising in The Parade and The Foundation Publication, cultural and educational publication, donation by individuals or corporations, special events/activities, government grants.

Secton. (10:5).

Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep, minutes of the proceedings of its members, board of trustees, and shall keep at the office a list of all members, the class or classes of membership if any and the number of certificates held by each and the dates when respectively became the holders of records thereof.

Section. (10:6)

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

ARTICLE 11

MISCELLANEOUS

Section. (11:1).

Corporate Seal. The board of trustees shall provide a corporate seal, which shall be in the form of the Corporation name.

Section. (11:2).

Waiver of Notice. Whenever any notice is required to be given under the provisions of the New York Non-profit Corporation law or under the provisions of the certificate of incorporation or the bylaws of the Corporation, 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. (11:3).

Power to Hold Property. The Corporation shall have power to take and hold by bequest, devise, gift, purchase or lease, for any of its purposes, any real or personal property, 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 expand the income and principal of the Corporation in such manner as in the judgment of the board of trustees will best promote its objects.

Section.(11:4).

Power to Borrow Money. To execute its purposes, the Corporation 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 Corporation 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 Corporation wherever situated, whether now owned or hereinafter to be acquired.

Section. (11:5).

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 Corporation shall also have the power to do all such acts as are necessary or convenient to attain the objects and purposes herein set forth.

Section. (11:6).

The Corporation shall keep enforced liability insurance, insuring all officers and members of Board of Trustees in all activities related to their duties in relation to the Corporation and the actual parade itself.

Section. (11:7).

Board of Trustees shall not have financial responsibility toward the Corporation. The Board of Trustees can cancel the parade if there arises financial difficulty in running the parade.

Section. (11:8).

No one is permitted to appear on behalf of Corporation for any purpose in any location in particular during the performance of parade, including phone or personal interview, before any media including, TV, Radio, Newspapers without prior written approval from the Corporation.

Section. (11:9).

No one is permitted to carry any sign, flag and banner in any location in particular during the performance of the parade on behalf of the corporation without the written approval of the corporation.

Section. (11:10).

No one is permitted to advertise inside the parade without the written approval of the corporation.

Section. (11:11).

For purpose of identification, all flags, banners, signs, T-shirts, and caps must be tagged and numbered in-group by the Corporation.

Section. (11:12).

The corporation shall indemnify and hold its trustees harmless for any liability arising from their effort in furtherance of the purposes of the corporation.

ARTICLE 12

Section. (12:1).

Dissolution

Voluntary Dissolution. The Corporation 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 trustees or by at least **two-thirds** of its members, (b) at such meeting the majority of 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 Corporation shall be dissolved in accordance with the Non-profit Corporation Law of the State of New York.

These Bylaws described in seventeen pages including this page, article one (1) through article twelve (12) have been adopted by the Incorporators as and for the Bylaws of the Corporaton.

By: _____
President Vice President

Secretary Witness

Date: _____

Corporation Seal