

Texas Persian Cultural Center Bylaws (Amended Feb 2015)

ARTICLE 1

NAME OF ORGANIZATION

The name of the organization is Texas Persian Cultural Center, herein after referred to as TexasPCC.

ARTICLE 2

MISSION

TexasPCC is a Non-Profit educational and cultural organization with no affiliation with any religious or political ideology, dedicated only to education, art, and culture. The center will be serving the educational and cultural needs of the community, particularly the younger generation, by offering seminars, events, programs, workshops, or classes on cultural essentials such as performing arts, visual arts, music and languages.

ARTICLE 3

PRINCIPAL OFFICE OF THE CORPORATION

The principal office of TexasPCC shall be at 525 W. Arapaho Rd. Suite # 10, Richardson TX 75080

ARTICLE 4

BOARD MEMBERS

Board of Directors

The total number of directors in the board shall be up to seven and not less than five. The number of Directors may be changed by amendment of these Bylaws, as provided in these Bylaws. The directors are elected by the public. In each election, two replacement directors are elected as potential future replacements for elected directors who may no longer serve for any reason. Refer to Removal, Resignation and Vacancy sections.

Term of Office

Each Director shall hold office for Two (2) years beginning on the first day of the month of May.

Requirements for holding an office

Directors must strictly adhere to the bylaws of TexasPCC. Directors must not allow their personal, political, racial, or religious beliefs negatively affect, in any way, shape or form the TexasPCC bylaws, commitments and activities. The candidates must also make a commitment to volunteer a minimum of eight 8 hours of their time per week to perform their duties as specified herein.

Only Directors may hold office, vote, and Initiate petitions. A director shall attend at least two-thirds of Board of Directors' meetings during each year of service. A director can be removed if he/she has not attended at least two-thirds of the board meetings in a given year. Additionally, if a director misses 3 or more "unexcused" (as decided by majority vote) consecutive board meetings, his/her position is considered vacant and a replacement director elected during the previous election will be appointed to the vacant position.

Board of Directors' Authority

The board of directors has complete authority in deciding the affairs of TexasPCC except for the following:

- The board of directors IS NOT authorized to change the mission of the organization as identified in the MISSION statement section above.
- The board of directors IS NOT authorized to dissolve the corporation without taking the following actions first:

In the event that the corporation dissolution is anticipated, the board is required to propose to the community several alternatives to dissolution; plan & hold a public hearing and get members and community's approval on one of the alternatives. If no other alternative than dissolution is approved in the public hearing, then the board may proceed with the dissolution process. (See Article 9)

Elections of Board Of Directors

Board election schedule and deadlines will be announced by the board of directors via the media (email, radio, newspaper, etc.).

Election Schedule:

Unless the board of directors approves other schedule for a given election period, the following schedule will be in effect:

- The election schedule will be announced during the month of February and/or March of the election year.

- Candidates will have until the last Sunday of March to fill out the candidacy form and turn them into TexasPCC in person.
- The board of directors will announce the final candidate list by first Sunday of April.
- The election will occur on second Sunday of April.
- The new board will take charge on May 1st of the election year.

Candidate Eligibility Requirements

- Must be at least 25 years old
- Must be a current member of TexasPCC or have background in cultural and educational organizations and activities.
- The current board of directors, at their option, may require a vote of confidence on eligibility of candidates. In order to declare a candidate ineligible, a minimum of $\frac{3}{4}$ majority is required.
- Must be a legal resident of the United States of America.
- Must be a current resident of DFW Metroplex
- Must be truthful in providing all personal information including items in the candidacy announcement form, conflict of interest form and in providing proof of age, residency, membership and address. The form signing will be witnessed by a TexasPCC personnel, volunteer or agent.
- Must agree to abide by the TexasPCC bylaws and mission.
- Must complete and return the candidacy form, IN PERSON, to the cultural center no later than announced deadline.
- Must provide proof of Name, Address, and residency.
- Must provide contact information such as Email address, mailing address, phone numbers and other contact information.
- The candidate is responsible to ensure all materials required are received by TexasPCC before the announced deadlines.
- If the candidacy form is not completed in full, is not signed, or determined to contain false statements, the candidate will be considered disqualified.

It is recommended (not required) that the candidates provide a statement about themselves in the candidacy announcement form to describe their background and reason for candidacy. (Statements have a limit of 100 words and any statement longer than 100 words will be truncated)

Voter Eligibility Requirements

- Must be at least 18 years old
- Must be a legal resident of the United States
- Must appear in person for voting

Proxies

Proxies are prohibited. (No one can vote for another person as a proxy)

Voting

Voting will take place through secret ballots in the cultural center building or another venue as announced by the board of directors.

Removal or Resignation

Directors can be removed from the board by majority vote. A board director shall resign through submitting a written resignation to the boards of directors. Requests for removal of any director shall be announced in a board meeting and voted upon in the subsequent board meeting in which there shall be a quorum of directors.

In case of a board member resignation request, or removal proceedings, the Board of Directors shall appoint a replacement board member (elected in the previous election as replacement). If the replacement directors are not available, and in special circumstances, the board may temporarily vote to appoint another individual to the board until a new board member is elected. If a special election is required due to unavailability of replacement directors, the board will announce this special election to the public via various media and the schedule will be set at the board's discretion.

Vacancies

In case of vacancy during a term of service for an office, the responsibility of the vacant office shall be filled by another director through majority of the vote of directors until such time that the board elects or appoints a replacement director as described in the "Removal or Resignation" section above.

Vacancies on the Board of Directors shall exist: On the death, resignation, or removal of any Director, or whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the board of directors of TexasPCC, unless the notice specifies a later time for the effectiveness of such resignation. The effective resignation should be recorded in the corporation book or minutes of the Board meeting.

Non-Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of TexasPCC.

Chairman of the Board of Directors

Directs the board of directors and acts as the spokesperson for the organization and ensures organization operates to meet its goals and objectives.

Director of Communications & Public Relations

Responsible for public relations, organization secretary duties, community outreach, and program announcements.

Director of Arts, Culture & Education

Coordinates educational and artistic activities, newsletter and events.

Director of Finance

Accountable for revenue, expenses, taxes and for ensuring that TexasPCC operates in a fiscally responsible manner.

Director of Marketing

Responsible for marketing and partnership and growing of the cultural center

Advisory Board

TexasPCC Board of Directors at any time may establish one or more temporary or permanent "Advisory Boards". A 2/3 majority-vote of the Board of directors shall be required for the creation and dissolution of the Advisory Boards as well as the appointment or removal of any Advisory Board members. Members of the Advisory Boards shall not have any voting rights.

Each Advisory Board member shall hold office for Two (2) years from the date of his/her appointment by the Board. First term of the Advisory Board will be determined by the Board of Directors once the need for the Advisory Board is established.

Honorary Directors

Board of directors may elect members to serve as Honorary Directors for a specified period of time with majority vote of directors. Honorary Directors shall be individuals who have given distinguished service to TexasPCC. The total number of Honorary Directors shall not exceed four members.

Non-Discriminatory Clause

TexasPCC shall operate without any discrimination on the basis of race, color, creed, ethnic origin, gender, religion, sexual orientation or political ideology.

ARTICLE 5

Meetings of Board of Directors

Notice of Regular Board Meetings: The notice of regular Board meetings, including the annual meetings shall be announced at least 10 days and no more than 30 days prior to the day of the meeting day. The notice of special meetings shall state that it is a special meeting being called upon and may be given orally or in writing at least 24 hours prior to the meeting time.

Special Meetings: Special meetings of the Board shall be held at any time and at any place called upon by the chairman or by at least three Directors.

The board is required to hold at least one public hearing per year to present TexasPCC activities, financial reports, and future activities.

Voting on Proposals: At any meeting, a majority of the directors eligible to vote should constitute a quorum. Unless otherwise is specified in the bylaws, majority of the votes shall consist of 51 percent or more of those present and eligible to vote during the meeting.

ARTICLE 6

QUORUM

At any meeting, a majority (51% and more) of those members entitled to vote should constitute a quorum.

ARTICLE 7

AMENDMENTS

A written amendment shall be proposed at a regular Board meeting. TexasPCC constitution may be amended, in whole or in part, at the next Board meeting by a three-fourths vote of the Directors.

ARTICLE 8

FISCAL YEAR

The fiscal year of the corporation shall begin on the 1st of January and end on the last day of December of the same year.

ARTICLE 9

LIMITATIONS

Property: The property, assets, profits, and net income are dedicated irrevocably to the purpose set forth in Article 2 above. No part of the profits or net earnings of

this corporation shall ever inure to the benefit of any of its Directors, Trustees, Corporate Officers, Members (if any), employees, or to the benefit of any private individual.

Dissolution: Upon the winding up and dissolution of this corporation, after paying or adequately providing for the payment of the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation, or corporation that provides cultural and educational services similar to the Texas Persian Cultural Center which also adheres to the mission statement in Article 2 above that the assets WILL NOT be used to promote any religious or political ideology. Furthermore, the funds will be distributed only to an organization which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code as of 2007 (or the corresponding provision of any future United States Internal Revenue Laws).