

# **BYLAWS OF THE SAN DIEGO CHAPTER OF THE IRANIAN AMERICAN BAR ASSOCIATION**

## **ARTICLE I NAME**

The name of this organization shall be The San Diego Chapter of the Iranian-American Bar Association (hereinafter the “Association”).

## **ARTICLE II PURPOSE**

SECTION 2.1. The Association is organized for charitable and educational purposes, including providing a forum for any natural person who is interested in promoting the social, economic, professional and educational advancement of the Iranian-American community or the community at large. The Association is a non-religious, independent organization.

SECTION 2.2. The Association shall never be operated for the primary purpose of carrying on a trade or business for profit.

SECTION 2.3. No part of the earnings of the Association shall inure to the benefit of, or be distributable to, its directors, Directors, or other persons, except that the Association shall be authorized to pay reasonable compensation for services rendered, other than to its directors, as provided in Section 4.7 of these Bylaws, and to make payments and distribution in furtherance of the purposes and powers of the Association.

SECTION 2.4. The Association shall not possess or exercise any power or authority, whether express, by interpretation, or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and/or continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (as may be amended from time to time, the "Code"), contributions to which are deductible for federal income tax purposes, nor shall the Association engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of any such qualification under Section 501(c)(3) of the Code.

SECTION 2.5. At no time shall the Association knowingly engage in any activities that are unlawful under the laws of the United States, the State of California, or any other jurisdiction where any of its activities are carried out.

SECTION 2.6. In furthering the foregoing purposes, the Association may exercise all powers of organizations which are necessary or convenient in order to accomplish the above-described purposes, including, but not limited to, the power to accept donations of money, property (whether real or personal) or any interest therein, wherever situated, or any other thing of value.

**ARTICLE III**  
**BOARD OF DIRECTORS**

**SECTION 3.1 GENERAL POWERS AND DUTIES.** The affairs and property of the Association shall be managed, controlled and directed by the Board of Directors. The Board of Directors shall solely comprise of the Directors noted below, and they shall each have, and may exercise, any and all powers provided in these Bylaws, or by the State of California, which are necessary or convenient to carry out the mission or purpose of the Association.

**SECTION 3.2 QUALIFICATION.** Only members in good standing with IABA and the California State Bar, with the exception of the Student Director, may serve on the Board of Directors.

**SECTION 3.3. RESIGNATION.** A Director may resign from the Board of Directors at any time by giving notice thereof in writing to the Association at large or solely the President. A resignation of a Director will be effective immediately unless otherwise stated in the notice of resignation. Three (3) consecutive absences by a Director from meeting of the Board of Directors and/or an Annual or Special Membership Meeting shall be construed as a resignation from the Board of Directors, unless otherwise authorized by majority resolution.

**SECTION 3.4 REMOVAL.** Any Director may be removed by an affirmative vote of two thirds (2/3) of the Board of Directors if the Directors voting in favor of removal reasonably believe that best interests of the Association will be served by said removal.

**SECTION 3.5 VACANCY ON THE BOARD OF DIRECTORS.** Whenever any vacancy shall occur on the Board of Directors due to the resignation or removal of one or more Directors, the vacancy may be filled by a majority resolution of the Board of Directors, even though the number of Directors remaining in office may not constitute a quorum. A Director appointed to fill a vacancy on the Board of Directors shall serve for the unexpired term of his/her predecessor.

**SECTION 3.6 COMPENSATION.** No Director of the Board of Directors shall be paid any type of salary for his/her services. The Association may reimburse a Director of the Board of Directors for any actual expenses incurred in the performance of duties as a Director.

**SECTION 3.7 TEMPORARY COMMITTEES.** The Board of Directors, through a majority vote may create a temporary committee, as needed, to achieve a particular objective of the Association. Each committee shall consist of at least one (1) Director. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors when required.

## **ARTICLE IV** **DIRECTORS**

**SECTION 4.1 DIRECTOR POSITIONS.** The Association’s Board of Directors shall consist of the following “Directors:”

- Chapter President
- Treasurer/Fundraising Director
- Communications Director
- Membership/MCLE Director
- Pro Bono/Community Outreach Director
- Student Director
- San Diego National Representative

As established by a resolution of the Board of Directors, the Association may also create additional Officers or combine positions with duties that shall be established by a majority resolution of the Board of Directors.

The Board of Directors may also appoint the outgoing President to be an “Emeritus Director” who will serve as an advisor to the board. The Emeritus Director shall NOT hold a voting right or formal seat on the Board of Directors.

**SECTION 4.2 STUDENT REPRESENTATIVE POSITIONS.** The Board of Directors shall make good faith efforts to elect one student representative from each law school located in the San Diego area (California Western School of Law, Thomas Jefferson School of Law, and USD School of Law. These representatives will be referred to as “Liaisons” of their respective law schools. Aside from the student representatives elected, the Board of Directors shall, to the extent possible, elect one additional student representative to be a “Student Director.” The Student Director must, at the time of election or appointment, be a law student. The Student Director shall be in charge of communicating with and leading the law school liaisons. The law school liaisons shall NOT hold a voting right or formal seat on the Board of Directors; however the Student Director shall hold a voting right AND a formal seat on the Board of Directors.

**SECTION 4.3 TERM OF DIRECTORS.** Each Director shall hold his/her position for one calendar year or until his or her successor has been appointed and installed in office by the Board of Directors, whichever occurs later. The election of a Director shall not of itself create contract rights. No Director shall serve on the Board of Directors for more than three (3) consecutive terms. Any such Director who serves on the Board of Directors for three (3) consecutive terms may serve on the Board of Directors only after a one (1) year hiatus.

**SECTION 4.4 POWERS AND DUTIES OF Director.** Each Director shall exercise such powers and perform such duties as set forth below:

#### ARTICLE IV

(a) President. The President shall be responsible for:

(i) handling all official correspondence for the Association, except as may otherwise be delegated by the President or designated by a resolution of the majority of the Board of Directors;

(ii) to the extent possible, presiding over all meetings of the Board of Directors;

(iii) conducting the day to day affairs of the Association, in accordance with resolutions of the Board of Directors on such affairs;

(iv) submitting an annual report on the operations of the Association to the Members at the Annual National IABA Meeting;

(v) initiating the search for candidates for any vacant Director or student representative positions, due to removal or resignation; AND

(vi) planning, or to cause the planning of, the Annual Scholarship and Programs Fundraiser Event.

(b) Communications Director. The Communications Director shall be responsible for:

(i) managing the Association's email account and promptly responding to all administrative emails sent to it; however, in responding to e-mails or inquiries that pertain to substantive actions or involvement of the Association, the Communications Director will present the issue or inquiry to the Board of Directors for discussion and resolution;

(ii) to the extent possible, attending all meetings of the Board of Directors;

(iii) maintaining the Association's website and assisting the Membership Director in maintaining the Association's Facebook account and LinkedIn Accounts; AND

(iv) coordinating membership recruitment with the Membership Director on behalf of the Association.

(a) Treasurer/Fundraising Director. The Treasurer shall be the principal financial and secretarial Director of the Association. The Treasurer shall be responsible for:

(i) taking custody of all funds, gifts received or other assets of the Association and placing them, in the name of and on behalf of the Association, in such bank accounts and depositories as the Board of Directors may from time to time direct;

(ii) maintaining complete financial records for the Association (including expenses paid, sponsorship funds received, donations made and tickets sold at events), and paying, or arranging for the payment of, all routine bills and expenses of the Association;

(iii) attending and taking minutes for all meetings of the Board of Directors;

(iv) taking custody of and maintaining the Association's files, any corporate seal and corporate book of the Association, in addition to preparing reports on behalf of the Association; AND

(v) creating and monitoring an Association bank account, if permitted by IABA National, while keeping Association apprised of account statements. The Association's bank account information can only be shared with the President; AND

(vi) assisting the President in planning the Annual Scholarship and Programs Fundraiser Event.

(b) Pro Bono/Community Outreach Director. The Community Outreach Director shall be responsible for:

(i) organizing at least two community service events during his/her term, with the assistance of committees, if any, created by the Board of Directors;

(ii) to the extent possible, attending all meetings of the Board of Directors; AND

(iii) coordinating with local and national organizations regarding events or community service opportunities and collaborations that further the Association's mission and purpose.

(c) Membership/MCLE Director. The Membership/MCLE Director shall be responsible for:

(i) organizing at least two professional events, including one CLE, during his or her term, with the assistance of committees created by the Board of Directors, aimed at increasing the Association's membership as well as spreading awareness of the Association's mission and purpose;

(ii) to the extent possible, attending all meetings of the Board of Directors;

(iii) managing the Association's social networking accounts, such as Facebook and LinkedIn. Such management includes but is not limited to all marketing, correspondences, and adding of members from these accounts; AND

(iv) maintaining the Association's list of members (the "Member List"). The Membership Director shall not give or disclose the Member List to anyone outside the Board of Directors without express authority by a majority resolution of the Board of Directors.

(d) National Representative. The National Representative shall be responsible for:

(i) handling all correspondences from the Association to the National Iranian American Bar Association Board, except as may otherwise be designated by a resolution of the Board of Directors;

(ii) to the extent possible, attending all meetings of the Board of Directors;

(iii) presiding at meetings in the absence of the Chapter President; AND

(iv) promptly submitting Association questions, documents, receipts, and or papers to the National Iranian American Bar Association.

## **ARTICLE V** **MEETINGS**

SECTION 5.1 NUMBER OF MEETINGS. Regular meetings of the Board of Directors shall be held at least quarterly upon advance notice at such time and place as designated by the President. In addition to the regular meetings of the Board of Directors, special meetings of the Board of Directors may be called by the President, any two (2) other Directors of the Association, or any two (2) Directors of the Association upon advance notice of such meeting to the Directors at such time and place as indicated in such notice.

SECTION 5.2 NOTICE OF MEETINGS. Notice of any regular or special meeting of the Board of Directors shall be given by the President in writing and shall be given at least two (2) days prior to the date of such meeting to each Director, by regular and/or electronic mail, at his or her last known physical address or e-mail address. The attendance of a Director at any meeting of the Board of Directors shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened in accordance with the provisions of these Bylaws. The business to be transacted at any special meeting of the Board of Directors shall be specified in the notice or waiver of notice of such meeting, and no other business may be transacted at such meeting unless a majority of the Board of Directors then in office agree to conduct such other business at said meeting.

SECTION 5.3 QUORUM. At any meeting of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business, but in the event of a quorum not being present, a lesser number may proceed with the meeting if the absent Directors provide written confirmation that the meeting may proceed without them. A meeting that does not have a quorum of the Board of Directors may adjourn the meeting to a future time. Withdrawal of Directors from any meeting of the Association shall not cause failure of a duly constituted quorum at said meeting.

SECTION 5.4 RESOLUTION OF THE BOARD OF DIRECTORS. Unless otherwise stated in these Bylaws, resolutions of the Board of Directors shall be by an affirmative vote of the majority of a quorum of the Directors present at the meeting, or by written by correspondence of the Board of Directors who are not present, where such resolution is to be adopted.

SECTION 5.5 CONDUCT OF MEETINGS. Meetings of the Association shall be conducted in accordance with procedures to be agreed upon from time to time by a resolution of the Board of Directors. The Treasurer shall take regular minutes of, and maintain records regarding, the proceedings at each meeting of the Association. If the Treasurer is absent from a meeting, the duties to take minutes shall be appointed to another Director present at said meeting.

SECTION 5.6 TELECONFERENCING. Meetings that occur through teleconferencing or that include teleconferenced Directors shall be permitted. At such teleconferenced meetings, Directors shall have all the same privileges, voting rights, and other powers they would have if physically present at the meeting. For all other purposes, such as determining a quorum or attendance, teleconferenced Directors shall be treated as if physically present at the meeting.

SECTION 5.7 CORPORATE CONTRACTS AND INSTRUMENTS; HOW EXECUTED. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any Director(s), or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors, no Director, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

SECTION 5.8 VOTING VIA E-MAIL. The President shall be permitted to initiate a Board of Director's vote via e-mail. At such time, Directors voting via e-mail shall have all the same privileges, voting rights, and other powers they would have if physically present at a meeting. A majority quorum of Board of Directors is required for any e-mail vote.

SECTION 5.9 E-MAIL COMMUNICATION POLICY. The following recommended communication policy shall govern the Association's e-mail communications amongst Directors:

- (i) Format: Use subject line to denote the substance of each e-mail. Utilize an "ABC Format" (Action requested, Background of request, and Closing details).
- (ii) Frequency: Avoid overflow of emails during event planning by holding onto e-mails as long as possible.
- (iii) Responses: Respond directly to the Director(s) sending the e-mail, unless an e-mail vote is taking place or it is a committee correspondence.

**ARTICLE VI**  
**MEMBERSHIP IN ASSOCIATION**

**SECTION 6.1 AVAILABILITY.** Membership in the Association shall be open to all natural persons who (i) meet the requirements set forth in Section 5.3 hereof, (ii) support the purposes of the Association as stated in these Bylaws, and (iii) agree to be bound by the rules stated in these Bylaws, and as may be enacted from time to time by the Board of Directors.

**SECTION 6.2 CLASSES OF MEMBERS.** There shall be four (4) classes of Members in the Association:

1. Attorney Members
2. Student Members
3. Associate Members
4. Honorary Members

**SECTION 6.3 MEMBERSHIP REQUIREMENTS.** Other than for Honorary Members, all applicants for membership shall register their names with the Secretary, or such other Director of the Association as the Board of Directors may from time to time designate, in any manner deemed suitable by the Board of Directors. The membership requirements for each class of Members are as follows:

1. An Attorney Member is a person who has graduated from a law school, who is admitted to practice and is in good standing before the highest court of any state or jurisdiction of the United States; provided, however, that any person who is or has at any time been subject to a disciplinary action by any state bar administration shall not be eligible for Attorney Membership unless otherwise decided by an affirmative vote of two thirds (2/3) of the Directors of the Association.
2. A Student Member is a person who is currently enrolled and is attending, at minimum, part time classes, in law school in San Diego;
3. An Associate Member is a person who does not meet all of the requirements under Attorney Member or Student Member, but who otherwise has an interest in the Association's mission and in promoting the advancement of the Iranian American community, and may be admitted by a resolution of the Board of Directors; and
4. An Honorary Member is a person so designated by a resolution of the Board of Directors upon a determination thereby that such person is of such distinction as to be awarded Honorary Membership in the Association. The length of an individual's Honorary Membership in the Association shall be determined by the Board of Directors at such time as the Honorary Member is so designated.
5. Pay annual membership fee at the rate provided by National IABA.



SECTION 6.4 SUSPENSION OR TERMINATION OF MEMBERSHIP. The Board of Directors, by an affirmative vote of two third (2/3) of the Directors then in office, may suspend or terminate the membership of any Member for cause after an appropriate hearing.

SECTION 6.5 MEMBER IN GOOD STANDING. A Member is in good standing if he/she is not terminated or suspended pursuant to Section 6.4 and is current with IABA membership dues.

SECTION 6.6 WITHDRAWAL OF MEMBERSHIP. Any Member may withdraw his or her Membership in the Association by a written submission to the President. Such withdrawal shall be effective as of the date of such written submission.

#### **ARTICLE VII** **AMENDMENTS**

SECTION 7.1 AMENDMENT OF BYLAWS. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, if such alteration, amendment, repeal or adoption (i) is approved at a meeting of the Board of Directors by at least two thirds (2/3) of the Directors then in office, or (ii) is approved by two thirds (2/3) of the voting Attorney Members present at an Annual or Special Membership Meeting, as the case may be, called by the Board of Directors; provided, however, that at least thirty (30) days' prior written notice of the intention to take such action at such meeting is given to each Member at his/her last known address; and provided, further, that upon request each Member be provided with a copy of such proposed alteration, amendment, repeal or adoption and that the Members be given an opportunity to discuss such alteration, amendment, repeal or adoption at such meeting before a vote is taken thereon.

#### **ARTICLE VIII** **DISSOLUTION**

SECTION 8.1 DISSOLUTION OF THE ASSOCIATION. Dissolution of the Association may only be accomplished through a unanimous vote of all Directors remaining on the Board of Directors. Should the Association be dissolved, any assets it maintains shall be promptly transferred to the National Board of the Iranian American Bar Association.

#### **ARTICLE IX** **MISCELLANEOUS PROVISIONS**

SECTION 9.1 CHECKS. All checks, drafts or other orders for the payment of money by the Association shall be signed by the Treasurer, or such other Director(s) as the Board of Directors may from time to time designate.

SECTION 9.2 FISCAL YEAR. The fiscal year of the Association shall be determined by resolution of the Board of Directors.

SECTION 9.3 WAIVER OF NOTICE. Notwithstanding any other provision of these Bylaws, whenever any notice is required to be given to any person for any purpose, a waiver thereof in writing, signed by the person entitled to such notice shall be equivalent to the giving of such notice, whether it is executed before or after the time by which the notice should normally have been provided.

SECTION 9.4 SEAL. The corporate seal of the Association shall have inscribed thereon the name of the Association and the words "Corporate Seal".

SECTION 9.5 BOOKS AND RECORDS. The Association shall keep correct and complete books and records and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors and committees having any of the authority of the Board of the Directors.

SECTION 9.6 RELIANCE UPON BOOKS, REPORTS AND RECORDS. Each Director, and each member of any committee designated by the Board of Directors, shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or other records of the Association and upon such information, opinions, reports or statements presented to the Association by any of its Directors or employees, or committees of the Board of Directors so designated, or by any other person as to matters which such director or committee member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Association.

SECTION 9.7 ADOPTION. The Board of Directors of the San Diego Chapter of the Iranian American Bar Association adopted these By Laws at its meeting dated \_\_\_\_\_, 2013.



