

Officially Adopted on December 20, 2023

THE BYLAWS OF THE IRANIAN AMERICAN BAR ASSOCIATION OF GREATER WASHINGTON DC

Article I: Name

1. This Chapter shall be called the Iranian American Bar Association (hereinafter "IABA") of Greater Washington, DC (collectively, "**IABA DC**").

Article II: Mission and Purpose

1. The IABA DC is organized for charitable and educational purposes, and its duties shall include 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. IABA DC can cooperate and engage in dialogue with other Iranian American organizations in order to advance and support the interests of the Iranian American community at large.

Article III: Membership

1. Membership in the IABA DC shall be open to all IABA members. Members of the IABA DC must conform to the membership provisions specified in National Bylaws of the Iranian American Bar Association.

Article IV: Directors' Roles and Responsibilities

1. The **IABA DC President**, a **Vice President**, a **National Liaison**, a **Treasurer**, a **Secretary**, a **Communications Chair**, and a law student serving as a **Student Director** (referred to herein as "**Directors**," "**Officers**," or "**Board Member(s)**") shall constitute the core members of the Board. They shall be elected by a quorum of IABA DC Board Members prior to the expiration of each year at an IABA DC monthly chapter meeting ("**Board Meeting(s)**").

2. The Board Members will have full voting privileges to conduct business and take action on behalf of the IABA DC, unless otherwise specified in these Bylaws.

3. The terms of all Board of Directors shall commence and terminate according to the calendar year, except the term of the President, which shall last 2 consecutive years.

4. The **IABA DC President** is the principal officer and is responsible for leading the IABA DC and managing its activities in accordance with the IABA DC Bylaws. The President shall chair the meetings of the IABA DC Board of Directors. The President must have at least one year of prior experience as a Board Member of IABA DC serving as Vice President before being able to hold the office of President.

5. The **Vice President** shall preside at meetings in the absence of the President, assist the President in the management of IABA DC, and perform other duties as may be assigned by the President from time to time. The Vice President must have at least one year of prior experience as a Board Member of the IABA DC before being able to hold the office of Vice President.

6. The **National Liaison** shall represent the interests of IABA DC and act as a liaison between the IABA DC and the National Board of Directors. The National Liaison shall be elected by the members pursuant to the provisions specified in IABA National Bylaws, including without limitation the IABA Constitution Article IX, § 9.2.

7. The **Secretary** shall be in charge of all organizational and administrative tasks, including, but not limited to, keeping meeting minutes, maintaining IABA DC records, and sending calendar invites to all board members.

8. The **Treasurer** shall be responsible for all tasks relating to the financial wellbeing of IABA DC, including, but not limited to, preparing monthly financial records to show all Board Members at monthly Board Meetings, tracking all receipts and appropriations, and processing reimbursements.

9. The **Student Director** shall be responsible for all tasks relating and initiatives for interfacing with students in order to recruit students to become members of IABA DC. Such initiatives include, but are not limited to, planning IABA DC events with students, inviting students to IABA DC events, and informing students of scholarship opportunities or other opportunities to be involved with IABA DC.

10. The **Communications Chair** shall be responsible for communication efforts to members of IABA DC. Communications efforts include, but are not limited to, managing IABA DC social media accounts, email lists, and websites, creating promotional content for IABA DC events, posting announcements for IABA DC events, and posting photos of events.

11. The President may create other IABA DC Board Member positions with their own responsibilities.

12. The President may, in consultation with the Board Members, modify the roles and responsibilities of a Board Member. This may include combining one or more positions together.

13. As needed, the Board Members can elect, by a majority vote, additional IABA members to serve as Board Members of IABA DC.

14. The President may choose to include on the Board of Directors a previous IABA DC chapter president as a **President Emeritus**. The President may include more than one President Emeritus. The President Emeritus does not have any voting power. The presence or absence of the President Emeritus at IABA DC Board Meetings will not count for or against the presence of a quorum. The President Emeritus is only an advisor to the President and IABA DC Chapter.

Article V: Meetings

1. Board Meetings for conducting the IABA DC Chapter's regular business will be designated and scheduled by the President. Board Meetings must be held at least once monthly. More than one Board Meeting may be held in a month at the discretion of the President.

2. Board Meetings must contain the presence of a quorum of Board Members to be official. At least four members of the Board Members must be present for quorum in the Board Meeting, unless the majority of the number of Board Members exceeds four, in which case a majority of Board Members must be present for quorum. Pursuant to Article V Section 14, the presence or absence of the President Emeritus at IABA DC Board Meetings will not count for or against the presence of a quorum.

3. A quorum shall require the Board Members to be present in person or electronically.

4. In order to promote free expression of differing point of views, a Board Meeting may be open to all IABA DC members at the reasonable discretion of the IABA DC Board of Directors. If open, notice of the IABA DC Board of Directors meeting shall be submitted to all members seven working days in advance.

Article VI: Amendment and Voting Procedures

1. Unless otherwise stated in these Bylaws, a quorum of voting Board Members shall be required to carry forward any action or motion pursuant to these Bylaws.
2. A quorum vote may be obtained, via the foregoing means, for approval, or not, of a motion, and the tally of the requisite votes shall be recorded in the a meeting's minutes. When appropriate, IABA DC the Board of Directors may conduct a vote by any reasonable, recordable means of communication available to the Board.
3. Unless otherwise stated in these Bylaws, any actions or motions pursuant to these Bylaws must be carried forward by a simple majority vote of the Board Members where there is a quorum of Board Members participating in the voting process.
4. Unless otherwise stated in these bylaws, any expenditure or appropriations of funds must be voted on and agreed to by a simple majority vote of the Board Members where there is a quorum of Board Members participating in the voting process.
5. Notwithstanding the foregoing, these Bylaws themselves may be amended solely by the affirmative vote of a super-majority of the IABA DC Board of Directors.

Article VII: Removal of Directors

1. The National Liaison may be removed only in accordance with the IABA National Bylaws (IABA Constitution Article VII, § 7.5).
2. If a Board Member (excluding the National Liaison) misses more than two consecutive meetings or a total of three meetings during a term of the Board Member, the President may remove such Board Member.
3. If a Board Member (excluding the National Liaison) engages in a pattern of neglecting their duties, the President may remove such Board Member.
4. If a Board Member (excluding the National Liaison) engages in conduct that constitutes a breach of their fiduciary duties to the IABA organization, engages in conduct that the President reasonably believes is not in the best interest of the IABA organization, or engages in conduct that the President reasonably believes diminishes the credibility of the IABA, the President may remove such Board Member.
5. In addition to the foregoing, any Board Member (excluding the National Liaison) may be removed by the IABA DC Board Members at a meeting called for the purpose of

removing such Board Member, and the notice of such meeting shall expressly state that the purpose of the meeting shall constitute the removal of such Board Member.

6. A Board Member may resign from their office at any time by giving notice in writing to the President. Resignation of a Board Member will be effective immediately unless otherwise stated in the notice of resignation.