

**PERSIAN PARADE
D/B/A PERSIAN PARADE FOUNDATION, INC.
BYLAWS
October 4, 2010**

BYLAWS OF THE D/B/A PERSIAN PARADE FOUNDATION, INC.
A Non-Profit, Non-Sectarian Corporation
Registered in the State of New York

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ARTICLE 1: NAME

Section (1:1)

The official name of the organization shall be Persian Parade 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 Directors to promote, demonstrate, and present Persian traditions, culture and history.

ARTICLE 2: PRINCIPAL OFFICE

Section (2:1)

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

ARTICLE 3: THE PURPOSE AND MISSION

Section (3:1)

The main activity of the Corporation is to organize, promote, facilitate, and conduct a cultural Persian parade on the third or fourth 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 Board of Directors. 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 Annual New Year Parade shall take place under the American flag, and the Iranian Historical Flag (green, white, and red with lion, sun and sword emblem) every year.

The Flag (green, white, and red with lion, sun and sword emblem) shall not represent any political or religious view but showcase thousands of years of great Persian History.

The Corporation can receive contributions and make distributions to individuals and/or organizations as deemed necessary by the Board of Directors. 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 Directors including demonstrating 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 while assimilating into the modern American society.

The Corporation may contribute to or publicize publications to introduce, advance the study of Persian culture, civilization, and ceremonial tradition and provide seminars to teach the general public. The Corporation will also sponsor social gatherings to promote Persian traditional ceremonies, and have fund raising activities to underwrite these and related endeavors.

ARTICLE 4: TAX STATUS

Section (4:1)

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 Corporation shall inure to the benefit of or be distributable to any member, director, officer or trustee of the Corporation 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 Corporation 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: MEMBERSHIP

Section (5:1)

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 Board of Directors.
3. The annual General Assembly meeting shall be held at a location deemed by the Board of Directors on the 15th day of May with the first meeting scheduled during the first week of December. The Board of Directors 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 Directors 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 with the bylaws, submits an application with annual fees and is confirmed by the Corporation or by the Board of Directors shall be entitled to vote at meetings of the Corporation and shall be eligible to be elected Directors 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 the rules and regulations cited in these bylaws, in particular as expressed in Article 3 section (3:1) hereof, shall be eligible for membership.

7. Application. Any eligible individual as defined in Section Two of the Article desiring to apply for membership in the Corporation shall do so by making application 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.

8. Termination of Membership. The Board of Directors, 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 9 Section (9:1) 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, Board of Directors, 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 Directors may deem appropriate.

11. Transfer of Membership. Membership in the Corporation is non-transferable nor 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, and the membership length shall be thirty days prior to the voting date.

ARTICLE 6: BOARD OF DIRECTORS

Section (6:1)

The Board of Directors shall execute policies and expenditures and oversee the affairs of the Corporation. Members of the Board of Directors must also be members of the Corporation. The number of members on the Board of Directors with voting power shall be nine (9) regular and two (2) alternates. Three of the board members from the first election shall hold office until May 15, 2012, three other members shall hold office until May 15, 2013, and the remaining three members shall hold office until May 15, 2014. Thereafter, each board member shall hold office for three years commencing from the date of their election. The term shall be determined by the number of votes the member receives for office, the three members with the highest votes shall serve until May 15, 2014, the next three highest vote getters shall serve until May 15, 2013, and the remaining three with lesser votes shall serve until May 15, 2012. The next two with lower votes shall serve as Alternate Board Members. In the absence of any of the nine board members, the Alternate 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 Alternate Members may vote in their place. If two of the nine are absent then both Alternate Members shall receive voting privileges. The alternate Board Members shall alternate sitting on the board with voting privileges in the absence of a regular member. The two alternate members shall serve until May 15, 2012. On May 15, 2011, anyone who is elected as Board of Directors alternate and thereafter shall serve a three year term. Also, in any election after May 15, 2012, each Director, if elected, shall serve a three year term from the date of election. The Board of Directors 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 Directors 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 Directors 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.

All board of director members during their term shall not serve in other position in the Corporation or any other Religious or Political Organization in a leading role.

Section (6:2) Officers

The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of Board of Directors. 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 Board of Directors with a majority vote of the Board of Directors. 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 Directors), a Secretary, a Treasurer, Communication officer and any other such positions the Board of Directors may deem necessary.

Section (6:3) Quorum

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

Section (6:4) 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 of Directors, unless the act of a greater number is required by law or by these bylaws. 8

Section (6:5)

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 (6:6) Vacancy

Any vacancy on the Board of Directors shall be filled by majority vote of the remaining Directors. The Board of Directors elected to fill a vacancy shall serve for the unexpired term of the Directors that was replaced. In the event of one or two vacancies, the Board shall elect from the Alternate Members. If there are more than two vacancies then the Board of Directors shall elect from the 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 Director members can be elected.

Section (6:7) Election and Term of Officers

The members shall elect Board of Directors of the Corporation on the 15th day of May 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 Board of Directors in December of each year, but they assume their duties on the 15th day of May of the following year.

Section (6:8) Terms

Each Board member is not permitted to hold such position for more than 6 years, which is equivalent to two terms.

Section 6:9) Terms for President and Vice President

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

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

Section (6:10) 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 Board of Directors. He or she may sign, with the secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors 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 Board of Directors from time to time.

Section (6:11) 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 Directors 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 Directors.

Section (6:12) Treasurer

If required by the Board of Directors, 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 Directors 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 Directors; 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 Directors.

Section (6:13) Secretary

The secretary shall keep the minutes of the members meetings and of the Board of Directors 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 Corporation's 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 Board of Directors.

Section (6:14) Communication Officer

The Communication Officer is responsible for coordinating and managing the development and production of communications materials for all initiatives. In this capacity, he/she works closely with the Board of Directors for; communications materials, such as press releases, cultivation, solicitation and acknowledgment letters. Documents present official Corporation policy and definitive statements of fundraising opportunities to a variety of external audiences including major donors and prospects, members, corporations and foundations and the general public.

Section (6:15) Assistant Treasurers and Assistant Secretaries

If required by the Board of Directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors 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 Board of Directors.

Section (6:16) Committees of Directors

There shall be four (4) standing committees or as many as the Board of Directors may deem necessary: (1) Membership Committee. (2) Financial Committee. (3) Parade Implication Committee. (4) Public Relations Committee. (5) Publications Committee. (6) Scholarship for Educational Advancement Committee. The Board of Directors, by resolution adopted by a majority of the Directors 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 Directors 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 Directors, 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 Directors of his or her duty to the Corporation.

Section (6:17) Other Committees

Other committees not exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors 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 Directors shall appoint the members thereof. Any member thereof may be removed by the person or 11 persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section (6:18) 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 (6:19) 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 (6:20) Quorum

Unless otherwise provided in the resolution of the Board of Directors 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 (6:21) Rules

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

Section (6:22) Removal of a Board of Director

With a valid cause or if any member of the Board of Director is absent from the board meeting three consecutive sessions, the Board of Directors member may be removed at anytime if it is recommended by the two-third votes of the remaining Board members.

Section (6:23) Nomination

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. The Board of Directors will be required to determine the applicant's eligibility for becoming a board member. The Board of Directors shall recommend eligible candidates for membership to the Board of Directors as it deems appropriate, which may include a formal interview of the applicant by one or more board of director members.

Section (6:24)

The Board of Directors shall meet at least once a month.

NOTICES

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

ARTICLE 7: BOARD OF TRUSTEES

Section (7:1)

There shall be established a Board of Trustees, made up of founding family of the Corporation and honorary members. The Board of Trustees is responsible for protecting the Bylaws of the Corporation and to act as an advisory entity to Persian Parade Foundation. Any member of the Board of Trustees may sit in on the board meetings, but cannot vote.

Section (7:2) Board of Trustees Member (Founding Family Members)

Founding Family members shall be recognized upon creation of the foundation. The foundation will only recognize Mr. and Mrs. Rezzadeh and Mr. and Mrs. Assadi as founding family members of Persian Parade Foundation Inc. These mentioned individuals shall serve on the Board of Trustees for life.

Section (7:3) Board of Trustee Member (Honorary Board Member)

The Board of Directors may recommend individuals or other organization members as honorary Board of Trustees Members and must be approved by majority vote of the Board of Directors. The position on the Board of Trustees (Honorary Board of Trustees Member) will be a three (3) year term and during their term, they shall not serve in other positions in the Persian Parade Corporation or any other Religious or Political Organization in a leading role.

1. The maximum number of Board of Trustees shall not exceed more than 50 and each Trustee will be required to contribute a minimum of \$1,000 annually.
2. The Member of Board of Trustees (Founding Family Members or Honorary Members) shall agree with Corporation Bylaws and shall support the purpose and mission of the Corporation.
3. The Member of Board of Trustees may include ethnicities other than Persians.

Section (7:4) Representation and Communication

The Board of Trustees (Founding Members and Honorary Board Member) shall not represent the Corporation without written permission of the Board of Directors **(We need to agree how this written permission is obtained? Who writes/approves it?)**. All communications and representations to the press or public **(Including web sites Facebook page, Blog, and etc) May want to)** must be approved by the Board of Directors.

Section (7:5) Removal of a Board of Trustee (Honorary Board Member)

Any Honorary Board Member who violates any condition mentioned in section (7:3) and Section (7:4) could be removed by a majority vote of the Board of Directors

Section (7:6) Change to the foundation Bylaws

Any proposed changes to Persian Parade's Bylaws 1st must be voted and approved by the Board of Directors upon formal presentation to the Board of Trustees, The Board of Trustees may accept or reject the changes. Approval to the proposed changes requires 2/3 yes vote of the Board of Trustees

ARTICLE 8: COMPENSATION

Section (8:1)

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

ARTICLE 9: MEETING OF MEMBERS

Section (9:1) Annual Meeting

The 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 Directors on the 15th day of May in each year, beginning with the year 2011, at a time to be specified by the Board of Directors, for the purpose of electing Directors 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 directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors 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 2012, the annual meeting for the elections of Board of Directors 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 2011, at a time to be specified by the Corporation, for the purpose of electing Board of Directors 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, Board of Directors, 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 Directors, 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 Directors are to be elected by members, such election may be conducted by mail in such manner, as the Board of Directors shall determine

ARTICLE 10: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section (10:1) Contracts

The Board of Directors 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 Directors may select.

Section (10:4) Gifts

On behalf of the Corporation, the Board of Directors 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 publications, donation by individuals or corporations, special events/activities, government grants.

Section (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 Directors, 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 Directors 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 the 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 Directors 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 the Board of Directors in all activities related to their duties in relation to the Corporation and the actual parade itself.

Section (11:7)

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

Section (11:8)

No one is permitted to appear on behalf of the Corporation for any purpose in any location in particular during the performance of the 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 Directors harmless for any liability arising from their efforts in furtherance of the purposes of the corporation.

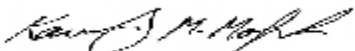
ARTICLE 12: DISSOLUTION

Section (12:1) 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 Directors 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 twenty pages including this page, article one (1) through article twelve (12) have been adopted by the Incorporators as and for the Bylaws of the Corporation.

By: kambiz Mofrad



Date: February 3rd, 2011

Board of Directors

Name	<u>Mahyar</u>	Last Name	<u>Nibpour</u>	Sign	<u>Mahyar Nibpour</u>
Name	<u>RUDY</u>	Last Name	<u>Rezzadeh</u>	Sign	<u>Rud</u>
Name	<u>ATA</u>	Last Name	<u>VOSOUGH</u>	Sign	<u>ata Vosough</u>
Name	<u>Mehri</u>	Last Name	<u>Radfar</u>	Sign	<u>Mehri</u>
Name	<u>YARDAN</u>	Last Name	<u>DAVID</u>	Sign	<u>Yardan</u>
Name	<u>Manouchehr</u>	Last Name	<u>Farahani</u>	Sign	<u>Manouchehr Farahani</u>
Name	<u>CYRUS</u>	Last Name	<u>ASSADI</u>	Sign	<u>Cyrus A. Assadi</u>
Name	<u>Mahshid</u>	Last Name	<u>ASSADI</u>	Sign	<u>Mahshid California Assadi</u>
Name	<u>SHAHLA</u>	Last Name	<u>SADEGHIAN</u>	Sign	<u>Sadeghian</u>
Name	<u>Mahin</u>	Last Name	<u>ARSHIN</u>	Sign	<u>M. Arshin</u>
Name	<u>Zoya</u>	Last Name	<u>Kaffaie</u>	Sign	<u>Zoya Kaffaie</u>
Name	_____	Last Name	_____	Sign	_____
Name	_____	Last Name	_____	Sign	_____
Name	_____	Last Name	_____	Sign	_____
Name	_____	Last Name	_____	Sign	_____