

BYLAWS OF PERSIAN RENAISSANCE, INC.

ARTICLE I-NAME

The name of this corporation shall be Persian Renaissance, Inc., hereinafter referred to as the "Organization,"

"PRI" or "Corporation".

ARTICLE II - PURPOSE

The purposes of this Corporation are as specified in the Articles of Incorporation (hereinafter referred to as the "Certificate"). This corporation is a Cultural and Educational Corporation and is not organized for the private gain of any person or other organization. It is organized under the Nonprofit Cultural Organization Law exclusively for cultural purposes.

The specific purpose of this corporation is the following:

- a. To educate the young people of Persian decent in Iran or diaspora about the progressive, humanistic and peaceful tenets of their ancient and timeless {culture as it has been handed down in the rich literary and philosophical heritage of Persian people.
- b. To coordinate the efforts of similar established organizations in other geographic areas, in order to achieve their peaceful goals more easily and broadly.
- c. To hold conferences and to exchange ideas with other similar organizations World-wide, in order to achieve the above goals and spread awareness of the ethical and peaceful aspects of the ancient Persian call.
- d. To prevent the young persons of Persian descent from falling victim to the wrong, harmful and violent ideologies.
- e. This corporation is organized and operated exclusively for cultural and educational purposes within the meaning of Internal Revenue Code section 501(c)(3).
- f. No substantial part of the activities of this corporation shall consist of carrying out of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- g. The property of this corporation is irrevocably dedicated to cultural purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, office or member thereof or to the benefit any private person. Upon the resolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for cultural/educational purposes and which has established its tax exempt status under Internal Revenue Code section 501(c)(3).To revitalize and propagate the ancient and historical Persian festivals and happy occasions.

ARTICLE III – ARTICLES OF INCORPORATION

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The Certificate is filed with the State of Texas in accordance with the Texas Business Organizations Code. Such Certificate is incorporated herein by this reference. Further, such Certificate may be modified by the Corporation in accordance with the Code from time to time without the need to amend these Bylaws.

ARTICLE IV-OFFICES

Registered Office and Place of Business Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Code. The registered office may be, but need not be, identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE V – THE BOARD OF DIRECTORS AND GOVERNMENT OF ORGANIZATION

A. Powers: The business and affairs of the Corporation shall be managed under the direction of the Board of Directors, hereinafter referred to as the “Board.”⁰ The Board of Directors shall consist of the Executive Officers of this Corporation, each of whom shall be entitled to one vote. Government of the Corporation is vested in its Board of Directors. The Board of Directors shall transact all business of the Corporation and shall have the power to enforce the Bylaws and Rules and Regulations of this Corporation. It also shall hear appeals of decisions made by any standing committee of the Corporation. This Corporation may be divided into such regions, sub-regions and districts as agreed to by the Board of Directors involved. Such districts shall be identical for the purposes of administering the affairs of any committee to the Board or this Corporation.

B. Composition The authorized number of officers on the Board shall be no more than 7 and no less than 4.

C. Two or more Directors may from time to time designate individuals other than those elected to the Board of Directors to serve as Ex-Officio members of the Board of Directors. Ex-Officio members shall have the right to attend all meetings and participate in all discussions of the Board of Directors but shall have no voting rights therein. The term of office for Ex-Officio members shall be at the discretion of the President.

D. Resignations Any Director may resign effective upon giving notice to the President, the Secretary or the Board unless a later date is specified in the notice of resignation. The resignation need not be accepted to be effective. No officer shall resign when the Corporation would then be left without a duly elected officer in charge of its affairs.

E. Removal Any member of the Board of Directors shall be required to resign following a vote of no confidence for such a vote. The petition must be submitted in writing to the Board of Directors. The vote of no confidence must be passed by a two-thirds (2/3) majority of the Board of Directors. If an officer receives this vote of no confidence, he is automatically suspended from the board until the next membership meeting.

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F. Attendance at Meetings Any Board of Director member not attending three (3) consecutive meetings, including regular meetings, of this Corporation or Board of Directors meetings, will have this office declared vacant unless such absences are excused by the Board of Directors. His office shall then be filled in accordance with Section F. of this Article.

G. Vacancies In the event any office of the Board of Directors becomes vacant, the President shall make an appointment to fill such vacancy.

H. Compensation The Board of Directors shall serve without salary for their services. Any Board of Director member may be reimbursed for expenses previously approved by the budget and/or the Board of Directors.

I. Procedure The Board of Directors shall keep regular minutes of its proceedings. The Board of Directors will approve the minutes at the next scheduled meeting. The minutes shall be placed in the minute book of the Corporation. Three members of the Board of Directors are required to attend these meetings in order to transact any business of the Corporation.

J. J. Grievance Involving Board of Director Members: A member of the Board of Directors can be a member or official of a team, or the Corporation. In the event of any grievance involving such organization, he may not act in its behalf nor be entitled to vote on the grievance.

K. K. Emergency Meetings: Subject to the provisions of applicable statutes and these Bylaws, the President and any two (2) voting members of the Board of Directors shall constitute an emergency Board of Directors on matters demanding immediate attention when it is impractical or impossible to call an Board of Directors meeting and shall report their actions to all Board of Directors members in writing.

ARTICLE VI – DIRECTORS

A. Eligibility for an Appointment to the Board of Directors:

1. A member shall be and have been in good standing for at least one (1) year.

2. Eligibility for the office of President

Shall have served on the Board of Directors for at least two year(s).

B. Appointment

- 1) Any Director may make a recommendation of a member to serve as a Director of the Corporation.
- 2) Such recommendation must be ratified by at least two-thirds (2/3) of the Board of Directors.
- 3) The President shall appoint Directors from a list of recommended members.

C. C Executive Officers: The Board of Directors shall be appointed for a unlimited term. Any Board of Director that desires to seek appointment to another office, must first resign the Office he is holding,

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prior to the appointment all officers shall be appointed by the President or the Director of Media. The Board of Directors shall be comprised of the following Officers:

D. President

E. Director of Media Vice President Treasurer/Secretary Director at Large

ARTICLE VII- OFFICERS AND AGENTS: POWERS AND DUTIES

A. President shall:

- (1) Serve as the Chief Executive Officer of the Corporation.
- (2) Preside at all Regular and Special meetings of the Corporation and the Board.
- (3) Cast the deciding vote in the event of a tie at any meeting, or he may waive the right to do so.
- (4) Carry out the provisions of the Bylaws of the Corporation.
- (5) Report to the membership and the Board the conduct and management of the affairs of the Chapter.
- (6) Together with the Director of Media, make necessary appointments with the approval of the Board.
- (7) Be an ex officio member of all committees with full privileges. Ex officio means he shall serve by virtue of his office. He may attend and vote but is not required.
- (8) Make an annual report to the membership and file a copy of the report with the Secretary/Treasurer.
- (9) Perform such other duties as are prescribed in Articles XII and XIII of these Bylaws and as are usual to this office.

B. Director of Media shall:

- (1) Be responsible for seeing that an adequate staff is maintained and that the administrative policies and operations of the Corporation are carried out.
- (2) Be the liaison between the Board of Directors and Staff.
- (3) Together with the President, make necessary appointments with the approval of the Board.

C. Vice President shall:

- (1) Perform all the duties of the President in the absence or disability of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- (2) Act as Parliamentarian, using "Roberts Rules of Order, Newly Revised" as a guide.
- (3) Be responsible for seeing that a Corporation representative be available for assisting any group interested in affiliating with this Corporation.
- (4) Have primary responsibility for the marketing, public relations, and publicity of the Organization.

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- (5) Have primary responsibility for the working with individual teams to further their fundraising efforts and ensure that such efforts are accomplished within the guidelines set forth by the Corporation.
- (6) Perform such other duties as may be assigned by the President or the Board.

D. Secretary/Treasurer shall:

- 1) In the absence of the Vice President shall succeed to the office of President in his absence.
- 2) Keep a permanent book of minutes of Regular and Special meetings of the Board and of Committees of Directors. Record the time and place of holding, the proceedings and actions taken, and the number or names of members present For Special meetings, record how authorized, the notice given and the names of members present
- 3) Certify all duly adopted Bylaws of the Corporation.
- 4) Be responsible for the receipt and custody of all moneys of the Corporation and for the disbursement thereof as authorized by the Board and the members.
- 5) Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.
- 6) Deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board.
- 7) Serve as the financial officer of the Corporation
- 8) Review and initial all contracts by this Corporation
- 9) Approve expenditures of the Corporation.
- 10) See that current tax laws are complied with by consulting with an outside accountant and by filing necessary state and federal tax returns.
- 11) Ensure that Corporate-retained CPA keeps a copy of all applicable federal and state corporate legal documents and prepares and distributes required Annual Financial Reports
- 12) Serve as chairman of the Budget Committee which shall:
 - a) Draft a budget to be approved by the Board and the Active members.
 - b) Make recommendations to the Board regarding financial matters.

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13) Be responsible for accurate information regarding legal and financial aspects of fundraising.

14) Perform such other duties as assigned by the President or the Board.

E. Director at Large shall perform such duties as assigned by the President or the Board.

ARTICLE VIII- BOARD COMMITTEES

A. COMMITTEES

1. The Board may create any standing or special committees consisting of officers of the Board or non-officers, as it deems necessary. Such committees shall have the powers, duties, and existence as may be determined by action of the Board, except, the Board shall not delegate the following authority and powers:

The filling of vacancies on the Board.

The fixing of compensation of the officers for serving on the Board or on any committee.

The amendment or repeal or adoption of Bylaws.

The amendment or repeal of any resolution of the Board which by its express terms is not amendable or repealable.

The appointment of any other Committees of Directors or any members of such committees.

The approval of any corporate transaction where a Board officer is a party to or has a material financial interest in the transaction.

2. Except where these Bylaws designate officers to chair specific committees, the chairman of each committee shall be appointed by the President, subject to the approval of the Board. Each committee chairman shall:

Submit all proposed plans to the Board for approval.

Be invited to attend Board meetings to give reports but shall neither discuss nor vote if not an authorized officer of the Board.

Maintain a current procedure book.

Submit a project-end or year-end report to the President and file a copy in the procedure book.

Except where otherwise designated in these Bylaws, committee members shall be appointed by the President upon recommendation of the chairman of the respective committee and subject to approval of the Board.

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Vacancies on committees shall be filled by appointments made in the same manner as provided in the case of the original appointments.

B. MEETINGS AND ACTIONS OF COMMITTEES

Meetings and actions of committees shall be governed by and held and taken in accordance with the provisions of these Bylaws pertaining to meetings and proceedings of the Board, except that the time of meetings of committees may be determined either by the Board or the committee; and notice of meetings of the committees shall also be given to all alternate members, who shall have the right to attend all meetings of the Board committees. The Board may adopt rules for the government of any Board committee not inconsistent with the provisions of these Bylaws.

ARTICLE IX AFFILIATIONS – This section left blank

ARTICLE X – This section left blank

ARTICLE XI FINANCIAL OBLIGATIONS – This section left blank

ARTICLE XII-MEETINGS

A. Meetings The meetings of the Board of Directors shall be held at the discretion of the President at a time and place appointed by him.

B. Annual Meeting. An Annual Meeting of the Corporation shall be held each year on a day during the month of May or June to be selected by the President, at which the Board of Directors shall transact such business as may properly be brought before the meeting. The order of business for such meeting shall be:

Roll Call and Vote Accreditation Approval of Minutes of Last Meeting Communications Unfinished Business

Reports of Chairman of Standing Committees

Reports of Officers

Amendments to Bylaws, if any

New Business

Adjournment

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Members of the Organization other than Directors may be invited to the Annual Meeting, but shall not be required to attend in order for such meeting to be held.

C. Special Meetings Special meetings of the Corporation for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation or by these Bylaws, may be called by the President or by petition of twenty percent (20%) of the Board of Directors in good standings. Business transacted at all special meetings shall be confined to the purpose stated in the notice of the meeting.

D. Notice of Special Meetings Written or printed notice stating the place, day, hour, of a special meeting, and the purpose or purposes for which the meeting was called, shall be delivered not less than ten nor more than fifty days before the meetings, either personally or by mail, by or at the direction of the President, to each Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the designated delegate at the address as it appears on the records of the Corporation, with postage thereon prepaid.

E. Action without Meeting Action required or permitted to be taken by the Board of Directors may be taken without a meeting if all Directors entitled to vote on the matter consent in writing to the action. Such action by written consent shall have the same force and effect as a unanimous vote. The written consents shall be filed with the minutes.

F. Quorum Two-thirds (2/3) of voting members in good standing shall constitute a quorum at an **annual or special meeting.**

G. Majority Vote; Withdrawal of Quorum Each eligible voting member present in person is entitled to one vote. Voting by proxy shall not be permitted. When a quorum is present at any meeting, the vote of the majority present at such meeting shall decide any question brought before such meeting, except those involving amendments to the Bylaws, a different vote is required. In which case, such express provision shall govern and control the decision of such question. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

H. Approval of Board, required for the following, shall be valid only if the general nature of the proposal so approved was stated in the notice of meeting or in any written waiver of notice:

1. Removal of officers or directors from office; or
2. Election for voluntary dissolution.

ARTICLE XIII- BOOKS, RECORDS AND REPORTS

A. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS The original or a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, and certified by the Recording Secretary, shall be maintained at the principal office of the Corporation and shall be open to inspection by any member at all reasonable times during office hours.

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B. MAINTENANCE AND INSPECTION OF CORPORATE RECORDS

1. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of all regular and special meetings of members, Board of Directors, Executive Committees and any Committees of Directors with the authority of the Board.
2. Every officer on the Board shall have the absolute right at any reasonable time to inspect all books, records and documents of any kind and the physical properties of the Corporation.
3. Upon written demand, any member of record shall have the right to examine and copy, in person or by agent or attorney, at any reasonable time, for any proper purpose reasonably related to such a person's interest as a member, the books and records of account of the Corporation, the minutes and record of member.

ARTICLE XIV - NOTICE

- A.** Manner of Giving Notice Whenever, under the provisions of the statutes, the Code, the Certificate of Formation or these Bylaws, notice is required to be given to any member of the Corporation, and no provisions are made as to how such notice shall be given, it shall now be construed to mean personal notice, shall be given in writing, by mail, postage paid, addressed to such Corporation member at the address appearing on the records of the Corporation. Any notice required or permitted to be given by mail shall be deemed given the time when the same is thus deposited in the United States mails as aforesaid.
- B.** Waiver of Notice Whenever any notice is required to be given to any member of the Corporation under the provisions of the statutes, the Code, the Certificate of Formation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE XV- CORPORATE ACTIONS

- A.** Fiscal Year The fiscal year of the Corporation shall begin on the first day of July and end the last day of June in each year.
- B.** Gifts: The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.
- C.** Contracts: The Board may authorize any officer or officers, or any agent or agents of the Corporation, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

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D. Bank Deposits: All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select

E. Checks, Drafts or Orders 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 by the Treasurer or an alternate, such alternate having been approved by the Board.

F. Loans The Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, provided, however, that the Corporation may advance money to a Director or officer for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Director, and, in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation.

G. Budget The annual budget of estimated income and expenditures shall be approved by the Directors. No expense shall be incurred in excess of budgetary appropriations without prior approval of the Board.

H. Review of Financial Records A certified public accountant or an outside accountant shall be retained by the Board to make a yearly examination of all financial records or the Board may appoint a committee to make a review of the financial records.

I. Property Title to all property shall be held in the name of the Corporation.

J. Insurance The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify the agent of the Corporation for a violation of state statutes regarding self-dealing.

ARTICLE XVI - MISCELLANEOUS

A. Conduct of Corporation as Nonprofit Corporation This Corporation shall conduct its business in a manner conforming to the purposes as set forth in its Certificate of Formation, being careful to comply with all rules and regulations as set forth under Section 501(c)(3) of the Internal Revenue Code so as to maintain its status as a nonprofit corporation.

B. Dissolution of Corporation Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated for scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Rule or Regulation), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located,

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exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

C. Distribution of Net Earnings No part of the net earnings of the Corporation shall incur to the benefit of any private individual, member or officer of the Corporation (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no private individual, member or officer of the Corporation shall be entitled to a share in the distribution of any of the corporate assets on dissolution of the Corporation.

D. Corporation will not Attempt to Influence Legislation No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

E. Lawsuits Against the Corporation Any person who threatens to file or does file a lawsuit or invokes the aid of the courts on their own behalf or as the representative for another person against Corporation, or its officers, employees, or members or representatives of any of its officers, employees, or members, shall be subject to the sanction of immediate suspension from membership and from all soccer activities within the jurisdiction of Corporation and its affiliates. Corporation adopts the policy that it is allowed to take full advantage of rights permitted to it by the laws of the State of Texas for "Not-for-Profit" organizations.

F. Policies and Procedures of Corporation; Enforcement the Board of Directors may adopt policies and procedures that are reasonable, necessary, or usual and customary to soccer Organizations or Organizations in order to govern its operations. Such policies and procedures shall not be inconsistent with these Bylaws. The Board shall adopt or ratify all procedures or policies (other than those procedures that are administrative in nature) by a majority vote. The Board shall also be empowered to take any reasonable means to enforce such policies and procedures. The policies and procedures of Corporation shall made available for review by any member of the Corporation.

ARTICLE XVII - EXCEPTIONS (This section is intentionally left blank.)

ARTICLE XVIII- PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern the proceedings of the Corporation in all cases not provided in these Bylaws or not inconsistent with the laws of Texas.

ARTICLE XIX- AMENDMENTS

A majority of the authorized number of officers on the Board, at any duly called meeting, may amend these Bylaws to comply with state and federal laws. Further, new Bylaws may be adopted or these Bylaws may be amended or repealed by a two-thirds vote of the number of Directors on the Board, at any duly called meeting, provided that written copy of all proposed amendments or proposed new Bylaws has been given to each Director, personally, by standard mail or e-mail, at least ten (10) days prior to the meeting.

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CERTIFICATE OF SECRETARY

The undersigned, Secretary of Persian Renaissance, Inc. a Texas Corporation, hereby certifies that the foregoing Bylaws are the true and correct, duly adopted Bylaws of the Corporation, that such Bylaws were adopted on November 18, 2014, and that such Bylaws include all amendments, if any, to the date of this certificate.

Persian Renaissance