

ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS



# ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

## TABLE OF CONTENTS

Article I.	OFFICES .....	3
Article II.	OBJECTIVES .....	3
Article III.	MEMBERSHIP .....	5
Article IV.	GENERAL BODY .....	7
Article V.	EXECUTIVE COMMITTEE .....	8
Article VI.	OFFICE BEARERS .....	9
Article VII.	MEETINGS .....	11
Article VIII.	ELECTION RULES .....	13
Article IX.	POWERS & FUNCTIONS .....	14
Article X.	AMENDMENTS .....	15
Article XI.	REPRESENTATION ON & AFFILIATION WITH OTHER BODIES ...	16
Article XII.	REVIEW OR AUDIT OF ACCOUNTS .....	17
Article XIII.	LANGUAGE .....	17
Article XIV.	REMUNERATION .....	18
Article XV.	LIABILITY .....	18
Article XVI.	VOTING RIGHTS .....	19
Article XVII.	SIGNING OFFICERS .....	19
Article XVIII.	SEAL/LOGO /LETTERHEAD AND WEBSITE .....	20
Article XIX.	FISCAL YEAR .....	20
Article XX.	IRC 501(c) (3) Tax Exemption Provisions .....	21
Article XXI.	CONFLICT OF INTEREST POLICY .....	211

# ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS



## Article I. OFFICES

- 1.01 The Principal Office of the Corporation shall be in The Metro Detroit Area in the state of MI. The Corporation may have such other offices either within the State of Michigan or outside as the Executive Committee may determine, or as the affairs of the Association may require from time to time.

### REGISTERED OFFICE AND REGISTERED AGENT

- 1.02 The Corporation shall have and continuously maintain in the State of Michigan a Registered Office, and a Registered Agent, whose office is identical with such registered office, as required. The registered office may be, but need not be; identical with the Principal Office of the Corporation in the State of Michigan, and the address of the Registered Office may be changed from time to time by the Executive Committee.

## Article II. OBJECTIVES

*Preamble: We recognize that we are laying the foundation for an Association that we hope will span the next millennium and beyond. Times will necessitate change in views and perceptions. Accordingly, we offer these objectives with a view not in any way to restrict but to facilitate coming generations in continuing to grow our Zoroastrian Community.*

- 2.01 Our principal objective is to increase the awareness and knowledge of our religion and community amongst all Zoroastrians in Michigan and to promote in our society our Prophet Zarathushtra's message, which is to live our lives with Good Thoughts, Good Words and Good Deeds.
- 2.02 To promote and disseminate the teachings of the Prophet Zarathushtra amongst the Zoroastrian community.
- 2.03 To promote, amongst its members, the Zoroastrian religion and its associated cultural, educational and social activities.

## ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

- 2.04 To facilitate the acquisition of Zoroastrian religious knowledge, the practice of religious rituals and traditions for its members.
- 2.05 To foster harmony amongst its members and also the Zoroastrian community at large.
- 2.06 To provide an opportunity for all Zoroastrians (children, youth and adults) to learn how to live a Zoroastrian life with Good Thoughts, Good Words and Good Deeds.
- 2.07 To maintain a register of vital statistics for the Zoroastrian residents in the State of Michigan
- 2.08 To examine and pursue ways and means of perpetuating the Zoroastrian community and faith. Examples include building a place of worship, endowing a Chair or Lectureship for Zoroastrian studies, building a library, hosting conferences and congresses, etc.
- 2.09 To promote the interests and welfare of, and to render necessary services according to our capacity to needy Zoroastrians globally.
- 2.10 To encourage working relationships, through cooperation with other Zoroastrian, interfaith and other bodies those are in harmony with the objectives of this Association.
- 2.11 To purchase, lease, or otherwise acquire and maintain properties, moveable and immovable to meet the objectives of the Association.
- 2.12 To receive, acquire and hold gifts, donations, legacies and devices. To receive, invest and deal with all the moneys of the Zoroastrian Association of Michigan in accordance with Section 501(c) (3) of the Internal Revenue Service Code.
- 2.13 Any premises rented or obtained by the ZAOM shall not be used for any activities outside or forbidden under Section 501 (c) (3) of the Internal Revenue Service, examples of which currently are gambling and / or political activities.

# ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

## Article III. MEMBERSHIP

*Preamble: We recognize that we are laying the foundation for an Association that we hope will span the next millennium and beyond. We believe that the foundation of the Zoroastrian Community is the Zoroastrian family unit. We recognize our Zoroastrian community is made up of family units in which both spouses are Zoroastrians and in which only one spouse is a Zoroastrian. In keeping with our desire to maintain harmony within each Zoroastrian family unit and to encourage all Zoroastrian family units to collectively contribute to the building of our Association we propose the following By Laws.*

- 3.01 **Definition of Zoroastrian:** For purpose of membership in this Association, a Zoroastrian is a person who is a believer and follower of the religion as propounded by Prophet Zarathushtra, and one who has been initiated in to the religion in accordance with the religious practices and customs followed and accepted in the Zoroastrian community in which he or she resides.
- 3.01.1 All those not meeting the definition in Article 3.01 are considered non-Zoroastrian.
- 3.02 Number of Members: The number of members in the Association will be unlimited.
- 3.03 Collection of Dues: Membership dues will be payable on January 1 of each year for benefit rights to be enjoyed only for that calendar year.
- 3.04 Membership Categories: Membership in the Association shall be classified into 2 broad categories:
- 3.04.1 **Regular Members:** All Zoroastrians (as defined in Article 3.01), 18 years of age and older, and their spouses (Zoroastrian or non-Zoroastrian) are eligible for Regular Membership subject to the payment of the appropriate dues.
- 3.04.2 **Associate Members:** All non-Zoroastrians, as defined in Article 3.011, who agree to respect the tenet of the Zoroastrian faith shall be eligible for Associate Membership. Associate Members shall neither have voting rights nor be eligible to serve on the Executive Committee. This stipulation shall not prohibit Associate Members from serving on any sub-committees of the Executive Committee.

## ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

Following are sub-categories of the above categories:

- 3.04.3 **Family Members:** Parents and their children under the age of eighteen, who are residing at the same address, will constitute a family membership as per category above. Children 18 years of age and older shall pay their dues according to the appropriate category for which they qualify.
- 3.04.4 **Senior Members:** Members age 65 and over are eligible for Senior Membership status. They shall have all the rights and privileges of the category they qualify for.
- 3.04.5 **Student Members:** Any bona fide full-time student between the age of 18 and 30 who is eligible for Membership shall be considered a student member and shall enjoy all the rights and privileges of the category they qualify for.
- 3.04.6 **Life Members:** Any individual or family who is eligible for Membership is eligible to become Life Members(s) upon the one – time contribution of the specified amount; and shall have the rights and privileges of the category they qualify for and shall be exempted from payment of Annual Membership dues.
- 3.04.7 **Honorary Members:** This membership shall be granted to any individual nominated by a member of the Association and approved by the Executive Committee by simple majority and then a simple majority of the General Body. They shall have all the rights and privileges of the category they qualify for.

### 3.05 **Membership Dues:**

The following are the membership dues at the start of ZAOM.

	<b>Membership Categories</b>	<b>Annual Dues</b>
3.05.1	<b><u>Regular Members</u></b>	
	Family	\$80
	Individual	\$35
	Senior (Individual)	\$25
	Student Members	\$10
	<b>Life Members (Total Contribution):</b>	
	Family	\$2000
	Individual	\$1000
	Honorary Members	Exempt

# ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

	<b>Membership Category</b>	<b>Annual Dues</b>
3.05.2	<b><u>Associate Members</u></b>	
	Family	\$80
	Individual	\$35
	Senior (Individual)	\$25
	Student	\$10
	Life Members (Total Contribution):	
	Family	\$2000
	Individual	\$1000
	Honorary Members	Exempt
3.05.3	All dues and contributions are non-refundable.	
3.05.4	Membership Dues may be changed upon a proposal by the Treasurer and a majority vote of the Executive Committee of ZAOM.	
3.06	<b><u>Members in Good Standing:</u></b> A member shall be considered in good standing if, in addition to fulfilling other criteria for membership, has paid his/her membership dues for the current year. The Executive Committee may forego the payment of dues for an individual(s) if approved by a simple majority the Executive Committee; such consideration is merited for economic reasons.	
3.07	<b><u>Cessation of Membership:</u></b> An individual shall cease to be a member of the Association upon voluntary resignation submitted to the Executive Committee in writing, through the non-payment of dues, or through death.	
3.08	<b><u>Expulsion:</u></b> Any member of the Association may be suspended or expelled from membership by a 2/3 <b>majority</b> of the full Executive Committee, if after a thorough investigation he/she is determined to have been engaged in activities detrimental to the objectives, constitution and by-laws of the Association.	
3.09	<b><u>Reinstatement:</u></b> The suspended or expelled member will have the right to petition the General Body. A two-third ( <b>2/3</b> ) <b>majority</b> of the voting membership of the general Body, as defined in Article 16.02 is needed to over-rule the Executive Committee's expulsion or cessation decision.	

## Article IV. GENERAL BODY

The General Body shall consist of all members who are in good standing for at least 60 consecutive days. This condition will be waived at the formation of the Association. The voting membership of the General Body shall have the sole authority to approve the Annual Budget upon recommendation of the Executive Committee.

# ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

## Article V. EXECUTIVE COMMITTEE

*Preamble: These By-Laws are based on the principle of trust and the clear recognition that the members of this committee shall promote harmony in our community and adhering to the maxims of Good Thoughts, Good Words and Good Deeds.*

- 5.01 All Regular Members are eligible for election to the Executive Committee.
- 5.02 The Executive Committee shall consist of 7 members elected by the voting membership of the General Body. The term of each Executive Committee member shall be **2 years and until his or her successor is elected and qualifies.**
- 5.03 The members of the Executive Committee are eligible for re-election. No Executive Committee member shall be eligible for re-election for more than 2 consecutive terms.
- 5.04 In the event there is a risk of not meeting the stipulated number of required members to form the Executive Committee, the limit for re-election as referenced in clause 5.03 may be waived
- 5.05 Any vacancy in the Executive Committee through death, resignation, move, or any other cause shall be filled by an interim election; the Executive Committee member thus elected shall serve the remaining portion of the term and is eligible for re-election. If the vacancy occurs within six months of the ending of the term, it can be filled by the other members of the Executive Committee or left vacant as the Committee deems appropriate.

### ***SUBCOMMITTEES OF THE EXECUTIVE COMMITTEE***

- 5.06 Sub-Committees of the Executive Committee may be established for the purpose of expediting the business of the Association, advising the Executive Committee, undertaking special projects and transacting specific activities of the Association or other purposes as deemed appropriate. The names, areas of responsibilities and duties of all committees shall be defined by the Executive Committee. The Executive Committee shall nominate Chairpersons of the various sub-committees; the sub-committee Chairperson will recruit members and associate members to assist with the work of the committee. All committee appointments shall become effective upon approval by the Executive Committee. The President of the Executive Committee or his/her representative shall be an ex-officio member of all the Sub-Committees so formed.



# ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

## Article VI. OFFICE BEARERS

*Preamble: We expect members elected to the Executive Committee to recognize the importance of promoting harmony within their ranks and within the Zoroastrian Community. We enjoin all members of the Executive Committee to put aside their personal differences and to serve the community at large by invoking the Amesha Spentas: Vohu Manah (Good Mind) and Spenta Armaiti (Devotion). It is with this in mind that we propose the following By-Laws.*

In Clauses 6.03 through 6.11 the collective duties of the Executive Committee are outlined. The General Body expects that these duties will be carried out by the Executive Committee. The minimum eligibility requirements for each office will remain in force. Each member, no matter what his/her office on the Executive Committee, is eligible to cast one vote. In the event of a tie the President shall cast the tie-breaking vote.

For the election of the first set of office bearers the minimum membership requirement of six consecutive months will be waived.

### ELECTION

- 6.01 **Election:** The Voting Members of the General Body shall elect every two years the members of the Executive Committee. At that time, The Executive Committee members will re-elect all of the Office Bearers of the Executive Committee from among their numbers. The newly elected Office Bearers (by a majority vote from all Executive Committee members) will take over their duties as the Executive Committee from January 1 of the following year. The Executive Committee members shall be elected for a term of two years, and are eligible to run for re-election in line with the clauses 5.03 and 5.04 above.
- 6.02 **Recall:** Regular members, in good standing, shall have the right to recall any Executive Committee member upon “proper cause” in a duly constituted General Body Meeting by a two-thirds (2/3) majority vote of the voting membership. “Proper Cause” necessarily implies such a degree of misconduct or culpability on the part of the committee member as affects his/her ability and fitness to perform his/her duties in a competent manner. This includes any substantial shortcoming that renders the person’s continuance on the committee in some way detrimental to the efficient functioning of the Association. The committee member must have written notice that such conduct would be grounds for removal.
- 6.03 Relatively minor and isolated incidents of misconduct are insufficient to warrant removal for cause. A committee member cannot be removed for matters that are trivial, inconsequential, or hypothetical or for mere technical violations without wrongful intentions.

## ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

- 6.04 Proper cause for removal includes but is not limited to:
- 6.04.1 Serious neglect or breach of duty
  - 6.04.2 Habitual inefficiency
  - 6.04.3 Dishonesty or untrustworthiness
  - 6.04.4 Persistently leading the Association in a direction that is contrary to the consensus or these By-laws.

### PRESIDENT

- 6.05 **Eligibility:** The President should be a Zoroastrian (as defined in clause 3.01) and shall have been a Regular Member in good standing for a period of at least six consecutive months prior to election.
- 6.06 **Duties:** The President shall be the chief spokesperson of the Association on all occasions during his/her term of office. The President shall preside over all General Body and Executive Committee meetings, call the General Body and Executive Committee meetings in accordance with the By-Laws, and be responsible for the implementation of all activities of the Association in accordance with the decisions taken by the General Body and the Executive Committee. If the President is unable to perform duties for a period of sixty (60) days, the office shall be deemed vacant and a new election within the Executive Committee members shall be held.

### VICE PRESIDENT

- 6.07 **Eligibility:** The Vice President shall have been a Regular Member in good standing for a period of at least six consecutive months prior to election.
- 6.08 **Duties:** In the event that the President is unable to perform some or all of the duties of that position, the Vice President shall perform those duties. The Vice President shall represent the Executive Committee at the behest of the Executive Committee.

### SECRETARY

- 6.09 **Eligibility:** The Secretary shall have been a Regular Member in good standing for a period of at least six consecutive months prior to election.
- 6.10 **Duties:** The Secretary shall be responsible for keeping the minutes of all General Body and Executive Committee meetings, and inform members of all meetings and functions, and be custodian of the seal of the Association, and of all books, papers, non-financial records, correspondence, contracts and other documents belonging to the Association and shall deliver only when authorized by a written resolution of the Executive Committee to do so, and to such persons as may be named in the resolution.

## ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

### TREASURER

- 6.11 **Eligibility:** The Treasurer shall have been a Regular Member in good standing for a period of at least six consecutive months prior to election.
- 6.12 **Duties:** The Treasurer shall collect all membership dues, donations and endowments make deposits and make disbursements of all moneys of the Association and other fiscal responsibilities. The Treasurer shall be empowered to make disbursements according to the Annual Budget approved by a duly constituted General Body Meeting. The Treasurer shall be further empowered to make other disbursements after concurrence with at least one other Executive Committee member on expenses that have been pre-approved by a majority vote of the Executive Committee. Any cash withdrawal over \$1000 within a time period of 48 hours is prohibited. The treasurer shall keep an updated record of the accounts of the Association for inspection at General Body Meetings.

### EXECUTIVE COMMITTEE MEMBER

- 6.13 **Eligibility:** The Executive Committee Member shall have equal voting rights on matters pertaining to the Association and also shall take over such duties as may from time to time be determined by the Executive Committee, or at the discretion of the President.

## Article VII. MEETINGS

### EXECUTIVE COMMITTEE

- 7.01 The Executive Committee shall meet *at least* once every three (3) months either in person, by tele-conference, or by any available means of communication. The minutes of all meetings shall be recorded. The President may call an Executive Committee meeting as often as necessary. This is subject to a majority of the Executive Committee Members being able to attend the meeting. The President shall be obliged to call an Executive Committee meeting at the request of a **majority** of the Committee Members. A Executive Committee member shall relinquish his/her post if he or she does not attend three (3) consecutive Executive Committee meetings, or if he or she does not attend five (5) Executive Committee meetings during his/her term of office, and shall relinquish his/her office upon written notice from the President. The above mentioned requirement may be overruled by a **majority** vote of the Executive Committee. Notice of Executive Committee meetings shall be given to each Executive committee member at least fifteen (15) days in advance of the meeting. Waiver of notice of the meeting may be permitted when circumstances warrant. Presence of **four** Executive Committee members shall constitute a quorum. A duly constituted Executive Committee meeting must meet the quorum requirements. Matters under discussion at

## ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

Executive Committee meetings for which the quorum requirement is satisfied shall be decided by a consensus or a **majority** of those present. In the event of a tie, the President shall cast a tie-breaking vote. The Executive Committee shall function according to a set of rules that is acceptable to all.

### GENERAL BODY MEETING

- 7.02 A General Body Meeting shall be called by the President once a year within ninety days after the end of fiscal year, or as often as deemed necessary by the Executive Committee. A General Body meeting may be held only if the members have been given written notice through an appropriate media, and provided with an agenda of the meeting at least **two (2) weeks** before the date of the meeting. If the preceding conditions have been met, and a quorum is not established, the President may use his/her discretion (except in an emergency meeting) as to whether or not the meeting will be held regardless of the number of members present. For purposes of accounting, all General Body meetings shall be considered as Executive Committee meetings.

NOTE: Quorum for any General Body meeting is defined as at least **one third (1/3)** of the total voting membership

### EMERGENCY GENERAL BODY MEETING

- 7.03 An Emergency Meeting shall be called by the President under conditions requiring immediate attention of the Association regarding specific matters and whenever considered necessary by a **majority** of the Executive Committee. The meeting shall be held after informing members about the meeting through an appropriate media, and at the shortest notice which might be considered practical under the prevailing circumstances. Any decision taken at an Emergency Meeting shall have precedence over decisions taken at other past General Body meetings only and only regarding the specific matter for which the Emergency Meeting was called.
- 7.04 An Emergency Meeting may be called by **one-third (1/3) of the voting membership**. Upon attaining this majority the Executive Committee shall be petitioned to validate the majority. The meeting shall be called after informing members about the meeting through an appropriate media, and at the shortest notice which might be considered practical under the prevailing circumstances. Any decision taken at an Emergency Meeting shall have precedence over decisions taken at other past General Body meetings only and only regarding the specific matter for which the Emergency Meeting was called.
- 7.05 For a decision to be considered to be passed at an Emergency Meeting a majority of the voting membership is required to decide in its favor.

# ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

## Article VIII. ELECTION RULES

*All of following rules may not apply for the first General Election.*

- 8.01 The election will be held once every two years to elect the members of the Executive Committee.
- 8.02 The Executive Committee shall appoint three members who are not running for election to serve on the election committee. The Election Committee will conduct the elections, and count the votes. The decision of the Election Committee will be final.
- 8.03 The Secretary must inform the General Body of an election meeting at least **three months** prior to the event. A member desirous of being elected must submit his candidacy in writing to the Secretary at least six weeks prior to the election meeting. It shall be the responsibility of each candidate to confirm that his application has been received by the secretary in a timely manner. A list of candidates for the Executive Committee shall be delivered to all voting members at least three weeks prior to the election. Applications for candidacy from the floor can be entertained on the election day only if there is a shortfall in meeting the minimum requirements to form the Executive Committee. Any question concerning the eligibility of a candidate for office shall be addressed and resolved by majority vote of the current Executive Committee.
- 8.04 Voting shall be by secret ballot and voting by proxy will not be allowed. Absentee voters may send in their votes in print (in writing or by electronic means, i.e. email), and the election committee will ensure that secrecy is maintained. The absentee ballots will be closed at midnight prior to the election date.
- 8.05 Only Regular Members in good standing for 60 consecutive days may vote during an election.
- 8.06 The Executive Committee meeting that follows a General Body Meeting at which regularly scheduled elections are held shall be attended by the outgoing and incoming members of the Executive Committee. At this time, the outgoing committee shall present to the incoming committee, a complete set of files of the Association. These files shall contain all records of all activities, minutes, and business transactions of the Association during its term of office.
- 8.07 All previous files of the Association shall be handed over to the incoming Executive Committee, and shall remain unaltered and may be used by the Executive Committee for reference only.

# ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

## Article IX. POWERS & FUNCTIONS

9.01 **The Executive Committee:** The Executive Committee is empowered to and is responsible for executing the decisions of the General Body and administering the affairs of the Association in all matters, and may make or cause to be made to the Association in its name, any kind of contract, which the Association may lawfully enter into, and serve as hereinafter provided, generally may exercise all such other acts and matters as the Association is by its constitution authorized to exercise and perform. Furthermore, no agreement shall be made for the Association or in its name to purchase, lease, or otherwise acquire, alienate sell or otherwise dispose of rights, warrants, options and other securities, lands, buildings, and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Association **unless and until** the Executive Committee obtains the consent of at least **fifty-one (51%)** of all the eligible voting members; the said consent to be obtained at a meeting duly convened for that purpose, or by a mail consensus or be a combination thereof. The Executive Committee is also responsible for preparing the annual budget and getting it approved at a duly constituted General Body Meeting and presenting updated accounts of the Association to the General Body. It also has the right to censure and ask for the resignation of any Executive Committee member who is found to be delinquent in his/her duties or found to be guilty of misconduct, by a **majority** vote of the members of the Executive Committee subject to the approval by the General Body by a **two-third (2/3) majority** of the Voting Membership.

NOTE: As per Clause 5.06, the Executive Committee shall have the authority to create sub-committees and appoint members to these said committees as the need arises. The Executive Committee shall also have the authority to appoint an independent auditor, subject to the approval by the voting members of The General Body, and shall have the authority to charge any additional fees to cover the costs of special functions, events and other costs that may arise. The Executive Committee shall be held directly responsible to the General Body at all times.

### 9.01.1 Fiscal Responsibility:

- a. The Treasurer or the President shall be the authorized signatory on all checks.
- b. For payment of any amount not clearly specified in the annual budget, a pre-approval of majority of the Executive committee is required
- c. For a payment of more than 50% of the total corpus, if corpus exceeds 20,000 USD of the Association, General Body consent is required of at least 51% majority
- d. Any re-imbusement without an invoice will have a covering note explaining the expenses incurred
- e. Any low-risk investments made from the Association corpus will need simple majority of the Executive Committee. Low risk investment may be defined as five-star rated (per a recognized database such as bankrate.com) and could be instruments such as Certificate of Deposit(CD), Municipal Bonds, Government Securities.

## ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

- 9.02 General Body: A member at any General Body meeting may move to pass a vote of "NO CONFIDENCE", for Good Cause (Appendix A), against any member of the Executive Committee. The motion will have to be seconded by ten (10) voting members, and will pass only on approval of a **two-third (2/3) majority** of the Voting Membership of the Association. A member may propose any relevant subject, including a vote of "NO CONFIDENCE" to be included in the Agenda of the General Body meeting provided the member proposes the matter to the Executive Committee within one week of receiving the notice of that meeting which has been sent to the members. In case of a "NO CONFIDENCE" the notification should include the rationale behind the motion. Only the General Body shall have the power to make amendments to the Constitution or the By-Laws of the Association (see Article 10). Voting by proxy at any General Body Meeting is prohibited.

### Article X. AMENDMENTS

- 10.01 Any Regular Member in good standing may propose an amendment to the Articles of Incorporation or By-Laws by sending a written amendment, seconded by at least ten (10) other members in good standing. These proposals may be sent on to the Executive Committee at any time, but will be presented to the General Body at a General Body meeting.
- 10.02 All proposed amendments received by the Executive Committee shall be presented to the General Body as laid out in 10.01 above, within **one hundred and eighty (180) days** of receipt of the proposed amendment. Subsequently, the Executive Committee shall inform all voting members of the voting date for the proposed amendment at least 15 days prior to that date. The Executive Committee shall have the right to present its views on the proposed amendments, if they have been proposed by any Regular Member outside of the Executive Committee.
- 10.03 Once an amendment has been passed, it shall become part of the operating By-Laws and shall be subject to future amendments in the prescribed manner.
- 10.04 An amendment to the Articles of Incorporation or to the By-Laws shall require a **two-thirds (2/3) majority** vote of the Voting Members of the Association. This amendment upon being so accepted shall become operative immediately subject to the approval of the Office of the Secretary of State of Michigan and other appropriate bodies.

## ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

### Article XI. REPRESENTATION ON & AFFILIATION WITH OTHER BODIES

In support of Article II. – Objectives, the Association may nominate and/or elect representatives. It is our expectation that our representatives are people knowledgeable about the needs of the community, our Zoroastrian faith and who will represent our community with righteousness, devotion and dedication.

#### PARTICIPATION IN OTHER PROGRAMS

- 11.01 Decisions with respect to participation in interfaith services, lectures to schools, and other programs will be made by the Executive Committee.
- 11.02 Decisions with respect to the form of representation and nomination of the person/persons to participate in interfaith services, lectures to schools, and other programs will be made by the Executive Committee.

#### PARTICIPATION IN REGULARLY SCHEDULED PROGRAMS

- 11.03 Decisions with respect to sending official delegates to Conferences, Congresses, or Meetings will be made by the Executive Committee.

#### DOMESTIC & INTERNATIONAL AFFILIATIONS

- 11.04 Decisions regarding the representation of the Association's interests to and affiliation with other domestic and international bodies will be made at duly constituted General Body Meetings with a majority vote of the voting membership.

#### FEZANA (FEDERATION OF ZOROASTRIAN ASSOCIATIONS OF NORTH AMERICA) REPRESENTATION.

- 11.05 Eligibility: An Executive committee member.
- 11.06 Election: A Representative to FEZANA will be elected by a **majority vote** of the Executive Committee from amongst its members
- 11.07 Recall: The FEZANA Representative may be recalled by the Executive Committee with a majority vote.
- 11.08 Term of Office: The Representative will be elected for a **two (2)** year term.
- 11.09 Duty: The FEZANA Representative is expected to attend the Annual General Body Meeting of FEZANA. In the event that the elected FEZANA Representative is

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Version #19



## ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

unable to attend a meeting, the Executive Committee may nominate an alternate to attend the Annual General Body Meeting of FEZANA.

- 11.10 Responsibilities: The FEZANA Representative will be responsible for briefing the Executive Committee and the membership about all matters pertaining to FEZANA, soliciting input on behalf of FEZANA from the membership, and at all times correctly representing the sense of the community which he/she represents.
- 11.11 Funding: Depending on the availability of funds, the Executive Committee may sanction funds, or part thereof, to cover the FEZANA Representative's cost of attending the Annual General Body Meeting of FEZANA.

### Article XII. REVIEW OR AUDIT OF ACCOUNTS

- 12.01 Appointment: An Independent Auditor, or an Internal Auditor from among the group of The General Body, may be appointed, at the discretion of the Executive Committee, subject to the approval by the General Body to **review** or **audit** the financial records of the Association. No member of the Executive Committee shall be appointed for this task.
- 12.02 Duties and Responsibilities: The Auditor/ Internal Auditor shall make a yearly report, if called upon by the General Body, to the General Body, on the financial state of the Association, submitting all the necessary financial reports to the General Body through the Executive Committee. The Auditor/Internal Auditor shall have the right of access at all times to all records and documents, books, accounts and vouchers of the Association, and is entitled to require from the Executive Committee such information and explanation as may be necessary for the performance of her/his duties. The Auditor/ Internal Auditor of the Association shall be entitled to attend any meeting of the members of the Association at which accounts that have been reported on by the Auditor/ Internal Auditor are to be presented to the members so as to facilitate the clarification of any inquiries that may be made by the members.

### Article XIII. LANGUAGE

- 13.01 **The President shall conduct the meeting in English** except if all members present at the meeting speak and understand a common language; then that language may, after a unanimous vote from the members, be used by the President to conduct that meeting. Even when the President conducts the meeting in English, a member may choose to speak in any other language, provided someone can interpret the speech into English for the benefit of those members who do not understand the language.

NOTE: Records of all meetings shall be in English.

## ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

### Article XIV. REMUNERATION

14.01 No member of the Association or the Executive Committee or any other sub-committee shall receive any remuneration from the Association for services rendered except if assigned by the Executive Committee to carry out a task on behalf of the Association. Reimbursement of actual expenses that were authorized by the Executive Committee does not fall under these guidelines. No member shall use the Association in any way whatsoever for personal gain.

### Article XV. LIABILITY

15.01 No member of the Board of Trustees of the corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act "), and no volunteer officer shall be personally liable to this corporation or to its shareholders or members, if any, for monetary damages for a breach of the trustee's or officer's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a trustee or officer for any of the following:

15.01.1 A breach of the trustee's or officer's duty of loyalty to the corporation or to its shareholders or members, if any;

15.01.2 Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

15.01.3 A violation of Section 551(1) of the Act;

15.01.4 A transaction from which the trustee or officer derived an improper personal benefit;

15.01.5 An act or omission of a trustee who is a volunteer director or an act or omission of a volunteer officer occurring before filing these Articles of Incorporation;

15.01.6 An act or omission that is grossly negligent.

15.02 The corporation hereby assumes all liability to any person other than the corporation or its shareholders or members, if any, for all acts or omissions of a trustee who is a volunteer director as defined in the Act incurred in the good faith performance of the trustee's duties as such; provided, however, that the corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the corporation as an organization described in Section 501(C)(3) of the Internal Revenue Code or results in the imposition of tax under Section 4958 of the Internal Revenue Code.

15.03 The corporation hereby assumes the liability for all acts or omissions of a volunteer officer if all of the following are met:

15.03.1 The volunteer officer was acting or reasonably believed he or she was acting within the scope of his or her authority.

15.03.2 The volunteer officer was acting in good faith.

## ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

- 15.03.3 The volunteer officer's conduct did not amount to gross negligence or willful and wanton misconduct.
- 15.03.4 The volunteer officer's conduct was not an intentional tort.
- 15.03.5 The volunteer officer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.

Provided, however, that the corporation shall not be considered to have assumed any liability of a volunteer officer to the extent such assumption is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code or results in the imposition of tax under Section 4958 of the Internal Revenue Code.

- 15.04 If the Act is amended after filing this amended Article XV to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of members of the Board of Trustees and of officers of the corporation, in addition to the limitation, elimination and assumption of personal liability contained in this Article XV, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination or assumption of liability is inconsistent with the status of the corporation as an organization described in Section 501(c)(3) of the Internal Revenue Code or results in the imposition of tax under Section 4958 of the Internal Revenue Code. No amendment or repeal of this Article XV shall apply to or have any effect on the liability or alleged liability of any member of the Board of Trustees or officer of this corporation for or with respect to any acts or omissions of such trustee occurring prior to the effective date of any such amendment or repeal.

### Article XVI. VOTING RIGHTS

- 16.01 Rights of Members in Good Standing: All Regular Members who are eighteen years of age and older shall have the right to vote in elections and at meetings of any kind, propose amendments, hold and run for office, and inspect the books of the Association. This right is subject to the aforementioned members being in good standing for at least **60 consecutive days (except at the start of the association)** and 6 months to hold /run for office, prior to seeking to exercise their rights.
- 16.02 Voting membership: Any Regular Member over the age of 18 years, who is a member of the Association in good standing for 60 consecutive days, shall have the right to vote.
- 16.03 Voting by proxy: Voting by proxy at any meeting is prohibited.

### Article XVII. SIGNING OFFICERS

## ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

17.01 Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be signed by the Treasurer, and one other Office Bearer of the Executive Committee.

### **Article XVIII. SEAL/LOGO /LETTERHEAD AND WEBSITE**

18.01 The following Seal/logo and letterhead has been adopted by the Association:



18.02 The Seal/Logo of the Association and the Letterheads are the sole property of the Association and shall not be used by anyone for personal use.

18.03 The common seal/logo of the Association shall be under the control of the Executive Committee, and the responsibilities for its use shall be determined by the Executive Committee.

18.04 The URL for the ZAOM website [zaom.org](http://zaom.org) is the property of the association and under the control of the Executive Committee. Appropriate maintenance and updates to the website is the responsibility of the Executive committee.

### **Article XIX. FISCAL YEAR**

19.01 The fiscal year of the Association shall terminate of December 31 and the financial statements of the Association's affairs for presentation to the General Body shall be prepared up to and inclusive of that date.

# ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

## Article XX. IRC 501(c) (3) Tax Exemption Provisions

### 20.1 Limitation on Activities

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on

- (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended, or
- (2) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

### 20.2. Prohibition against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

### 20.3 Distribution of Assets

The property of this corporation is irrevocably dedicated to religious purposes. Upon the dissolution 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 religious purposes and which has established its tax-exempt status under Section 501(c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may be hereafter be amended. Such distribution shall be made in accordance with all applicable provisions of the law of the State of Michigan.

### 20.4 Private Foundation Requirements and Restrictions.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation

- 1) shall distribute its income for the said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
- 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

## ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

- 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and
- 5) shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

### Article XXI. CONFLICT OF INTEREST POLICY

**21.1 PURPOSE:** The purpose of the conflict of interest policy is to protect ZOROASTRIAN ASSOCIATION OF MICHIGAN's ("ZAOM") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, director, or member of the Executive Committee of ZAOM or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### 21.2 DEFINITIONS

1. **Interested Person:** Any director, principal officer, or member of a committee with Executive Committee delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which ZAOM has a transaction or arrangement;
  - b. A compensation arrangement with ZAOM or with any entity or individual with which ZAOM has a transaction or arrangement; or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which ZAOM is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article 21.3, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate Executive Committee or committee decides that a conflict of interest exists.

## ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

### 21.3 PROCEDURES

1. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Executive Committee delegated powers considering the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### 3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the Executive Committee or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the Executive Committee or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the Executive Committee or committee shall determine whether ZAOM can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Executive Committee or committee shall determine by a majority vote of the interested directors whether the transaction or arrangement is in ZAOM's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 4. Violations of the Conflicts of Interest Policy

- a. If the Executive Committee or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Executive Committee or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

**21.4 RECORDS OF PROCEEDINGS:** The minutes of the Executive Committee and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Executive Committee's or committee's decisions to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### 21.5 COMPENSATION

- a. A voting member of the Executive Committee who receives compensation, directly or indirectly, from ZAOM for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ZAOM for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the Executive Committee or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from ZAOM, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**21.6 ANNUAL STATEMENTS:** Each director, principal officer and member of a committee with Executive Committee delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands ZAOM is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which Accomplish one or more of its tax-exempt purposes.

**21.7 PERIODIC REVIEWS:** To ensure ZAOM operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.



## ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to ZAOM's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**21.8 USE OF OUTSIDE EXPERTS:** When conducting the periodic reviews as provided for in Article VII, ZAOM may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Executive Committee of its responsibility for ensuring periodic reviews are conducted.

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# ZOROASTRIAN ASSOCIATION OF MICHIGAN (ZAOM) BY-LAWS

## By-Law Revision History

<u>Date</u>	<u>Article Number</u>	<u>Article Name</u>
18th March 2010	XV	Liability
26 <sup>th</sup> October 2009	III	Membership
26 <sup>th</sup> October 2009	IV	General Body
1 <sup>st</sup> October 2009	VI	Office Bearers
1 <sup>st</sup> October 2009	IX	Powers and Functions