

AMENDED AND RESTATED

BYLAWS OF

NOOR VA DANESH

**ARTICLE 1. Name and Address.**

**SECTION 1.1. NAME.** The name of the organization is “Iranian Muslem Association of Eastern United States, Inc.” The organization is popularly known as “Noor Va Danesh” (hereinafter “NVD”). NVD is a New Jersey not-for profit corporation with tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

**SECTION 1.2. ADDRESS.** NVD is located in the City of Rutherford, Bergen County, New Jersey and its address is : 66-70 East Pierpont Avenue, Rutherford, New Jersey 07070.

**Article 2. Purposes.**

NVD is a nonprofit religious, cultural and educational organization which is dedicated, among other things, to: (i) providing a place of worship for Muslims; (ii) providing a place where meetings for conduct of religious and cultural ceremonies can be held; (iii) promoting, preaching and explaining the spirit and teaching of Islam (in particular Shia Islam) to its members and the community; (iv) maintaining, to the extent permitted and practical, a day care center, a school for teaching Islamic principles and /or Farsi language and Iranian culture, and a community center; (v) acting as a center for interfaith dialogue for the purpose of developing a better understanding among Abrahamic religions; (vi) cooperating with civic organizations and other religious and cultural entities to promote and improve the public’s understanding of Islam and the Persian culture; (vii) conducting fund-raising to finance NVD’s activities; and (viii) conducting any other legal and incidental activities which help promote the objectives of NVD.

**Article 3. Membership.**

**SECTION 3. 1. ELIGIBILITY TO BECOME MEMBERS.** Individuals who: (i) are at least eighteen (18) years old; (ii) are followers of Shia branch of Islam and do not openly and publicly disregard and/or deny the faith; (iii) were born in Iran, are or were married to a person born in Iran, have a parent who was born in Iran, or are otherwise from Iranian lineage; and (iv) agree to be bound by applicable laws and by NVD rules and regulations (including NVD bylaws) are eligible to become members of NVD upon payment of membership dues and the completion of the membership application.

**SECTION 3. 2. MEMBERS RIGHTS AND OBLIGATIONS.**

NVD shall have one class of members and only individuals (not corporations or other legal entities) may join NVD as members. The rights and privileges of all members shall be equal as stated in these bylaws. The Board of Trustees of NVD (the “Board”) may accept or designate an individual as an Honorary Member; however, such acceptance and/or designation will not entitle said individual to any privileges other than the honor of being recognized as a valued member. The rights and privileges of members are as follows:

- a) Members in good standing are entitled to attend general and special meetings of the members; to vote, after being a member in good standing for at least three (3) months, on all questions coming before the membership; to serve on standing or special committees; and to become a candidate for membership in the Board after being a member in good standing for at least six (6) months.
- b) Members may attend public meetings of the Board and may, subject to the rules of the meeting, participate in discussions on matters before the Board, but without a vote on matters before the Board.
- c) Membership dues are determined by the Board, are nonrefundable and are payable in advance. Only those persons whose membership dues are paid for the current year will be members in good standing. The annual membership dues shall be for one whole calendar year (January through December). Individuals who join NVD in the first half of the year shall pay the membership dues in full and those who join NVD in the second half of the year (after July 1) shall have the option to pay one half of the annual dues. Members are responsible to keep their membership current.
- d) The Board (i) shall ensure that the application form for membership in NVD is readily available to individuals who are interested to join NVD (with the amount of membership dues and the address where the application and the dues may be sent to printed on the application); (ii) may reject any application which does not comply with the requirements stated herein; and (iii) may remove the name of any member from membership list upon such member's resignation or death.
- e) Membership in NVD is personal and nontransferable. Except for the obligation to pay his/her annual dues, a members of NVD shall have no personal liability for any of the NVD's debts, liabilities, or obligations. No member of NVD shall have any right, claim, title, or interest in any of NVD's property, assets, earnings or investments, nor shall any such property or asset be distributed to any members in the event of NVD's dissolution or winding up.

#### **Article 4. Meetings of the Membership.**

**SECTION 4.1. ANNUAL MEETING.** The Annual Meeting of the Members ("Annual Meeting") shall be held each year in the month of November for the election of one third (or more if required) of the Board members and the transaction of any other necessary or desired business. The Annual Meeting shall be held at the principal office of NVD (unless said office is unavailable due to fire or other emergencies) and the agenda for the Annual Meeting shall include (i) report of the Chairman of the Board (hereinafter, the "Chairman", or "President") regarding NVD's activities in the past year; (ii) report of the Treasures of NVD regarding NVD's income and expenses during the previous year and the proposed budget for the following year; (iii) report of all committees of the Board; (iv) report on the overall NVD's religious and cultural activities in the past year and its plans for the upcoming year; and (v) any other matter stated in the notice of the Annual Meeting sent to members. If the Annual Meeting cannot be held in the month of November (or if the meeting is adjourned because the quorum was not present) the Board shall schedule a special meeting of the members which shall not be less than twenty (20) days nor more than forty five (45) days after the date of the original meeting or the last day of November, as applicable.

**SECTION 4.2. SPECIAL MEETINGS.** Special meetings of the membership may be called by the Chairman of the Board, at his or her discretion, or at the direction of the majority of the Board, or at the written request of at least 20% of the members. The person or persons calling for a special meeting of members shall state the reasons for calling the special meeting and the notices of special meetings shall state the matters to be considered and the business to be transacted in such special meeting.

**SECTION 4.3. NOTICE OF MEETING.** At least one month's prior written notice of the Annual Meeting and ten (10) days prior written notice of any special meeting of members shall be given. The notice required under this section shall: (i) state the place, date and hour of the meeting to be held; (ii) state the agenda for the meeting; (iii) be sent under the signature of NVD's Secretary (or another member of the Board if the Secretary is unavailable) either by regular mail, postage prepaid, addressed to the NVD member at his/her address as it appears on NVD's record at the time of such mailing, or by email to the email address supplied by the member to NVD; and (iv) deemed delivered when deposited in mail or sent by email. Except in case of emergency, all meetings of the members shall be held at NVD's principal office and no meeting can be held outside the State of New Jersey. The Secretary of NVD shall keep, as part of NVD's record, a copy of each notice sent under this Section.

**SECTION 4.4. QUORUM.** Subject to the last sentence in this Section, the quorum for transaction of business in meetings of NVD members is 30% of the membership. If a quorum is present, except as otherwise expressly stated in these bylaws, a majority vote of those voting is necessary and sufficient to transact any business brought before the membership, including the election of members of the Board. If (i) at least one hour after the time stated in the notice sent for the Annual Meeting ("Time of Meeting") the quorum is not present, the Board may, by a majority vote of the members present, adjourn the Annual Meeting, and (ii) one (1) hours after the Time of Meeting the quorum is not present, the Board shall adjourn the Annual Meeting. If one hour after the time stated in the notice for any special meeting of the members, including the special meeting called after the Annual Meeting is adjourned, the quorum is not present the meeting shall be declared official and, a majority of the vote of those present is sufficient to transact any business scheduled to be conducted in such a special meeting, including the election of Board members.

**SECTION 4.5. VOTING.** Members of NVD shall not have the right to vote by proxy. Each member of NVD shall be entitled to one vote; provided, however, that when voting for election of Board members, each member of NVD shall have the right to vote for the maximum number of vacancies to be filled. By way of example, if three Board members are up for election, each NVD member may, but is not obligated to, vote for up to three persons in his/her ballot.

#### **Article 5. Board of Trustees.**

**SECTION 5.1. NUMBER OF TRUSTEES.** The Board of Trustees of NVD (the "Board") shall consist of nine (9) qualified individuals who are elected by the votes of members or, as stated herein, appointed by the existing Board.

**SECTION 5.2. QUALIFICATIONS OF TRUSTEES.** Members of NVD who: (i) have paid their dues and have been a member in good standing for at least six (6) months; (ii) agree to be bound by laws and regulations applicable to NVD (including NVD's Certificate of Incorporation and these bylaws); (iii) are at least twenty five years old; (iv) are citizens or legal permanent residents of the United States; (v) have no criminal record and no reputation for moral and/or financial mismanagement; and (vi) are practicing twelve (12) Imam Shias are eligible to run in elections for membership of the Board. A husband and wife cannot serve as members of the Board at the same time.

**SECTION 5.3. TERM.** A Trustee shall be elected for a three (3) year term and each Trustee so elected shall endeavor to serve a full three year term or until his/her successor is elected. However, to ensure continuity of NVD's management and compliance with applicable law and regulations regarding the Board being staggered, in February 2013 the Board adopted a resolution identifying (i) Board members who are appointed by the existing Board, and Board members who intend to leave the Board, as interim Board members to serve until the next election of the members of the Board in an Annual Meeting or at an earlier special meeting called for such purpose, and (ii) Board members who agreed to put themselves up for reelection at the end of their second year in office (late 2014). Therefore, the Board members in group (i) above will be replaced and/or reelected at the next Annual Meeting (or at an earlier special meeting of members called for such purpose before the next Annual Meeting) and such newly elected members of the Board shall serve their three year term. The Board members identified in (ii) above will be up for reelection at the 2014 Annual Meeting (or any special meeting called for such purpose if the 2014 Annual Meeting is adjourned for lack of quorum or is not held for other reasons) and the Board members elected then will serve their full three year term. Beginning with the 2015 Annual Meeting and thereafter, each year, one third of the members of the Board who have served their full three year terms shall be up for reelection; provided, however, that unless changed by a seventy five percent (75%) of the votes of the Board members then in office (excluding the Board members affected), no Trustee shall be allowed to serve as Trustee for more than two consecutive complete three year terms.

**SECTION 5.4. TERMINATION.** The position of a Trustee is a personal position of trust; it cannot be delegated or transferred and it terminates upon such Trustee's resignation, death, proven inability to perform duties and/or failure to diligently discharge of his/her duties which failure will be deemed to exist if a Trustee fails to attend three consecutive Board meetings, of which he/she has notice, or a total of six such meetings in a calendar year. A member of the Board may be removed from office for cause after reasonable notice and opportunity to be heard by a majority vote of the NVD members or by two-thirds majority vote of the entire Board excluding the member(s) who is subject to removal.

**SECTION 5.5. POWERS AND DUTIES.** The responsibility for all business matters and management of NVD lies with the Board which consists of the Officers and Board members at large. The Board shall in all cases act as a board and may adopt such rules and regulations for the conduct of their meetings and the management of NVD as they may deem proper to the extent not inconsistent with laws applicable to NVD. Among other things, the Board has sole authority (i) to open bank accounts and enter into contracts in the name of NVD, set schedules and dates for the year; to set membership dues and fees for using NVD facilities; to set honoraria paid to teachers and lecturers and other incidental expenses; to engage facilities for classes and special programs; to approve engagements and/or other special activities undertaken in the name of NVD; (ii) to determine the need for and the responsibilities of standing or special committees to

carry out projects or special programs for NVD; (iii) to permit the leaders or chairpersons of standing or special committees, whether or not they are members of NVD, to attend meetings of the Board for the purposes of advising or receiving suggestions from the Board concerning the programs of NVD; and (iv) to appoint by a majority vote of the remaining Board, in the event of a vacancy among the Board, interim member(s) to the Board until the vacancy is filled at the next Annual Meeting or at the special meeting called for such purpose. The Board may delegate ministerial tasks or performance or exercise of any duties or powers to such officers and agents as the Board may from time to time designate by formal resolution.

**SECTION 5.6. COMPENSATION.** No member of the Board shall receive any compensation or other financial benefits from NVD for his/her services as a Board member. Expenses incurred by a member of the Board on behalf of NVD, provided same is authorized by the Board and is adequately documented, may be reimbursed by NVD.

**SECTION 5.7. INDEMNIFICATION.** The Board members shall not be personally liable for any of the assessments, debts, liabilities, and/or obligations of NVD or for any other claims made against NVD. To the fullest extent permitted by applicable law, NVD shall indemnify its officers, Board members, employees, agents and servants against claims, expenses, judgments and other liabilities reasonably incurred by such persons as a result of or in connection with providing services to or on behalf of NVD, provided, it is the view of the Board that the person to be indemnified acted in good faith, in the interest of NVD and without any knowledge that the action in question was unlawful.

**SECTION 5.8. MEETINGS OF THE BOARD.** A) The Board will meet a minimum of six times annually. The quorum for transaction of business in any Board meeting is the presence of at least five members of the Board (or half of the Board members then in office if the Board has less than nine members). A majority of those Board members present is necessary and sufficient to transact any business brought before the Board.

B) Board meetings, unless designated otherwise by the Board, shall be open to all NVD members with the understanding that persons who are not member of the Board shall not participate in the Board deliberations and will not be entitled to vote. At each meeting, following the agenda: (i) the Secretary will read and request approval of minutes of the previous meeting; (ii) the Chairman of the Board will give his/her report; (iii) the Treasurer will present his/her report; and (iv) reports by various committees will be presented.

C) Notice of each of the Board meetings, stating the place, date, and hour of the meeting along with the agenda for the meeting, shall be sent, at least six calendar days before the meeting, by the Secretary either by regular mail, postage prepaid, to the address last recorded on NVD's books or by email to the email address provided by the Trustees to the Board. The notice shall be deemed delivered when mailed or sent by email. The notice requirement may be waived by the resolution of the Board and mere attendance in a meeting by a Board member shall be deemed receipt or waiver of receipt of notice by such member.

D) The Chairman of the Board may, as he/she deems necessary, and the Secretary shall, if so requested in writing by at least five members of the Board, call a special meeting of the Board. To schedule such special meeting, the Secretary shall deliver six days prior written notice along with the agenda for such

special meeting to all members of the Board. If a quorum is not present in any special meeting called by the Chairman, he or she can reschedule such special meeting, by sending a second six day prior notice informing Board members that the quorum was not present, for a date not less than seven days after the meeting was originally scheduled for and the majority of the Board members present at such rescheduled meeting shall be enough to conduct the business scheduled for such meeting.

E) A majority of the members of the Board then in office shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Board members are present at any meeting, the majority of those present may adjourn the meeting without further notice.

F) The act of a majority of the members of the Board present at any meeting in which a quorum is present or where the presence of the quorum is waived or not required pursuant to these bylaws shall be deemed the act of the entire Board of Trustees.

G) The Board of Trustees may take any action required or permitted to be taken by the Board or any committee of the Board without a meeting provided all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board or the committee, as applicable.

**SECTION 5.9. OFFICERS.** The Officers of the NVD are (i) Chairman of the Board who will act as President of NVD; (ii) one or more Vice Presidents; (iii) one Secretary; and (iv) one Treasurer. Term of office for each Officer is one year. Officers of NVD shall be elected annually by the Board at the first regular meeting of the Board after the election of new Board members. If the election of Officers is not held at the first regular meeting of the Board, such election shall be held in a regular or special meeting of the Board which shall be held no later than thirty days after the first regular meeting of the Board and each Officer shall hold office until his/her successor shall be elected. Officers may serve more for than one term and new offices may be created by the Board as and when the Board deems it appropriate. Duties of Officers are:

**President.** The President is the chief executive officer of NVD and shall (i) exercise general supervision and control over all activities of NVD; (ii) preside at all meetings of members and the Board, call regular or special meetings of the Board or membership as needed and appoint the chairpersons of standing or special committees; (iii) sign, on behalf of NVD and affix the seal or cause the seal of NVD to be affixed, with the Secretary or another Officer duly authorized by the Board, any deeds, mortgages, bonds, contracts, checks, or other instruments the execution of which is authorized by the Board; (iv) see that all orders and resolutions of the Board are carried into effect; and (v) perform all other duties generally incidental to the office of the President, including the day to day operation of NVD, and such other duties as may be prescribed by the Board.

**Vice President.** The Vice President acts as President in the absence or illness of the President and in the event of the President's resignation or incapacity to serve shall succeed to the office until the next regular election of officers. The President and/or the Board may delegate to the Vice President such official or other duties as may be necessary for the conduct of business.

**Secretary.** The Secretary shall (i) keep records and minutes of meetings of members and the Board; (ii) maintains an up-to-date list of members and the Board. Said list shall contain each member's name, mailing address, email and telephone number and any other information legally required to be kept or deemed desirable by the Board to facilitate communication with such member; (iii) send notices and other information to members and/or to the community which is required or desired to be sent; (iv) maintain custody and control of all records, legal documents (including certificate of incorporation, documents relating to NVD's tax exempt status, and theses bylaws) and the seal of NVD and make sure that all information and documents about NVD which by law must be provided to individuals or entities who ask for them are available to be inspected or copied, as applicable, or put on NVD's web site; and (v) receive and distribute information from other groups and organizations.

**Treasurer.** The Treasurer (i) is responsible for the collection of dues and payment of charges, for the disbursement of fees to lecturers and teachers and for other payment of authorized expenditures; (ii) shall maintain custody and control of all funds and accounts of NVD; (iii) receive and give receipts for moneys received or spent by NVD and deposit all moneys and fund received in NVD's bank account selected by the Board; (iv) shall advise the Board about the finances of NVD and assist in formulating the budgets for the regular and special activities; (v) shall perform all duties incidental to the office of the treasurer, including, but not limited to, preparing a yearly financial statement of operations, making sure that all state and federal tax filings are timely made and performing any other duties assigned to the Treasurer by the Board.

**SECTION 5.10. ELECTION OF BOARD MEMBERS AND OFFICERS.** Board members are elected at the Annual Meeting of the Members, or at the special meeting called for such purpose, and take office fifteen days after their election. At least sixty (60) days (but not more than 75 days) before the Annual Meeting of Members the Board shall appoint an election committee consisting of five members at least two of whom shall not be members of the Board (the "Election Committee"). The Election Committee shall (i) contact members of NVD; (ii) inform NVD members of the upcoming elections for the Board, stating the number of the vacancies to be filled and the date and time of the elections, (iii) compile a list of qualified members who are interested to be candidates for Board membership; (iv) no later thirty (30) days before the Annual Meeting submit a list of all candidates to the Board; and (v) at least twenty (20) days prior to the Annual Meeting notify NVD members, by mail or email, of all members who are candidates for the Board. At the Annual Meeting, each NVD member shall have the right to vote for the maximum number of vacancies to be filled (for example, if there are three vacancies on the Board, each member can vote for up to three candidates). The Election Committee shall, promptly after the time for voting expires and voting by members who are inside the premises is completed, commence counting the votes in the presence of any members who likes to observe the process. Candidates receiving the highest number of votes shall be declared elected. In case of a tie vote for the last vacancy to be filled, the winner shall be selected by lottery (unless one candidate withdraws voluntarily). If for any reason at an election for the members of the Board more than one third of the members of the Board are to be elected, the persons receiving the highest votes shall serve their full three year term and the ones elected with fewer votes shall stand for reelection after two years in office. By way of example, if at the Annual Meeting for year (x) four Board members are elected, the three persons who got the highest votes will be in office for three years and the fourth person shall be up for reelection at the Annual Meeting for year (x+ 2).

**SECTION 5.11. STANDING COMMITTEES OF THE BOARD.** The Board may, by resolution duly adopted, establish committees, each of which shall consist of one or more Board members and others who are not members of the Board. Each such committee shall, to the extent provided by the related resolution, exercise the authority delegated to it by the Board; provided, however, that delegation of authority to the committees shall not relieve the Board, or any member thereof, of any responsibility imposed on the Board by applicable law. Each committee shall (i) be established for one year; (ii) have a chairperson appointed by the Board who shall report to the Board and remain in office until the expiration of the committee's term or the appointment of his/her successor by the Board; and (iii) have its Board member act as the liaison between the Board and said committee. Vacancies in any committee may be filled by the Board. A majority of the members of the committee constitute a quorum and the act of a majority of members present at a meeting of a committee at which a quorum is present shall be deemed the act of the committee. So long as they are consistent with applicable law and these bylaws, each committee may adopt its own rules and regulations for the conduct of its activities.

**Article 6. Funds of NVD.**

**SECTION 6.1. GIFTS AND CONTRIBUTIONS.** The Board may (i) accept, on behalf of NVD, any contribution, gift and bequest for general and/or special charitable purposes of NVD, on such terms and conditions as the Board or a committee of the Board shall approve, provided same is not contrary to applicable law; (ii) hold such funds or property in the name of NVD; (iii) collect and receive any income from such property upon proper documentation; and (iv) spent the income and property so received for such religious, educational or charitable purposes as the Board may determine.

**SECTION 6.2. DEPOSITS AND CHECKS.** All NVD funds shall be deposited in bank accounts held in NVD name, as approved by the Board. All checks, drafts or orders of payment of money, notes, or other evidences of indebtedness issued in the name of NVD shall, after approval of the Board, be signed by such officer or officers, agent or agents of NVD and in such manner as approved by the Board by resolution. In the absence of such determination, such instruments shall be signed by the Treasurer and by the President and, in case the President is unavailable, by the Vice President.

**Article 7. Miscellaneous.**

**SECTION 7.1. BOOKS AND RECORDS.** The Treasurer shall prepare and maintain correct and complete books and records of NVD accounts and shall keep minutes of the meetings of the Board and committees and shall keep at the registered or principal office a membership book listing the names and addresses of members and their status regarding payment of annual dues.

**SECTION 7.2. FISCAL YEAR.** NVD's fiscal year shall begin on the first day of January and end on the last day of December in each year.

**SECTION 7.3. WAIVER OF NOTICE.** Whenever any notice is required to be given by applicable law or under NVD's certificate of incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time such notice is supposed to be given, shall be deemed equivalent to the giving of such notice by NVD.



**SECTION 7.4. COMPLIANCE WITH LAW.** In the event any provision(s) of these bylaws are determined to be in conflict with the laws then applicable to NVD, the provision(s) so determined shall be amended and/or deleted as necessary and the remainder of these bylaws shall continue in full force and effect.

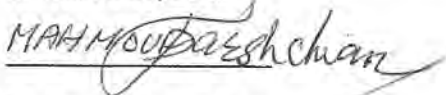
**SECTION 7.5. NO POLITICAL ACTIVITY.** Members of NVD, including Board members (i) understand that NVD, as a tax exempt organization under Section 503 (1) (c) of the Internal Revenue Code, is not permitted to engage in certain activities which are deemed incompatible with the objectives and nature of such organizations ("Prohibited Activities"); and (ii) covenant and agree that they will not, as members of NVD, engage in the Prohibited Activities.

**Article 8. Amendments.**

**SECTION 8.1. POWER OF MEMBERS TO AMEND BY LAWS.** The bylaws of NVD, adopted by the Board, may be amended, repealed, modified, and new bylaws may be adopted, by the vote or written assent of the majority of all members of NVD at the Annual Meeting (if 100% of members are present) or at any special meeting of the members called for such purpose or by the vote of seventy five percent of the members attending the Annual Meeting or such duly called special meeting if quorum is present but 100% of members are not in attendance.

**SECTION 8.2. POWER OF THE BOARD TO AMEND BYLAWS.** Subject to any limitation in applicable law and subject to Section 8.1. above, NVD's bylaws may be amended, repealed, or modified, and new bylaws may be adopted, by a resolution of two third(2/3) of the Board. Any amendment to the existing bylaws and/or adoption of new bylaws by the Board shall be presented to the members, for their approval, at the next Annual Meeting or at a special meeting duly called for such purpose after the adoption of the new or amended bylaws by the Board.

This amended and restated bylaws of NVD has been approved and adopted by the Board at their meeting on March 10, 2013.



Mahmood Farshchian

President



Fatemeh Boroggerdi

Secretary


RESOLUTION OF THE BOARD OF TRUSTEES OF  
NOOR VA DANESH

ADOPTING THE AMENDED AND RESTATED NVD BYLAWS

The special meeting of the Board of Trustees of Iranian Muslim Association of Eastern United States ("Noor Va Danesh"), a not-for-profit New Jersey corporation was duly held at 66-70 East Pierpont Avenue, Rutherford, NJ 07070 on March 10, 2013 at 2:00 P.M.

The amended and restated bylaws, which had been distributed to all trustees more than two weeks prior to this meeting for the trustees' review and comments (a copy of which is attached to this resolution), were presented at the meeting, and on motion duly made, seconded and carried, were ratified and adopted. The Trustees agreed to present these amended and restated by laws to members of NVD for their review and approval at the next Annual Meeting or at an earlier special meeting of members called for such purpose. The signature of each trustee below indicates her/his consent to the adoption of this resolution and to the adoption and ratification of the amended and restated bylaws.

Secretary of the meeting

  
3.10.13  
