

**BYLAWS OF THE  
ZOROASTRIAN ASSOCIATION OF HOUSTON, INC.  
a Texas non-profit corporation**

[As revised in February 2000, November 2012, November 2013 and November 9 2014]

**ARTICLE 1  
DEFINITIONS**

1.1 Definitions. Unless the context clearly requires otherwise, in these Bylaws:

- (a) “*Articles of Incorporation*” means the Articles of Incorporation of the Zoroastrian Association of Houston, Inc., as filed with the Secretary of State of the State of Texas and includes all amendments thereto and restatements thereof subsequently filed.
- (b) “*Associate Member*” means a non-Zoroastrian individual other than a spouse or child of a Member who is a member of the Association. An Associate Member shall neither have voting rights nor be allowed to serve on the Executive Committee. This requirement shall not prohibit an Associate Member from serving on any interim or special committee. Associate membership is subject to payment of the appropriate dues and adherence with the rules and regulations of the Association.
- (c) “*Association*” means Zoroastrian Association of Houston, Inc., a Texas non-profit corporation.
- (d) “*Bylaws*” means these bylaws as approved by the Executive Committee, and adopted by the Members, and includes amendments thereto subsequently adopted by the Members.
- (e) “*Executive Committee*” means the executive committee of the Association duly elected pursuant to these Bylaws.
- (f) “*Executive Committee Member*” means a Member who is elected to the Executive Committee for purposes of managing the affairs of the Association.
- (g) “*General Body*” means all Members of the Association.
- (h) “*Honorary Member*” means an individual nominated as such by a Member of the Association and approved by the Executive Committee. A Honorary Member shall neither have voting rights nor be allowed to serve on the Executive Committee. This requirement shall not prohibit a Honorary Member from serving on any interim or special committee.
- (i) “*Member*” means a voting member of record of the Association, including Student Members, and excludes Associate Members and Honorary Members. All Zoroastrians and their spouses and children are eligible to be members of the Association in applicable categories, subject to payment of the appropriate dues and adherence with the rules and regulations of the Association if not otherwise barred from membership.
- (j) “*Membership Rates and Categories*” means membership rates and categories of the Association approved by the General Body from time to time as posted on the ZAH website.

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(k) “*Student Member*” means a bona fide student, enrolled in at least six (6) academic credit hours per semester at a recognized institution, who is eligible to be a Member or an Associate Member. A Student Member shall have voting rights and shall be allowed to serve on the Executive Committee. A Student Member is required to pay the appropriate dues and adhere with the rules and regulations of the Association.

(l) “*Zoroastrian*” means a person of Zoroastrian lineage.

1.2 Offices. The title of an office refers to the person or persons who at any given time perform the duties of that particular office for the Association.

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## ARTICLE 2 OBJECTIVES

2.1 Promote religious, cultural, educational, and social activities in the community at large.

2.2 Provide a forum for Zoroastrians and others interested in Zoroastrianism, living in Houston and its surrounding areas in order to facilitate friendship and an interchange of ideas regarding matters pertaining to Zoroastrianism.

2.3 Cultivate and promote friendship and an interchange of ideas between Zoroastrians and other communities in Houston and surrounding areas.

2.4 Maintain contacts with Zoroastrians in the United States of America and abroad.

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## ARTICLE 3 OFFICES

3.1 Principal Office. The Association’s principal office shall be located at the Zarathusthi Heritage and Cultural Center, 8787 W. Airport Blvd., Houston Texas 77071, or at such other location as determined by the Executive Committee from time to time (“*Principal Office*”).

## ARTICLE 4

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### MEETINGS OF MEMBERS/GENERAL BODY MEETINGS

4.1 Annual Meetings. The Members of the Association shall hold an annual meeting, no later than three (3) months from the end of each Fiscal Year, for the purpose of electing Executive Committee Members, presentation of annual reports by Sub-Committees, and for the transaction of such other proper business as may come before such meetings at such time, date and place as the Executive Committee shall determine by resolution.

4.2 Special Meetings. The majority of the Executive Committee or the Chairperson of the Executive Committee, may call special meetings of the General Body at any time for any purpose or purposes. A special meeting may also be called on an application to the Executive Committee signed by no less than twenty percent (20%) of the General Body, stating the purpose of the meeting. Notice of a special meeting shall state the purpose or purposes of the meeting.

4.3 Emergency Meetings. An emergency meeting of the General Body shall be called by the Chairperson or by a majority of the Executive Committee under conditions requiring immediate attention of the Association regarding specific matters and whenever considered necessary. The meeting may be called after notice to Members. Any decision taken at an emergency meeting shall have precedence over decisions taken at other past General Body meetings only with regards to the specific matter for which the emergency meeting was called.

4.4 Place of Meetings. All meetings of the Association shall be held at the Principal Office unless prevented by exigent circumstances, such location to be specified in the notice of the meeting.

4.5 Notice of Meetings. The Executive Committee shall give notice of each meeting of the General Body, whether annual or special, not less than thirty (30) days before the date of the meeting. Notice shall be given to the Members via personal delivery, email (if an email address has been provided by the Member), or by United States mail (at the address as it appears on the records of the Association.) Notice shall be deemed delivered upon issuance (“*Effective Delivery*”).

4.6 Proposals by Members. Subject to the Articles of Incorporation, the Members who intend to nominate persons to the Executive Committee or propose any other action at the annual meeting of Members must timely notify the Secretary of the Association of such intent. To be timely, a Member's notice must be received at the Principal Office not less than fifteen (15) days prior to the date of such meeting. Such notice must be in writing and must include:

(a) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the meeting;

(b) the name and record address of the Member proposing such business; and

(c) and any material interest of the Member in such business. The Executive Committee reserves the right to refuse to submit any such proposal to Members at an annual meeting if, in its judgment, the information provided in the notice is inaccurate or incomplete.

4.7 Waiver of Notice. Attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except when the Member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

4.8 Quorum. Except as otherwise required by law, at least one-third of all of the Members, present in person, shall constitute a quorum for all purposes at any meeting of the Members. If such quorum is not reached, the meeting will be adjourned and shortly thereafter, but no earlier than ten (10) days and no later than thirty (30) days, another meeting of the Members shall be called. Eighty percent (80%) of the Members present at the subsequent meeting may waive the quorum requirement and conduct business. This process shall repeat until the quorum is met or waived as provided herein. No new agenda shall be introduced in any subsequent meeting(s).

4.9 Organization. Such person as the Executive Committee may have designated or, in the absence of such a person, the highest ranking officer of the Association who is present shall call to order any meeting of the Members, determine the presence of a quorum, and act as the chairperson of the meeting. In the absence of the Secretary of the Association, the Chairperson shall appoint someone to act as the Secretary at the meeting.

4.10 Conduct of Business. The Chairperson of any meeting of Members shall determine the order of business and the procedure at the meeting, including such regulations of the manner of

voting and the conduct of discussion as he or she deems in order.

4.11 Voting by Members.

(a) Each spouse in a family membership shall have one (1) vote. All other Members, except for the Associate Members, shall have one (1) vote.

(b) A plurality of the votes of the Members present in person at the meeting shall determine all elections and, except when these Bylaws require otherwise, the affirmative vote of a majority of the Members present in person at the meeting and entitled to vote shall determine all other matters. The Members may vote by voice or by ballot vote on all matters.

**ARTICLE 5**

**EXECUTIVE COMMITTEE**

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5.1 Powers and Functions.

(a) The Executive Committee shall manage the property, business and affairs of the Association. The Executive Committee is also responsible for presenting updated accounts of the Association to the General Body.

(b) 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 sixty percent (60%) of the Members; the said consent to be obtained at a meeting duly convened for that purpose, or by a mail/email census or by a combination thereof.

(c) The Executive Committee has the power, by unanimous vote to request a member (“*Offending Member*”) to surrender his/her membership if it, in its sole discretion determines, that the Offending Member has materially violated the rules and regulations of the Association, has had a formal criminal complaint alleging a felony filed against him/her with law enforcement authorities or has been convicted of a felony. The Executive Committee shall give the Offending Member an opportunity to address the Executive Committee and defend himself/herself prior to such vote. If an Offending Member who voluntarily surrenders his/her membership later qualifies for membership, membership will not be allowed unless the Executive Committee, by unanimous vote, allows the Offending Member to become a member. If an Offending Member does not surrender his/her membership he/she shall have the opportunity to defend himself/herself in a subsequent meeting (special or other) of the General Body. The affirmative vote of a majority of the Members present in person at the meeting and entitled to vote shall determine if the Offending Member shall continue to be a member of the Association. If an Offending Member who has been removed by the General Body later qualifies for membership, membership will not be allowed unless approved by an affirmative vote of the majority of the Members present in person at the next scheduled General Body meeting. A removed member is barred from any association with the Association.

5.2 Number. The number of members who shall constitute the Executive Committee shall equal seven (7) (including one (1) Treasurer and one (1) Secretary), however the Executive Committee may consist of no less than five (5) members due to resignations of existing Executive Committee members. In the event the number of Executive Committee members becomes four (4) or less, a special meeting of the Members of the Association shall be called within two (2) months of such an event to elect that number of Executive Committee members which have resigned. Such election shall be in accordance with Section 5.3 hereof.

5.3 Election of Executive Committee Members and Term of Office. The Members of the Association shall elect members of the Executive Committee at the annual meeting. The Members of the Association shall elect all seven (7) members of the Executive Committee at the annual meeting consisting of: (a) five (5) general members, (b) one (1) Treasurer, and (c) one (1) Secretary. The Treasurer and the Secretary are a part of the Executive Committee, and all references to the Executive Committee shall include the Treasurer and the Secretary, unless expressly stated otherwise. The term of office for all Executive Committee members shall be two (2) years. No member shall be allowed to serve on the Executive Committee for more than two (2) consecutive terms unless otherwise approved by an eighty percent (80%) majority vote at a meeting of the general body.

5.4 Resignations. Any Executive Committee member may resign at any time by giving written notice to the Executive Committee or to the Secretary of the Association. Any resignation shall take effect upon receipt or at the time specified in the notice. Unless the notice specifies otherwise, the effectiveness of the resignation shall not depend upon its acceptance.

5.5 Removal. A Member may at any annual meeting move to pass a vote of "NO CONFIDENCE" against any member of the Executive Committee. The motion will have to be seconded, and will pass only on approval of a seventy-five percent (75%) majority of the General Body. Upon the passing of a "NO CONFIDENCE" vote, such member of the Executive Committee shall no longer be a member of the Executive Committee, and the General Body shall elect a replacement in accordance with these Bylaws.

An Executive Committee member shall relinquish his/her post if he or she does not attend three (3) consecutive Executive Committee meetings, or he or she does not attend five (5) Executive Committee meetings during his or her term of office. The above mentioned requirement may be overruled by a majority vote of the Executive Committee in exceptional circumstances.

A majority of the Executive Committee may censure or demand resignation of any Executive Committee member, who is found to be delinquent in his or her duties or found to be guilty of misconduct, subject to the approval by the General Body.

5.6 Chairperson of the Executive Committee. The office of the Chairperson of the Executive Committee shall be determined, every one (1) year, by a majority vote of the Executive Committee.

5.7 Officer Bearer; Family Members on Executive Committee. Only Members eighteen (18) years or older that have been Members for at least six (6) months immediately preceding the elections may serve on the Executive Committee or committee(s) of the Executive Committee ("Sub-Committee"). No two (2) members of an immediate family shall serve on the Executive Committee at any one time. However, two (2) members of an immediate family may serve on the same Sub-Committees at the same time.

**ARTICLE 6**

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**MEETINGS OF EXECUTIVE COMMITTEE MEMBERS**

6.1 Regular Meetings. The Executive Committee may hold regular meetings at such places, dates and times as the Executive Committee shall establish. The Executive Committee shall meet at least once every three (3) months and the minutes of all meetings shall be recorded. The Chairperson may call an Executive Committee meeting as often as necessary. Notice of all Executive Committee meetings must be provided to all Executive Committee members.

6.2 Place of Meetings. All meetings of the Executive Committee shall be held at the Principal Office unless prevented by exigent circumstances, such location to be specified in the notice of the meeting.

6.3 Meetings by Telecommunications. The Executive Committee or any Sub-Committee may hold meetings by means of conference telephone or similar telecommunications equipment or communications technology that enable all persons participating in the meeting to hear each other. Such participation shall constitute presence in person at such meeting.

6.4 Special Meetings. Any four (4) members of the Executive Committee may call a special meeting of the Executive Committee.

6.5 Notice of Special Meetings. The person or persons calling a special meeting of the Executive Committee shall give written notice to each member of the Executive Committee as to time, date, and purpose of the meeting not less than eight (8) days before the date of the meeting. Notice shall be given to the Members via personal delivery, email (if an email address has been provided by the Member), or by United States mail (at the address as it appears on the records of the Association). An Executive Committee member may waive notice of any special meeting to himself/herself, and any meeting without notice shall be deemed to be a legal meeting if all the Executive Committee members are present or if those not present sign either before or after the meeting a written waiver of notice, a consent to such meeting, or an approval of the minutes of the meeting. A notice or waiver of notice need not specify the purposes of the meeting or the business which the Executive Committee will transact at the meeting.

6.6 Waiver by Presence. Except when expressly for the purpose of objecting to the legality of a meeting, a Executive Committee member's presence at a meeting shall constitute a waiver of notice of such meeting.

6.7 Quorum. A majority of the Executive Committee members then in office shall constitute a quorum for all purposes at any meeting of the Executive Committee. No proxies shall be given by Executive Committee members to any person for purposes of voting or establishing a quorum at an Executive Committee meeting.

6.8 Conduct of Business. The Executive Committee shall transact business in such order and manner as the Executive Committee may determine. The Executive Committee shall determine all matters by the vote of a majority of the Executive Committee members present at a meeting at which a quorum is present.

6.9 Action by Consent. The Executive Committee or a Sub-Committee may take any required or permitted action without a meeting if all members of the Executive Committee or Sub-

Committee consent thereto in writing and such consent is filed with the minutes of the proceedings of the Executive Committee or Sub-Committee.

## ARTICLE 7

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### SUB-COMMITTEES

7.1 Sub-Committee. The Executive Committee may designate, by a vote of a majority of the Executive Committee, Sub-Committees. A Sub-Committee shall serve at the pleasure of the Executive Committee and shall possess such lawfully delegable powers and duties as the Executive Committee may confer.

7.2 Selection of Sub-Committee Members. The Executive Committee shall elect by a vote of a majority of the Executive Committee members, an Executive Committee member or members to serve as the member or members of a Sub-Committee. By the same vote, the Executive Committee may designate other Executive Committee members as alternate members who may replace any absent or disqualified member at any meeting of a Sub-Committee.

7.3 Conduct of Business. Each Sub-Committee may determine the procedural rules for meeting and conducting its business and shall act in accordance therewith, except as the law or these Bylaws require otherwise. Each Sub-Committee shall make adequate provision for notice of all meetings to its members. A majority of the members of the Sub-Committee shall constitute a quorum, unless the Sub-Committee consists of one or two members. In that event, one member shall constitute a quorum. A majority vote of the members present shall determine all matters. A Sub-Committee may take action without a meeting if all the members of the Sub-Committee consent in writing and file the consent or consents with the minutes of the proceedings of the Sub-Committee.

7.4 Authority. Any Sub-Committee, to the extent the Executive Committee provides, shall have and may exercise all the powers and authority of the Executive Committee in the management of the business and affairs of the Association. However, no Sub-Committee shall have any power or authority with regard to amending the Articles of Incorporation, recommending to the Members a dissolution of the Association, or amending these Bylaws.

7.5 Minutes. Each Sub-Committee shall keep regular minutes of its proceedings and report the same to the Executive Committee when required.

## ARTICLE 8

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### OFFICERS

8.1 Officers of the Association. The officers of the Association shall consist of a Chairperson, a Secretary, and a Treasurer. The same person may not hold at the same time two or more offices.

8.2 Election and Term. The Executive Committee shall elect the Chairperson of the Association. The Secretary and Treasurer shall be elected by the Members at a properly called meeting. Each officer shall hold office until the earlier of his/her death, resignation, removal or disqualification, expiration of his/her term, or until his successor has been elected and qualified.

8.3 Removal of Officers. The Executive Committee may remove the Chairperson with or without cause.

8.4 Resignation of Officers. Any officer may resign at any time by giving written notice to the Executive Committee. Any such resignation shall take effect when the notice is received or at such date as specified therein. Unless otherwise specified in the notice, the Executive Committee need not accept the resignation to make it effective.

8.5 Chairperson. The Chairperson shall be the chief spokesperson of the Association on all occasions during his or her term of office. The Chairperson shall preside over all General Body and Executive Committee meetings, call General Body and Executive Committee meetings in accordance with these Bylaws, 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.

8.6 Secretary. 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, records, correspondence, contracts, and other documents belonging to the Association.

8.7 Treasurer. The Treasurer shall collect all membership dues, deposit and make disbursements of all monies of the Association, provided that no disbursements shall be made except upon resolution of the Executive Committee. The Treasurer shall keep an updated record of the accounts of the Association for inspection at General Body meetings.

With the exception of checks not exceeding \$2,500 which may be signed by the Treasurer singly or by any one other signatory to the bank account as elected by the Executive Committee, all other checks issued in connection with expenses incurred on behalf of the Association, Association Deeds, transfers, licenses, contracts and engagements on behalf of the Association shall be counter-signed by the Treasurer with one other member of the Executive Committee designated by the Executive Committee.

8.8 Delegation of Authority. Notwithstanding any provision of these Bylaws to the contrary, the Executive Committee may delegate the powers or duties of any officer to any other officer or agent.

8.9 Vacancies. The Executive Committee may fill any vacancy in any office because of death, resignation, removal, disqualification or any other cause in the manner in which these Bylaws prescribe for the regular appointment to such office.

## **ARTICLE 9**

### **FEZANA REPRESENTATIVE**

#### **9.1 Responsibilities.**

(a) The Federation of Zoroastrian Association of North America (FEZANA) representative (“FEZANA Representative”) will be the representative of the Association at FEZANA and shall be required to attend every FEZANA meeting. In the event that the FEZANA Representative is unable to attend a FEZANA meeting or has resigned or been removed and the vacancy has not filled within a reasonable time before a FEZANA meeting, the Executive Committee shall elect a substitute representative by at least a majority vote to attend such meeting.



(b) The FEZANA Representative shall provide a report (for publication in the Manashni), within thirty (30) days, of every FEZANA meeting that he/she attends, for the purpose of apprising the Members of significant issues and current activities at FEZANA. The FEZANA Representative shall follow voting directions of the Executive Committee and shall communicate the Executive Committee's views at FEZANA meetings. Major issues to be discussed at upcoming FEZANA meetings shall be presented to the Members at the Annual or Special meetings of the Members. The FEZANA Representative is required to attend all Executive Committee meetings, but shall have no voting rights.

9.2 Eligibility.

(a) Must be a Member for at least two (2) consecutive years immediately preceding the date on which he/she stands for election thereof.

(b) Must be willing to incur all expenses to attend the FEZANA meetings however, these expenses may be subsidized or reasonable expenses paid for, at the sole discretion of the Executive Committee.

9.3 Election and Term. The FEZANA Representative shall be elected by the General Body to serve for a term of two (2) years. A FEZANA Representative can serve for no more than two (2) consecutive terms unless approved by 80% of the voting Members at a General Body meeting.

9.4 Resignation. The FEZANA Representative may resign at any time by giving written notice to the Executive Committee. Any resignation shall take effect upon receipt or at the time specified in such notice. Unless the notice specifies otherwise the resignation shall not depend upon acceptance.

9.5 Removal. The General Body can remove the FEZANA Representative by 80% of the voting Members at a General Body Meeting.

**ARTICLE 10**  
**ATASH KADEH**

**Comment [AT1]:** New Article Added for Atash Kadeh

10.1 Introduction. Under a Memorandum of Understanding between the Zoroastrian Association of Houston, hereinafter referred to as "ZAH", and Feroze and Shernaz Bhandara, trustees of the Bhandara Foundation, hereinafter referred to as "Donors", the Donors have agreed to defray the cost of construction of an Atash Kadeh, to be a stand-alone structure on the grounds of ZAH. The Atash Kadeh, hereinafter referred to as "the Property", will be wholly owned by the ZAH. It will be managed and administered by the Atash Kadeh Governing Body, herein after referred to as "Governing Body" as defined in Article 10.3 hereunder.

10.2 Objectives: To expand the objectives as stated in Article 2 of these Bylaws by providing for:

- (a) Place of worship for all Zoroastrians.
- (b) Facilities for the observance of the religious customs, rituals, practices and traditions of the Zoroastrian religion, the preservation, dissemination and advancement thereof.
- (c) Facilities for the celebration of Zoroastrian religious feasts, rituals and ceremonies.

10.3 Management and administration. The Atash Kadeh will be managed and administered by a Governing Body comprising five [5] members whose composition and terms of office shall be as under:

(a) Two [2] Zoroastrians to be appointed by the Donors to serve for a period at the pleasure of the Donors. The Donors shall have the right to replace either or both of them at any time.

(b) One [1] to be elected by the ZAH members from among the ZAH membership, who is also a North American Mobed Council (NAMC) member residing in the greater Houston metropolitan area who has been a resident for at least 5 years, to serve for the first elected period of two (2) years, and thereafter a member shall be elected to serve for a period of four (4) years. In the event an NAMC member is not available for election, then an ordained Zoroastrian priest, recognized by the NAMC shall qualify for election, all other requirements shall remain unchanged.

(c) Two [2] to be elected by the members of ZAH at their annual general meeting, one at the first election for an initial period of two (2) years and the other for a period of four [4] years from among those ZAH members who have been members for a continuous period of no less than ten [10] years. Thereafter both members will be elected to serve for a period of four (4) years.

No member of the Governing Body shall simultaneously serve on the ZAH Executive Committee. No elected member of the Governing Body may serve for more than two consecutive terms, unless otherwise approved by an 80% majority vote at the meeting of the General Body. No two (2) elected members of an immediate family may serve at the same time on the Governing Body.

A majority of the Governing Body members shall constitute a quorum for all purposes at any meeting of the Governing Body. No proxies shall be given by the Governing Body members for the purposes of voting or establishing a quorum at a Governing Body meeting.

In the event two or more elected members of the Governing Body are unable to serve, a special meeting of ZAH shall be called within two (2) months to elect the replacement of the departing members to serve for the remainder of their terms.

The Governing Body from among themselves shall elect every two years a Chairman and Secretary. This does not prevent the same member to be reelected to such office for subsequent two year terms. In the event that such officer is unable to fulfill the duties and obligations of their office, then the Governing Body may elect an alternate at any time.

10.4 Duties and responsibilities of the Governing Body.

(a) To ensure that the Property is kept in good repair at all times.

(b) To keep the Property clean and well maintained at all times as befitting a place of worship.

(c) To ensure adherence of requirements of Article 10.5 hereunder.

(d) To receive and acquire gifts, donations, legacies and devices.

(e) To define, update and ensure compliance with the operating guidelines of the Atash Kadeh.

(f) To maintain minutes of all meetings held by them. A copy of the approved minutes shall be submitted to the EC in a timely manner.

(g) To prepare a budget for each year to be presented to the Executive Committee and to submit an account of all incomes and expenses, including but not limited to donations and fees received for ceremonies held in the Property, expenses incurred in the upkeep, maintenance and repair of the Property, etc. to the Executive Committee prior to the close of each financial year. The EC will assist the Governing Body with raising funds to cover any shortfall.

(h) The fiscal year for all purposes shall be the same as that in Article 13.1.

(i) To present a report and accounts for the preceding fiscal year to the ZAH members at their Annual General Meeting.

(j) To solicit the help and/or recruit the assistance of any person in carrying out or furthering the objectives laid out in this Article.

#### 10.5 Rules for Use of the Property.

(a) The Property shall be accessible at all times, and during all rituals and ceremonies performed therein for:

i. All ZAH members and their families,

ii. Zoroastrian non-members and their families, and

iii. Non-Zoroastrians who are not ZAH members when accompanied by a ZAH member.

(b) Only Zoroastrian prayers, rituals and ceremonies, consistent with traditional practices in India/Pakistan/Iran, shall be performed only by ordained Zoroastrian priests, that are recognized by the NAMC.

(c) Rituals and ceremonies, including Navjote of a child of at least one Zoroastrian parent, marriage ceremonies of couples of whom at least one is a Zoroastrian, and post-funeral ceremonies, such as Sarosh and Uthamna, for deceased members of ZAH, non member Zoroastrians, or their Zoroastrian relatives, shall be performed only by ordained Zoroastrian priests, as recognized by the NAMC.

10.6 Amendment of Article 10. Amendment to Article 10 of these by-laws shall require unanimous agreement of the Governing Body of the Atash Kadeh and minimum of 90% majority vote from the eligible member's present, as specified in Article 12.3.

## ARTICLE 1011

### INDEMNIFICATION

1011.1 Definitions. In this Article:

(a) "Indemnitee" means any present or former Executive Committee Member.

(b) "Proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratve or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding, that is related to or arises out of the Indemnitee's conduct related to the Association.

1011.2 Indemnification. The Association shall indemnify every Indemnitee against all judgments, penalties, fines, amounts paid in settlement and reasonable expenses actually incurred by the Indemnitee in connection with any Proceeding in which he was, is or is threatened to be named defendant or respondent, or in which he was or is a witness without being named a defendant or

Comment [AT2]: Renumbered Article 10 to Article 11, all sections renumbered as well.

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respondent, by reason, in whole or in part, of his serving or having served, or having been nominated or designated to serve, in any of the capacities referred to in Section 9.1(a), if it is determined in accordance with Section 9.4 that the Indemnitee (a) conducted himself in good faith, (b) reasonably believed that his conduct was in the Association's best interests and, in all other cases, that his conduct was at least not opposed to the Association's best interests, and (c) in the case of any criminal proceeding, had no reasonable cause to believe that his conduct was unlawful. No indemnification shall be made under this Section 9.2 in respect of any Proceeding in which such Indemnitee shall have been (x) found liable on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from an action taken in the Indemnitee's official capacity, or (y) found liable to the Association. The termination of any Proceeding by judgment, order, settlement or conviction, or on a plea of nolo contendere or its equivalent, is not of itself determinative that the Indemnitee did not meet the requirements set forth in clauses (a), (b) or (c) in the first sentence of this Section 9.2. An Indemnitee shall be deemed to have been found liable in respect of any claim, issue or matter only after the Indemnitee shall have been so adjudged by a court of competent jurisdiction after exhaustion of all appeals therefrom. Reasonable expenses shall, include, without limitation, all court costs and all fees and disbursements of attorneys for the Indemnitee. The indemnification provided herein shall be applicable whether or not negligence or gross negligence of the Indemnitee is alleged or proven.

**110.3 Determinations.** Any indemnification (unless ordered by a court of competent jurisdiction) shall be made by the Association only upon a determination that indemnification of the Indemnitee is proper in the circumstances because he has met the applicable standard of conduct. Such determination shall be made (a) by the Executive Committee by a majority vote of a quorum consisting of Executive Committee members who, at the time of such vote, are not named defendants or respondents in the Proceeding; (b) if such a quorum cannot be obtained, then by a majority vote of a committee of the Executive Committee members, duly designated to act in the matter by a majority vote of all Executive Committee members (in which designated Executive Committee members who are named defendants or respondents in the Proceeding may participate), such committee to consist solely of two (2) or more Executive Committee members who, at the time of the committee vote, are not named defendants or respondents in the Proceeding; (c) or by the Members in a vote.

**101.4 Effect of Amendment.** No amendment, modification or repeal of this Section or any provision hereof shall in any manner terminate, reduce or impair the right of any past, present or future Indemnitees to be indemnified by the Association, nor the obligation of the Association to indemnify any such Indemnitees, under and in accordance with the provisions of the Section as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

## ARTICLE ~~12~~4

### AMENDMENTS

**124.1 Proposals for Amendment.** Any Member over the age of eighteen (18) years may propose an amendment to the Articles of Incorporation or Bylaws by sending a written amendment, seconded by at least seven (7) other Members. These proposals may be sent on to the Executive Committee at any time, but will be presented to the General Body at either an annual meeting or a special meeting. The Executive Committee shall have the right to present its

**Comment [AT3]:** Renumbered Article 11 to Article 12, subsequent sections renumbered. Added new section 12.3

views on the proposed amendment(s) at such meeting. Once an amendment has been passed, it shall become part of the operating laws and shall be subject to future amendments in the prescribed manner.

~~12.2~~ Super-majority Vote Required. Amendments to the Bylaws shall require the approval of a two-thirds (2/3) majority of the eligible Members present and voting at a meeting convened for such purpose.

An amendment to the Articles of Incorporation shall require a minimum of 90% majority vote from the eligible Members present and voting at a meeting convened for such purpose. This amendment upon being so accepted shall become operative immediately subject to the approval of the office of Secretary of State of Texas.

12.3 Amendment to Article 10 of these bylaws shall require unanimous agreement of the Governing Body of the Atash Kadeh and minimum of 90% majority vote from the eligible members present. The quorum for the meeting at which amendments to Article 10 are proposed shall in no event be less than one-third of all of the members, to be present in person.

**Comment [AT4]:** New section 12.3 added for Atash Kadeh amendment process

## **ARTICLE 12.3**

### **MISCELLANEOUS**

~~12.1~~ Fiscal Year. The fiscal year of the Association shall be the year ending August 31<sup>st</sup> (“*Fiscal Year*”). The Executive Committee shall have the authority to change the Fiscal Year of the Association.

~~12.2~~ Audit of Accounts. If the accuracy of the accounts or records of the Association are challenged by a Member, the issue shall be put on the agenda for the subsequent meeting of the General Body and the Executive Committee shall propose names of independent auditors to be hired to conduct the audit. If the motion to call for an audit is passed by a majority of Members present at such meeting, such majority shall also select the independent auditor that should be hired by the Executive Committee to conduct the audit and the Executive Committee shall accordingly hire such auditor. Results of the audit shall be presented at the next meeting of the General Body. No member of the Executive Committee shall be appointed as auditor.

~~12.3~~ Language. The Chairperson shall conduct all meetings in English, except if the majority of the 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 Chairperson to conduct the meeting. Even when the Chairperson 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 that language. Minutes of all meetings shall be recorded in English.

~~12.4~~ Remuneration. No member of the Association or the Executive Committee or a Sub-Committee shall receive any remuneration from the Association for services rendered, and no member shall use the Association in any way what-so-ever for personal gain.

~~12.5~~ Amended and Restated. These Amended and Restated Bylaws constitute the entire Bylaws of the Association, and amend and restate in its entirety any and all former Bylaws of the Association.

**Comment [AT5]:** Renumbered Article 12 to Article 13. Subsequent sections also renumbered

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The undersigned hereby certifies that the foregoing constitutes a true and correct copy of the Bylaws of the Association as adopted by the Members on the \_\_\_ day of \_\_\_\_\_, 20\_\_.

Executed as of this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Secretary

DRAFT

