

Amendment to ZAH By-laws

Proposal to amend ZAH By-laws based on the outcome of a review of the current ZAH By-laws done by the ZAH Executive Committee.

Proposed by – Jasmine Mistry on behalf of the ZAH Executive Committee, residing at 14303 Sandy Ripple Court, Sugar Land, TX 77498.

Seconded by – Percy Katrak, Khursheed B Dastur, Kershaw Khumbatta, Nikita Gagrat, Farokh Billimoria, Khursheed Hormuzdi and Nazanin Sarkari.

Background:

Articles of ZAH's By-laws have gone through multiple changes over the past years, and so the Executive Committee decided to review the By-laws in its entirety to ensure that the changes have not compromised the integrity of the By-laws. The following was concluded from this review resulting in this proposal

- A. ZAH By-Laws do not provide clarity on what needs to be done when an existing EC Member who has not completed his/her current term decides to run for another open position on the Executive Committee.
- B. The Atash Kadeh Article 10 of the By-laws has a very stringent requirement for a person to be a ZAH member for 10 continuous years in order to become eligible to serve on the Atash Kadeh Committee. This requirement has made it very difficult to fill vacant positions on the Atash Kadeh Committee with Members of the Association who are willing to serve on the Atash Kadeh Committee.
- C. There are several inconsistencies, spelling errors, and grammatical errors in the By-laws.

Proposal:

The changes being proposed do not change the functions of any of the Executive Committee officers/members nor does it add/change any additional power/responsibilities to any Executive Committee Member/Officer position.

Part A:

- A. It is proposed that the General Body consider the resolution below and the following changes to Articles 5.3 and 5.5 of the amended and restated ZAH By-laws (changes highlighted in yellow)

"Resolved that an Executive Committee member/officer who wishes to run for another open position (i.e. other than the one that they currently hold), before the end of their two-year term (which will be counted as one full term), shall first submit their resignation from their current position before running for the new position."

Current Article 5.3 reads:

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) four (4) general members, (b) one (1) Chairperson, (c) one (1) Treasurer, and (d) one (1) Secretary. The Chairperson, the Treasurer and the Secretary are a part of the Executive Committee, and all references to the Executive

Committee shall include the Chairperson, 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.

Proposed Revision to Article 5.3

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 **general** meeting. The members of the Association shall elect all seven (7) members of the Executive Committee at the annual general meeting consisting of: (a) four (4) general members, (b) one (1) Chairperson, (c) one (1) Treasurer, and (d) one (1) Secretary. The Chairperson, the Treasurer, and the Secretary are a part of the Executive Committee, and all references to the Executive Committee shall include the Chairperson, the Treasurer, and the Secretary, unless expressly stated otherwise. The term of office for all Executive Committee members shall be two (2) years, **or less if the member elects to resign prior to the completion of his/her two-year term**. 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.

Current Article 5.5 reads:

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 By-laws.

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.

Proposed Revision to Article 5.5

5.5 Removal. A Member may at any annual **general** 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 at a meeting 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 By-laws.

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 of a seventy-five percent (75%) majority at a meeting of by the General Body.

A then serving Executive Committee member must resign, in writing, from his or her current position on the Executive Committee effective on the date of the AGM before such individual is permitted to run for a different position on the Executive Committee ("Resignation Notice"). An Executive Committee member must deliver the Resignation Notice to the Executive Committee no later than six (6) weeks prior to AGM. Any then serving Executive Committee member who fails to timely deliver the Resignation Notice shall be disqualified from the race for such other position on the Executive Committee that he or she intended to run.

Part B:

- B. It is proposed that the General Body consider the resolution below and the following changes to Article 10.3c of the amended and restated ZAH By-laws (changes highlighted in yellow)

"Resolved that the ZAH member requirement eligibility to serve on the Atash Kadeh Committee be adjusted from 'a continuous period of no less than ten (10) years' to 'a continuous period of no less than five (5) years.'"

Current Article 10.3c reads:

(c) Two (2) Zoroastrians to be elected by the members of the Association 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 Members who have been Members for a continuous period of no less than ten (10) years immediately preceding such election. Thereafter both members shall be elected to serve for a period of four (4) years.

Proposed Revision to Article 10.3c

(c) Two (2) Zoroastrians to be elected by the members of the Association 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 Members who have been Members for a continuous period of no less than **five (5)** years immediately preceding such election. Thereafter both members shall be elected to serve for a period of four (4) years.

Part C:

- C. It is proposed that the General Body consider the resolution below and the changes to Articles (Sub-title, 1.1c, 1.2, 4.1, 4.6, 4.6a, 4.6b, 4.6c, 5.2, 5.3, 5.5, 6.6, 8.1, 8.2a, 8.2b, 8.6, 9.1a, 9.1b, 9.2b, 9.5, 12.1 of the amended and restated ZAH By-laws as highlighted in blue on the enclosed By-laws document.

"Resolved that the inconsistencies in the By-laws, grammatical errors and misspellings be rectified to maintain the integrity, and clarity of the ZAH By-laws."

Examples of the inconsistencies include the use of terms such as "Annual Meeting" instead of "Annual General Meeting" across multiple Articles; in Article 5.4 one section of the Removal clause requires – "approval of a seventy-five percent (75%) majority of the General Body", whereas another section requires "approval by the General Body." Additionally there are multiple grammatical and spelling errors which are being rectified.

The changes pertaining to Part C of the proposal are outlined in the enclosed document – "ZAH Bylaws - Amended with highlights for AGM 2023" as highlighted in blue on the enclosed By-laws document.