

AMENDED AND RESTATED BYLAWS

of

Zarathushti Cultural Center of Delaware Valley, Inc. (ZACUCE)

A New Jersey Nonprofit Corporation

ARTICLE 1 - DEFINITIONS

Section 1.1. Definitions.

The following terms used in these Bylaws shall have the meanings set forth below.

- A. "Act" means the New Jersey Nonprofit Corporation Act of 1983, as amended.
- B. "ZACUCE" means Zarathushti Cultural Center of Delaware Valley, Inc.
- C. "Board" means the Board of Trustees of ZACUCE.
- D. "Trustee" means an individual serving on the Board.

Section 1.2. Statutory Definitions.

Other capitalized terms used in these Bylaws shall have the applicable meanings set forth in New Jersey Statutes Annotated 15A:1-2.

ARTICLE 2 - PURPOSES

Section 2.1. Purposes.

The general purpose of ZACUCE is to promote cultural, religious, and educational awareness and to primarily acquire a site to use as a Zoroastrian cultural and religious center.

ARTICLE 3 - OFFICES

Section 3.1. Offices.

The registered office of ZACUCE shall be located in New Jersey. ZACUCE may have any number of other offices at such places as the Board may determine.

ARTICLE 4 - SEAL

Section 4.1. Seal.

The Board of Trustees may adopt a seal which shall be the Corporate Seal. The seal shall be in a circle and may inscribe thereon the name using the words "Corporate Seal Zarathushti Cultural Center of Delaware Valley, Inc. (ZACUCE)."

The corporate seal of ZACUCE shall be under the control of the Board of Trustees, who will be responsible for its safekeeping. The use of the Seal shall be determined by the Board from time to time.

ARTICLE 5 - MEMBERS

Section 5.1. No Members.

ZACUCE shall have no members.

ARTICLE 6 - BOARD OF TRUSTEES

Section 6.1. Board of Trustees.

The business and affairs of ZACUCE shall be managed under the direction of the Board of Trustees. The powers of ZACUCE shall be exercised by, or under the authority of the Board except as otherwise provided by statute, these Bylaws or a resolution adopted by the Board.

Section 6.2. Qualifications of Trustees.

Each Trustee shall be a natural person of full age who need not be a resident of New Jersey. Only one person per family may serve as a Trustee. Trustees shall also be practicing Zarathushti members and eligible members of the Zoroastrian Association of Pennsylvania and New Jersey ("ZAPANJ").

Section 6.3. Number and Election of Trustees.

The Board shall consist of seven (7) Trustees. The Trustees shall be elected by the Board at the annual meeting of the Board. Each Trustee shall be elected for a term of two (2) years.

Section 6.4. Term of Office.

Each Trustee shall hold office until (a) the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified or (b) his or her earlier death, resignation or dismissal.

Section 6.5. Procedure for Nomination of Candidates for Trustee.

(a) No person shall be eligible for election as a Trustee at a meeting of the Board unless he or she has been duly nominated in accordance with the procedure specified in paragraph (b) of this Section.

(b) The President of the meeting shall announce at the meeting of the Board the number of Trustees to be elected at the meeting, shall declare that the nominations of candidates for election as Trustee are open and shall call for nominations from the floor. Nominations may be made by any Trustee or his or her proxy who is entitled to vote at the meeting and who is present at the meeting in person. Nominations need not be seconded. After nominations have been made, the chairman of the meeting shall, on motion, declare the nominations closed, and thereafter no further nominations may be made.

Section 6.6. Voting Rights.

Every Trustee shall be entitled to one vote on all matters properly presented to the Board of Trustees for a vote.

Section 6.7. Proxy Voting.

Every Trustee entitled to vote may authorize another Trustee to act for him or her by proxy. Every proxy shall be executed in writing by the Trustee. A proxy shall not be valid for more than 6 months.

Section 6.8. Vacancies.

Vacancies in the Board, including vacancies resulting from an increase in the number of Trustees, shall be filled by the vote of a majority of the remaining Trustees. Each person so elected shall be a Trustee to serve for the balance of the unexpired term.

Section 6.9. Removal of Trustees.

A Trustee may be disqualified if he or she: (1) no longer subscribes to the objectives of ZACUCE; (2) misappropriates ZACUCE funds; or (3) fails to attend two-thirds of the Board meetings in a calendar year or any three consecutive meetings.

In case the conduct of an officer or Trustee is not found to be in the interest of ZACUCE, the other Trustees shall duly warn him/her orally at a meeting. If, despite such a warning, his or her behavior does not improve in the opinion of the remaining Trustees, he or she shall be removed by a board resolution at a board meeting upon the affirmative vote of at least five (5) Trustees. The Trustee will receive a minimum 21-day notice of the proposed action before such a meeting at which he or she will be given an opportunity to defend himself or herself.

Section 6.10. Resignations.

Any Trustee may resign at any time by giving written notice to ZACUCE. The resignation shall be effective upon receipt by ZACUCE or at such subsequent time as may be specified in the notice of resignation.

ARTICLE 7 - COMMITTEES

Section 7.1. Establishment and Powers.

The Board may, by resolution adopted by a majority of the Trustees, establish one or more committees. Each committee shall consist of one or more Trustees of ZACUCE, with the remaining committee members drawn preferably from ZAPANJ members. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all of the powers and authority of the Board, except that no committee shall have any power to:

- (a) Make, alter, or repeal any bylaw of ZACUCE.
- (b) Elect or appoint any Trustee, or remove any officer or Trustee, including filling any vacancies in the Board.
- (c) Act on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.
- (d) Amend or repeal any resolution of the Board.

Section 7.2. Term.

Each committee of the Board shall serve at the pleasure of the Board.

Section 7.3. Committee Organization.

Each committee shall keep regular minutes of its proceedings and report the same to the Board at each regular meeting. Each committee shall determine its own organization and times and places of meetings unless the Board otherwise directs.

ARTICLE 8- MEETINGS OF TRUSTEES

Section 8.1. Place of Meetings.

Meetings of the Board may be held at such place as the Board may appoint or as may be designated in the notice of the meeting.

Section 8.2. Annual Meeting.

Unless the Board provides by resolution for a different time, the annual meeting of the Board, for the election of Trustees and the transaction of any other business which may be brought before the meeting, shall occur in July of each calendar year.

Immediately after each annual election of Trustees, the newly constituted Board shall meet without prior notice at the place where such election of Trustees was held, or at any other place and time designated in a notice given as provided in Section 10.1, for the purposes of organization, election of officers, and the transaction of other business.

Section 8.3. Regular and Special Meetings.

Regular meetings of the Board may be held at such places and times as are necessary to carry on the business of ZACUCE. The secretary on behalf of the Board may call regular meetings. The President on his or her own initiative or written notice of any three Trustees may call special meetings. Not less than 7 days notice of any regular meeting or a 3 days notice for a special meeting of the Board shall be given to each Trustee.

Section 8.5. Quorum.

A majority of Trustees of the Board shall constitute a quorum for the transaction of business at any meeting.

Section 8.6. Participation in Meetings.

One or more Trustees may participate in a meeting of the Board or a committee by means of conference telephone or similar communications equipment of which all persons participating in the meeting can hear each other.

Section 8.7. Organization.

Every meeting of the Board shall be presided over by the President, or in the absence of the President, a Vice President, or in the absence of the President and Vice President, a chairman chosen by a majority of the Trustees present. The Secretary, or in his or her absence, a person appointed by the chairman, shall act as Secretary.

Section 8.8. Consent of Trustees in Lieu of Meeting.

Any action which may be taken at a meeting of the Trustees may be taken without a meeting, if a written consent, setting forth the action so taken, is signed by all Trustees and filed with the Secretary of ZACUCE.

ARTICLE 9 - OFFICERS

Section 9.1. Qualifications of Officers.

The officers shall be natural persons who are Trustees and who have been initiated into the Zarathushti faith.

Section 9.2. Election and Term of Office.

The officers of ZACUCE shall be elected by the Board at the annual meeting of the Board. The term of office shall be for two consecutive years from the date of election, except when an officer is elected or appointed to fill in a vacancy, in which case it shall be for the remainder of the officer's term.

Each officer shall hold the office until the end of his/her term and/or until a successor is elected and qualified by the Trustees.

Section 9.3. General Duties of Officers

Every Officer shall be deemed to have assumed office with the absolute understanding, in full agreement to and on the condition of upholding the rights and requirements of the Zarathushti community, the Zarathushti religion, and ZACUCE Bylaws.

Section 9.4. The President.

The President shall:

1. Exercise general supervision over the interest, welfare, and business of ZACUCE
2. Preside over all meetings of the Board of Trustees.
3. See that all orders and resolutions of the Board are carried out.
4. Submit an activity report in writing to the Board every six months
5. Possess express authority to expend an amount not exceeding \$2,500 per event.
6. Keep the Center in good running order.
7. At the end of his or her term, deliver to his or her successor all the documents and properties in his or her possession belonging to ZACUCE.
8. Perform such other duties as prescribed by the Board.

Section 9.5. The Vice President.

The Vice-President shall:

1. Preside over all Board meetings in the absence of the President. In such a case, the

- Vice-President shall have all the powers and functions of the President.
2. Assume all the powers and functions of the President if for any reason, the President is incapacitated and cannot perform his or her duties.
 3. At the end of his or her term, deliver to his or her successor all the documents and properties in his or her possession belonging to ZACUCE.
 4. Perform such other duties as prescribed by the Board.

Section 9.6. The Secretary

The Secretary shall:

1. Record all votes and minutes of all proceedings in a book kept for that purpose
2. Send notice of Board meetings to Trustees.
3. Perform other related duties pertaining to the office.
4. At the end of his or her term, deliver to his or her successor all the documents and properties in his or her possession belonging to ZACUCE.
5. Perform such other duties as prescribed by the Board.

Section 9.7. The Treasurer.

The Treasurer shall:

1. Collect and receive funds and give out receipts for the funds received.
2. Disburse funds and pay bills as approved and directed by the Board.
3. Maintain adequate and correct accounts of ZACUCE's properties and transactions,
 - i. including accounts of its assets, liabilities, receipts, disbursements, gains and
 - ii. losses.
4. Prepare and certify the financial reports as required by the laws of New Jersey and these Bylaws.
5. Submit financial reports to the Board every six (6) months.
6. Coordinate all accounting matters with a CPA appointed for ZACUCE.
7. Prepare and submit to the Board annual audited accounts and financial reports.
8. Arrange to file tax returns and other financial reports as required by New Jersey law.
9. Perform such other related duties pertaining to the office.
10. At the end of his or her term, deliver to his or her successor all the documents and properties in his or her possession belonging to ZACUCE.
11. Perform such other duties as may be prescribed by the Board.

Section 9.8. Removal of Officers.

Officers shall be removed under the same provisions as those pertaining to Trustees in Section 6.9.

Section 9.9. Resignation of Officers.

Officers may resign under the same provisions as those pertaining to Trustees in Section 6.10.

ARTICLE 10 - COMPENSATION

Section 10.1. No Compensation.

No Trustee shall be entitled to a salary or compensation or remuneration in cash or kind for services rendered to ZACUCE. No Trustee shall directly or indirectly receive any profit from his or her position as such.

Section 10.2. Reimbursement.

The Board of Trustees may approve reimbursement of authorized reasonable expenses incurred personally by any Trustee on behalf of ZACUCE pursuant to the objectives of ZACUCE.

ARTICLE 11 - NOTICE

Section 11.1. Written Notice.

Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy by first class or express mail, postage prepaid, or by courier service, charges prepaid, or by facsimile transmission or email, to his or her address appearing on ZACUCE books or, in the case of Trustees, supplied by him or her to ZACUCE for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled when deposited in the United States mail or courier service for delivery to that person or, in the case of facsimile or email, when dispatched. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Act. Except as otherwise provided by the Act or these Bylaws, when a meeting is adjourned, it shall not be necessary to give any notice of the adjourned meeting, or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 11.2. Waiver by Writing.

Whenever any written notice is required to be given, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Section 11.3. Waiver by Attendance.

Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or

convened.

ARTICLE 12 - CONFLICTS OF INTEREST

Section 12.1. Interested Trustees and Officers.

A contract or transaction between ZACUCE and one or more of its Trustees or officers or between ZACUCE and any other partnership, association, or other organization in which one or more of its Trustees or officers are Trustees or officers, or have a financial interest, shall not be void or voidable solely by reason of the common Trusteeship or interest, or solely because the Trustee or officer is present at or participates in the meeting of the Board or committee which authorizes the contract or transaction, or solely because the Trustee's or Trustees' votes are counted for that purpose, if the contract or other transaction is fair and reasonable as to ZACUCE at the time it is authorized and the fact of the common Trusteeship or interest is disclosed or known to the Board or committee which then authorizes the contract or transaction by unanimous written consent, as long as at least one consenting Trustee is disinterested, or by affirmative vote of a majority of the disinterested Trustees, even if they be less than a quorum. Common or interested Trustees may be counted in determining the presence of a quorum at a Board or committee meeting which authorizes the contract or transaction.

ARTICLE 13 - LIMITATION OF LIABILITY; INSURANCE

Section 13.1. Limitation of Liability of Trustees.

ZACUCE shall not be liable for any unauthorized act of a Trustee.

Section 13.2 Indemnification.

The Board of Trustees agrees that it will indemnify all agents as provided in New Jersey Statutes Annotated 15A:3-4. In particular, ZACUCE may indemnify a corporate agent (defined as Trustee, officer, employer, or agent) in connection with any proceeding involving the agent if:

1. the agent acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of ZACUCE
2. for any criminal proceeding, the agent had no reasonable cause to believe that his or her conduct was unlawful.

Section 13.3. Insurance.

ZACUCE may purchase and maintain insurance on behalf of any person who is or was a representative of ZACUCE or is or was serving at the request of ZACUCE as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not ZACUCE would have the power to indemnify him or her against that liability under the Act.

ARTICLE 14 - ANNUAL REPORT

Section 14.1. Annual Report.

The President and Treasurer shall present the Board at its annual meeting a report, verified by the President and Treasurer, showing in appropriate detail the following:

- (a) The assets and liabilities, including the trust funds, of ZACUCE as of the end of the fiscal year immediately preceding the date of the report.
- (b) The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.
- (c) The revenue or receipts of ZACUCE, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for ZACUCE.
- (d) The expenses or disbursements of ZACUCE, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for ZACUCE.

The annual report of the Board shall be filed with the minutes of the annual meetings of the Board.

ARTICLE 15 - TRANSACTION OF BUSINESS

Section 15.1. Real Property.

No loans shall be contracted on behalf of ZACUCE, no assets shall be pledged as collateral, and no mortgages or other evidence of indebtedness shall be issued in ZACUCE's name unless each transaction is specifically authorized by the majority of Trustees set forth in a written resolution. No authority to make such transactions on behalf of ZACUCE shall be given to any one Trustee.

Section 15.2. Negotiable Instruments.

All checks or demands for money and notes of ZACUCE shall be signed by such officer or officers as the Board may designate. Signatures shall be required as to the following amounts:

- 1. Up to \$1,000: one signature (President or Treasurer)
- 2. From \$1,001 to \$10,000: two signatures (President and Treasurer)
- 3. Above \$10,001: three signatures (President, Treasurer, & Vice President)

ARTICLE 16 - BOOKS AND RECORDS

Section 16.1. Maintenance of books and records.

ZACUCE shall keep the original copy of its Bylaws, including all amendments duly

certified to by the majority of the Board of Trustees at its registered office or principal place of business.

ZACUCE shall also keep correct and complete books and records of account as well as minutes of all meeting proceedings. The Board of Trustees shall keep at its Registered or Principal Office a record giving the names and addresses of Board members.

Section 16.2. Inspection of Books and Records.

Any Trustee, or his or her agent or attorney may inspect all books and records of ZACUCE at any reasonable time upon giving at least seven days' written notice prior to such inspection, subject to the terms of this section 16.2. No Trustee shall have any right to inspect any account, book, or document of ZACUCE except as conferred by law or authorized by the Board of Trustees. The Board shall determine, according to New Jersey law, to what extent, at what time and place, and under what conditions or regulations the accounts and books of ZACUCE shall be open to the inspection by Trustees. The Board may appoint its own Attorney to accompany, help and respond to the Trustee's attorney.

ARTICLE 17 - AMENDMENTS

Section 17.1. Amendments.

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by affirmative vote of at least two-thirds of the Board of Trustees. At least two weeks' written notice for such a meeting shall be given to all members of the Board of Trustees. No changes to the Bylaws shall be made which would change or alter the primary objective of ZACUCE as stated in Section 2.1.

These Bylaws shall be altered or added to only by an Extraordinary Resolution of the Board. "Extraordinary Resolution" shall mean a resolution passed by two-thirds of the Board of Trustees, present in person or proxy, at a meeting at which notice of intent to propose an Extraordinary Resolution has been duly given.

ARTICLE 18 - MISCELLANEOUS

Section 18.1. Fiscal Year.

The fiscal year of ZACUCE shall be from January 1st through December 31st of each year.

Section 18.2. Number.

The singular when used in these Bylaws shall also refer to the plural, and vice versa, as appropriate.

Section 18.3. Headings.

In interpreting these Bylaws, the headings of articles shall not be controlling.

ARTICLE 19 - DISSOLUTION

Section 19.1 . Dissolution.

ZACUCE shall be dissolved either by a written order received from an appropriate court of law within the jurisdiction of the United States or by the affirmative vote of two-thirds of the Board of Trustees. If dissolution is approved a Certificate of Dissolution shall be executed on behalf of the corporation and an original and copy shall be filed in the office of the Secretary of State.

Section 19.2 . Disposal of Assets.

Upon the Board of Trustees' resolution to dissolve ZACUCE, the *funds* and treasury of ZACUCE shall be used for the settlement and payment of all debts and liabilities of ZACUCE due to City, State, or National creditors including long-term and short-term loans. The Board of Trustees will determine and discharge ZACUCE's liabilities in view of applicable provisions of New Jersey law. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3).

These Amended and Restated Bylaws have been approved and adopted by the Board of Trustees on January 3, 2016.

**A signed copy of these Bylaws is on file with ZACUCE.*