

THE AMERICAN ASSOCIATION OF TEACHERS OF PERSIAN AATP

Adopted by unanimous vote on November 22, 2014

ARTICLE 1 – NAME AND OFFICES

Section 1.1 – Name and Website

The organization shall be known as the American Association of Teachers of Persian (AATP). The website address of the AATP is www.aatpersian.org

Section 1.2 – Offices and State of Incorporation

The office of the corporation shall be located at the Department of Arabic and Islamic Studies, Georgetown University, 1437 37th St. NW, #207 Poulton Hall, Washington, DC 20057. The AATP has been incorporated as a non-profit with the Government of the District of Columbia (Department of Consumer and Regulatory Affairs – Corporation Division) on September 9, 2013. The File Number is N00004808185.

Section 1.3 – Principal and Other Offices

The corporation's principal office is located in Washington D.C. The corporation may have offices at other places where it is qualified to do business, as the Executive Board may from time to time determine. The address of the initial principal office is Department of Arabic and Islamic Studies, Georgetown University, 1437 37th St. NW, #207 Poulton Hall, Washington, DC 20057. The Executive Board of the corporation may designate another principal office within the United States by resolution without amending the By-laws.

Section 1.4 – Records Maintained at Principal Office

The corporation shall keep at its principal office a copy of its Articles of Incorporation and By-laws as amended to date, names and addresses of its directors and officers, minutes of all meetings of the Executive Board and Committees, indicating the time and place of the meeting, whether regular or special, the notice given, and names of those present, and the proceedings of any decisions made at the meeting. The corporation shall also maintain at its principal office adequate and correct books and records of account, tax information, including accounts of its transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

ARTICLE 2- NONPROFIT PURPOSES

Section 2.1 – Purpose

The Specific objectives and purposes of this corporation are set forth in the Articles of Incorporation, which are:

The American Association of Teachers of Persian (AATP) is a non-profit, professional organization, whose objective is to advance and improve the study and teaching of the Persian language and culture; to promote research in the field of Persian language, linguistics, and literature; to further the common interests of teachers in the field; and to facilitate communication and professional cooperation among its members.

Section 2.2. – Terminology and Definitions

The term Persian used in this document refers to and will include Dari (used in Afghanistan), Tajiki (used in Tajikistan), and Persian/Farsi (used in Iran.).

Section 2.3 – Status of AATP

The AATP is a Non-Profit. It intends to file for 501(c) (3) status – in Conformity with Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE 3- MEMBERSHIP

Section 3.1 – Membership Qualification and Rights

Any person may become a member of the AATP upon the payment of the annual membership fee. All members shall have the right and shall be encouraged to participate in the annual meeting of the Association and shall receive, free of charge, the newsletter and any such periodicals that are published by the Association.

Section 3.2 – Classes of Membership

There shall be the following classes of membership in the Association:

- **Regular members** are persons who are professionally interested in Persian language and/or literature and are entitled to vote.
- **Student members** are students in the field of Persian studies, who are formally engaged in a course of study at an institution of higher learning leading to a degree in the field of Persian language and/or literature. They have all the rights, privileges, and obligations of regular members, except the right to vote.
- **Community school teachers.** These are teachers who teach students of Iranian descent. They have all the rights, privileges, and obligations of regular members, except the right to vote.
- **Institutional members** are organizations interested in supporting the purposes and goals of the Association by contributing annually to its funds. They have the rights, privileges, and obligations of regular members, except the right to vote.
- **Lifetime members.** They have all rights, including the right to vote.

Section 3.3 – Voluntary Withdrawal, Suspension, and Termination of Membership

Any member may withdraw from the Association by submitting in writing notice to the Executive Secretary his/her intention to withdraw as member of the Association on a specified date. Upon such date, the member relinquishes all rights and obligations to the Association. However, voluntary withdrawal will not impede renewal of membership at a later date. The membership in the Association of any member may be suspended or terminated for nonpayment of dues, or for any activity or behavior, which the Executive Board in its discretion considers contrary to the best interest of the Association, by resolution of the Executive Board. Upon adoption of such a resolution, all the rights and obligations of such member in respect to the Association, except such obligations that had accrued prior to the suspension or termination, shall terminate. In cases of suspension, the rights and obligations of the suspended member in respect to the Association shall automatically be terminated.

Section 3.4 – Rates for Membership

Rates for membership shall be decided upon the recommendation of the Executive Board at the annual meeting on a regular basis. The membership rates will be posted on AATP's website and published in its newsletter. Memberships fees shall be due upon or before January 1 of each year.

ARTICLE 4 – DIRECTORS AND OFFICERS

4.1 Qualifications, Duties, and Term of Office of the **President**

(a) Qualifications: The President of the AATP should have a PhD. in the Humanities and experience in teaching Persian.

(b) Duties: The President shall preside at the meetings of the Association. At his/her discretion, shall appoint special committees to carry out specified functions for the advancement of the objective of the Association. He/She shall present an annual report at its annual general meeting. He/She shall prepare the biennial report to be submitted to the Government of the District of Columbia DCRA Corporation Division in a timely manner based on the guidelines and calendar required by the government to maintain AATPs nonprofit status in good standing. The President shall ensure that the AATP regularly files with the IRS under the nonprofit status and within the next 24 months as of 9/13/2013 files for 501 (c) (3) status. The Executive Secretary and the Treasurer shall assist the President in these reporting and filing duties. The President shall exercise general supervision over all the activities and affairs of the Association and may be invested by the vote of the membership with any authority consistent with the terms stipulated in the By-laws of the Association.

(c) Election: All members shall vote for the President by e-vote, as determined by the election ad-hoc committee between December 1st to 21st every two years. The election ad-hoc committee and the Executive Board shall tally the votes, confirm the choice of President, and notify the members.

(d) Term of Office and Renewal: The President shall hold a term of office of two years, renewal for another two years. A President cannot hold more than two consecutive terms. A President can run again for office after an absence of six years.

4.2 Qualifications, Duties, and Term of Office of the **Executive Secretary**

(a) Qualifications: Strong administrative, written, verbal, and computer skills; multiple years of experience in teaching the Persian language; and proficient in both English and Persian.

(b) Duties: Responsible for providing administrative support for AATP's membership, taking minutes in meetings, and preparing the AATP's annual report to its membership and biennial report to the Government; receives, directs, and relays e-mail messages and correspondences; maintains the general filing system; provides support to the President and Treasurer.

(c) Election: The Executive Secretary will be elected by the general membership by e-vote.

(d) Term of Office and Renewal: The Executive Secretary shall hold a term of office of three years, with a possibility of a single renewal. The President's and the Executive Secretary's term of office should be staggered.

4.3 Qualifications, Duties, and Term of Office of the Treasurer

(a) Qualifications: Thorough understanding of financial reports and able to translate financial concepts/information to the board.

(b) Duties: Maintains the bank account, collects and deposits all checks; keeps accurate books of account of AATP's financial transactions and oversees all financial transactions; responsible for fund raising; and prepares an annual financial report to be presented at the AATP's annual meeting; and assists the President in filing with the IRS to maintain its nonprofit status.

(c) Election: The Treasurer will be elected by the general membership by e-vote.

(d) Term of Office and Renewal: The treasurer shall hold a term of office for two years with the possibility of renewal.

4.4 Qualifications, Duties, and Term of Office of Executive Officers (4)

(a) Qualifications: Of the 4 Executive Officers, one will be the former President for continuity; the other 3 Officers will be experienced Persian language teachers dedicated to the promotion of Persian studies.

(b) Duties: Attend meetings and assist the President in carrying out his/her duties.

(c) Election: Three of the Officers shall be elected by the general membership by e-vote every two years while the former President is automatically included among the Officers.

(d) Term of Office and Renewal: Executive Officers shall not serve longer than four years at a time. An interim period of one year shall be required for the re-election of an executive officer, who has served for three consecutive years. One-third of the Executive Officers shall be re-elected every year.

4.5 Suspension/Termination/Resignation of Directors and Officers

(a) Grounds for Suspension or Termination: A board member shall be terminated from the Board due to excessive absences. In the event of suspension/termination/resignation of any officers, the Executive Board will nominate and elect an acting officer from any of the members in good standing until there are new elections at the regular scheduled date.

(b) Procedure for Suspension or Termination: The Executive Board shall have the authority to remove at any time any officer of a special committee appointed by the Executive Board. The removal of a member of the Executive Board shall be subject to the vote of the membership at the annual general meeting.

(c) Resignation or Withdrawal: Any director or officer may resign by filing a written resignation with the Executive Secretary. Resignation shall not relieve a member of unpaid dues or other charges previously accrued.

ARTICLE 5 – THE EXECUTIVE BOARD

5.1 Qualifications – An Executive Board should be created. The officers of the Executive Board would come from the general membership. However, the immediate previous President should be included.

5.2 Election – Members of the Executive Board shall be elected by e-vote, announced to the members of the Association. A Nominating Committee shall be composed of the President and two other members of the Association elected by the membership in the annual general

meeting. The Nominating Committee shall submit to the Executive Board two names for each position open for election. The Executive Board shall use e-vote and the nominee receiving the largest number of votes shall be declared elected in the next general meeting.

5.3 Composition and Mandate – The Executive Board is composed of the President, the Executive Secretary, the Treasurer, and 4 Executive Officers (one of which will be the former President). There will be a total of 7 members. They shall manage the affairs of the Association. Members of the Executive Board shall assume responsibilities of their respective offices upon the conclusion of the annual meeting of the Association. They shall not receive any compensation for their services.

5.4 Meeting – The Executive Board shall meet officially at least once a year. Special meetings may be called by the Executive Secretary at the request of the President or any two members of the Executive Board. Each member of the Executive Board shall be notified at least three weeks before the time scheduled.

ARTICLE 6 – ELECTIONS

6.1 Voting Method

All elections should be carried out through electronic voting software, not with email. This is to ensure privacy and efficiency of the members voting rights. The choice of the electronic software will be reviewed at every election and chosen by the election committee.

6.2 Selection of candidates for officer positions by Ad-hoc Election Committee

An Ad-hoc election committee should preside over the nominating committee. The election committee should nominate 2 or 3 candidates for each officer position. They should be selected among current members in good standing. The candidates should be professionals with experience in teaching Persian Language and Literature for at least five years. It would be highly recommended that they have previous administrative experience, in areas such as program management, budget and financial planning, and research.

ARTICLE 7 – MEETINGS

Section 7.1 Annual Meeting of the Members

The Association shall hold a general meeting once a year. The agenda of the meeting shall include the presentation of the President's annual report, the annual report of the Treasurer concerning the fiscal situation of the Association, and any other matters of common interest that the Executive Board deems desirable to bring to the member's attention.

Section 7.2 Special Meetings/Notice

Special meetings of the members of the Association may be called at any time by order of the Executive Board of the Association. When these meetings are called, the Executive Secretary shall give notice of three weeks prior to the meeting.

Section 7.3 Quorum

At any one time, it is difficult for the AATP to get a full quorum of members to participate at

meetings. So, it will be an online quorum. At least 50% + 1 of the eligible members in good standing would be needed for an agreement. The Executive Secretary will determine if there is 50% + 1 of members voting in a quorum, based on the total membership. The Executive Secretary will share this information with the Executive Board within 10 days of the vote.

ARTICLE 8 – COMMITTEES

The President with the approval of the Executive Board may appoint a committee, delegating the program of the Association or creating an ad-hoc committee for a specific new program, and each committee will exercise powers and perform such duties as may be prescribed by the President. Members of such committees need not be members of the Executive Board if the committee in question is not vested with a power or duty normally considered a primary duty of the Executive Board.

A series of specialized committees should be created:

- An Ad-hoc Election Committee
- Awards Committee
- Other Committees

ARTICLE 9 – FISCAL YEAR

Section 9.1 –Dates

The fiscal year of the Association shall begin on January 1 and shall end on December 31 of the same year.

ARTICLE 10 – DISSOLUTION

10.1 Procedure for Dissolution of the AATP

The AATP may be dissolved only with authorization by its Executive Board given at a Special Meeting called for that purpose with subsequent approval of a 2/3 vote of the voting members.

10.2 Distribution of Assets Upon Dissolution

Upon dissolution or other termination of the AATP all remaining assets after payment in full of all of its debts, financial obligations, and necessary final expenses shall be distributed to such tax exempt organizations with purposes similar to that of the AATP and shall be the then existing Executive Board of the AATP.

ARTICLE 11- REPORTING OBLIGATIONS

11.1 Reporting obligation with the location of Incorporation.

(a) Compliance. According to the requirements of the Department of Consumer and Regulatory Affairs of the District of Columbia – *“All domestic (District) or foreign (non-District) filing entities(which includes nonprofits) that conduct business in the District of Columbia and that registered with the Corporation Division must file biennial reports.”*

(b) Date of Filing of Report. *“The first biennial report should be delivered for filing by April 1st of the year following the calendar year in which the domestic filing entity was formed or registered to do business in the District. Subsequent biennial reports shall be delivered by April 1st of each 2nd calendar year thereafter.”*

(c) Fees/Requirements. For fees and additional requirements regularly consult the website of the Department of Consumer and Regulatory Affairs of the District of Columbia.

(d) Duties. The President and the Executive Secretary must fulfill this reporting duty and ensure that the AATP is in compliance with its reporting obligations of the location of incorporation. When the annual report is submitted the registered agent can be modified.

(e) Registered Agent. The current registered agent is Pardis Minucher, current President of AATP. Any service of process of the Department of Consumer and Regulatory Affairs will go to Pardis Minucher. The registered agent can be modified.

11.2 Filing with the IRS

Annually the President, Executive Secretary, and the Treasurer must file with the IRS. [To file as a non-profit, AATP should work with a specialized accountant and/or a consultancy company that specializes in formations and 501 (c) filings.] The AATP has approximately 24 months to file for 501 (c) (3) status after it is incorporated as a non-profit in the District of Columbia, which was on September 9th, 2013.

ARTICLE 12 – AMENDMENTS

Section 12.1 By-Laws

The President with the Executive Board shall have the power to make, alter, amend and repeal By-laws of the AATP by affirmative vote of the majority of the Board if such action is proposed at the regular or special meeting of the Board and adopted at a subsequent regular or special meeting.

Section 12.2 Articles of Incorporation

Any amendment to the Articles of Incorporation shall be adopted at a meeting of the Executive Board upon receiving a vote of quorum + 1 if such action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular or special meeting, except as otherwise provided by law. The Executive Board may adopt one or more amendments at any one meeting.