

FEZANA CONSTITUTION

ARTICLES OF INCORPORATION

PREAMBLE

WE, the subscribing Zoroastrian Associations of North America, recognize that:

WHEREAS many Zoroastrians (Zarathushtis) have recently settled and been born on the North American continent;

WHEREAS various regional Associations have been formed in Canada and the United States of America to serve the religious and charitable needs of North American Zoroastrians; and

WHEREAS it is desirable to adopt a UNITED approach on issues facing Zoroastrians;

GUIDED by the blessings of AHURA MAZDA and the teachings of our Prophet Zarathushtra;

A FEDERATION is hereby formed, consisting of Zoroastrian Associations in North America, to further the cause of Zoroastrianism in North America.

The activities of this Federation shall be conducted in a spirit of mutual respect, co-operation and unity amongst all Members, and with due regard for the principles of GOODNESS, TRUTH, REASON, BENEVOLENCE, IMPLICIT TRUST and CHARITY towards all Mankind.

NAME AND LOCATION

Name

The name of the organization shall be The Federation of Zoroastrian Associations of North America, hereinafter referred to as the Federation. The official abbreviation of the name of the Federation shall be **FEZANA**.

Location

The Federation shall be registered in the State of Illinois with offices in Canada and the United States of America.

INITIAL DIRECTORS

Initial Directors

For the purposes of incorporating and organizing the Federation, and until such time as officers are elected, the persons designated in Attachment A hereof shall represent the Federation in the capacities specified therein, and they are hereby empowered to do all things necessary to effectuate the incorporation and organization of the Federation.

Attachment A – Initial Directors

For the purposes of registering Articles of Incorporation, **the initial Directors** of the Corporation shall be:

HUSHTASP AND PERVIZ BHUMGARA, WINNIPEG, Canada

FURROKH DASTUR, Los Angeles, CA

KAEMARZ DOTIWALA, Houston, TX

KAIKHOSROV AND PIROJA IRANI, New York, NY

DINA MCINTYRE, Pittsburgh, PA

FIRDOSH MEHTA, Edmonton, Canada

HOMI HOMJI, Toronto, Canada

ROHINTON AND ROSHAN RIVETNA, Chicago, IL

ROHINTON TENGRA, Washington, DC

SAM VESUNA, Toronto, Canada

NAME OF INCORPORATORS

The Incorporators of the Federation shall be:

FURROKH DASTUR, Los Angeles, CA

KAEMARZ DOTIWALA, Houston, TX

KAIKHOSROV IRANI, New York, NY

DINA MCINTYRE, Pittsburgh, PA

ROHINTON RIVETNA, Chicago, IL

ROHINTON TENGRA, Washington, DC

PURPOSES

The Federation is incorporated under the not-for-profit corporation law of the State of Illinois, exclusively for religious and charitable purposes, with no capital stock whatsoever. Without limiting the generality of the foregoing, these purposes include the following:

- A. To function as a coordinating organization for Zoroastrian Associations in North America;
- B. To promote the study, understanding and practice of the Zoroastrian faith and the welfare of Zoroastrian communities;
- C. To promote, perpetuate and teach the Zoroastrian religion as set forth in the teachings of the Prophet Zarathushtra and the Zoroastrian faith;
- D. To gather and disseminate information to Zoroastrian Associations and others relating to the Zoroastrian faith and communities;
- E. To foster and encourage Zoroastrian fellowship in the North American continent, and to represent the religious interests of its Membership in national and international forums;
- F. To engage in charitable activities as required by the Zoroastrian faith, and consistent with the laws of The State of Illinois and the laws of Canada and the U.S.A. pertaining to religious and charitable organizations; and
- G. To engage in and support any other activities that nurture and support the Zoroastrian faith, Zoroastrian communities.

The Federation shall not engage, other than as an insubstantial part of its activities, in activities which are not in furtherance of one or more of these purposes.

Autonomy

Nothing in this Article shall be construed to impair the religious and administrative autonomy of individual Associations or individual Zoroastrians.

INUREMENT OF INCOME

Inurement of income

Except as provided in the Dissolution Article III (under Bylaws requiring super majority), no part of the net earnings of the Federation shall inure to the benefit of, or be distributable to its Members, officers or other private persons.

POLITICAL ACTIVITY

No substantial part of the activities of the Federation shall entail:

1. The carrying on of propaganda (or otherwise attempting) to influence legislation, except as otherwise provided in title 26 section 501(c)(3) of the United States Code; or

Updated with Resolution 1 & 2
November 2024

2. Participation or intervention in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
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BYLAWS

ARTICLES REQUIRING SUPER MAJORITY (75% OF QUALIFYING VOTES)

ARTICLE I: Membership

Section 1: Members

Membership to the Federation shall be open to any North American Zoroastrian Organization/Association/Society (henceforth referred to as Association), that fulfills the following requirements:

- A. Agrees to abide by the Purposes of the Federation;
- B. Has been formally registered as a not-for-profit religious organization /charitable organization in Canada or the U.S.A.;
- C. Has been formed exclusively for the purpose of representing and serving the religious and charitable needs of a group of Zoroastrians resident in a geographic area in Canada or the U.S.A.;
- D. Has a minimum of 10 individual members if the Association is the only Association within a given metropolitan area, or has 50 individual members if there are two or more Zoroastrian Associations in a given metropolitan area who are otherwise eligible for, and interested in, Membership in the Federation;
- E. Has submitted an application for Membership to the Federation, which has been accepted by more than 2/3 of all the qualifying votes.

A Member or Member Association of the Federation is an Association that has met the requirements of this section.

A Member in good standing is a Member whose dues are fully paid-up within 60 days after the beginning of the fiscal year, or who has been excused from such compliance because of hardship under Article IV Finances - Section 1 (paragraph 4) hereof.

An individual member of a Member Association, for purposes of the Federation, is one who is: 18 years of age or over; a voting member of the Association; in good standing with the Association in accordance with the requirements of the Association; and a resident of Canada or the U.S.A. If an individual belongs to more than one Member Association, he shall for purposes of all Federation business be counted only once, as an individual member of that Member Association with which he has declared his primary affiliation. Failure to declare primary affiliation will disqualify an individual from being considered as an individual member of any Member Association for the current year.

Section 2: Rights, Privileges and Duties of Members

The rights, privileges and duties of Members shall be as under:

- A. A Member in good standing has the right:
- To vote;
 - To have its designee hold and stand for office; and
 - To have its designee inspect the books of the Federation.
- B. A Member has the privilege to receive any and all literature distributed by the Federation and in turn, a Member has the duty to distribute such literature to its individual members.
- C. A Member has the duty to uphold the Purposes of the Federation for the good of the Zoroastrian community at large.
- D. A Member has the duty, at the time of submission of annual dues, to provide the Federation annually with a certified list of names and addresses of its individual members. The names submitted shall be as of record on March 21 or as of record at the end of the previous dues collection period of the Association. The number of individual members declared therein will determine the annual dues as well as the number of qualifying votes assignable to the Member for the duration of that fiscal year.

Section 3: Corresponding Members

Any individual, Association or unincorporated group of persons, not eligible for membership under section 1 of this Article may, upon proper application and acceptance by the Federation, become a Corresponding Member of the Federation. The terms “Member” and “Membership” as used in this Constitution shall not be deemed to include Corresponding Members.

Section 4: Rights, Privileges and Duties of Corresponding Members

All Corresponding Members shall have the right to receive all literature distributed by the Federation and shall abide by such regulations as the Federation may adopt regarding Corresponding Members. Corresponding Members shall not have the right to vote or otherwise participate as Members in the management of Federation affairs.

Section 5: Zoroastrian Virtual Groups

Organizations can join the Federation as Zoroastrian Virtual Groups upon fulfillment of the following requirements:

- A. Agrees to abide by the Purposes and Bylaws of the Federation.

B. Has been formally registered as a nonprofit entity under the laws of any state within the United States of America or registered under the laws of Canada.

C. If the Zoroastrian Virtual Group is registered under the laws of a state within the United States of America, obtained qualification as a public charity under §501(c)(3) of the Internal Revenue Code or, if the Zoroastrian Virtual Group is registered under the laws of Canada and obtained Canadian Registered Charity approval from Canada Revenue Agency.

D. Has been formed exclusively for the purpose of representing and serving the religious, educational and/or charitable needs of a group of Zoroastrians and in furtherance of Zoroastrianism and such purposes shall be stated within the governing documents for the Zoroastrian Virtual Group.

E. Have more than 75% of its total membership physically residing in the US and/or Canada.

F. The Zoroastrian Virtual Group's governing documents shall expressly state that its activities shall be limited to primarily online or virtual activities and shall not operate as an in-person organization.

G. Has submitted an application for participation in the Federation in accordance with the Bylaws, and such application receives a vote by more than 75% of all qualifying votes.

A Zoroastrian Virtual Group approved by the Members to join the Federation pursuant to the above requirements shall be admitted as a Virtual Group, and shall have all the rights, privileges, and duties of a Virtual Group.

Section 6: Rights, Privileges and Duties of a Virtual Group

Virtual Groups shall have the right to receive all communication distributed by the Federation.

Virtual Groups shall be provided with the same notice of all meetings and activities as the Membership and shall be afforded the right to participate in discussions at any Federation Meeting.

For the avoidance of doubt,

- (i) A Virtual Group is a group of individuals who work together from different geographic locations and rely on electronic communication technology.
- (ii) Virtual Groups shall only have the rights granted in this section and not any other rights granted to the Membership elsewhere in these Bylaws.
- (iii) Virtual Groups shall not have the right to vote on any matter of the Federation.
- (iv) Virtual Groups shall not have the right to otherwise participate as Member Associations in the management of Federation affairs.

Section 7: Cessation of Membership

- A. A Member may be removed from Membership at any time for activities prejudicial to the Purposes and good name of the Federation. The Member whose removal is so sought shall have an opportunity to hear the reasons for its proposed removal and shall have the right to be heard by the Members in its own defense, either in person or in writing, as the Members may designate. The Member shall be given full opportunity to correct itself and conform to the Purposes of the Federation, prior to any voting on the proposed removal. The removal shall be effective if more than 3/4 of the qualifying votes so approve.

The membership status of a Corresponding Member may be revoked at any time by the Federation.

- B. Any Member or Corresponding Member may voluntarily resign from membership in the Federation by submitting its resignation in writing to the President or Secretary of the Federation.
- C. An Association shall cease to be a member, ipso facto, if it does not meet the qualifications set forth in Section 1 of this Article.

Section 8: Disputes

All disputes regarding eligibility for Membership or membership status shall be decided by a majority vote of more than 3/4 of all qualifying votes, which decision shall be final and binding on all concerned. Any Member whose eligibility or membership status is at issue shall abstain from voting.

Section 9: Founding (Association) Members

The Associations listed in Attachment B hereof shall be the Founding Members of the Federation.

ARTICLE II: Applicable Laws

It is the intention of the Membership that this Constitution shall be consistent with the laws of Canada, the United States of America, and the State of Illinois, relating to religious, charitable, not-for-profit, tax-exempt organizations, and that all its Provisions shall be construed and applied in a manner that is in conformity with the said laws. The Federation may register itself or any of its activities with the Government of Canada, in accordance with Canadian laws.

ARTICLE III: Dissolution

Section 1: Dissolution

The Federation shall be dissolved upon a resolution being passed by more than 3/4 of all qualifying votes or as provided by law.

Section 2: Disposal of Assets

Upon the Members' resolve to dissolve the Federation, the Membership shall, after paying or making provisions for the payment of all liabilities of the Federation, dispose of all assets of the Federation exclusively for the corporate purposes of the Federation or for one or more exempt purposes consistent with Section 501(c)(3) of Internal Revenue Code as the Membership may determine.

Any Federation assets not so disposed of shall be disposed of by the Circuit Court of the country in which the registered office of the Federation is situated, exclusively for such purposes or to such organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IV: Amendments

Articles I, II, and III may be amended at any time in a manner which is consistent with the laws of Canada, the U.S.A. and the State of Illinois pertaining to religious, charitable, and tax-exempt organizations, by a written resolution adopted by more than 3/4 of all the qualifying votes, after at least 45 days' written notice duly given, and a reasonable opportunity for comment by Members and Officers. Notice of each proposed amendment shall be sent to each Officer and Member and shall set forth verbatim the existing language if any, the proposed amendment, the sponsors, and seconders, if any, and if action is to be taken without a meeting, specific dates for comments and the return of ballots.

BYLAWS

ARTICLES REQUIRING SIMPLE MAJORITY (51% OF QUALIFYING VOTES)

ARTICLE V: Finances

Section 1: Annual Dues

The annual dues payable by each Member for the first fiscal year of operation or a portion thereof and for each succeeding year thereafter, unless changed by a majority of all qualifying votes shall consist of a fixed amount plus a per capita amount.

The annual dues shall be payable within 60 days of the start of the fiscal year of the Federation.

Corresponding Members shall pay annual dues of a minimum of \$25.00 (US).

Fixed Fee:

Number of Members:	Fixed Fee
1-50	\$100
51-150	\$200
151-300	\$300
301-500	\$400
501 and above	\$500

The per capita amount \$3

The new rates went into effect on 1/1/17.

The Federation shall be financed principally by contributions. In addition to the payment of annual dues, a Member has the moral duty to contribute to the Funds of the Federation to the best of its ability and so encourage its own individual members to do so.

Members for whom the payment of annual dues would be a financial hardship and who otherwise qualify for Membership, may be allowed a reduction of dues and/or otherwise be given special consideration by the Federation.

No Member or Corresponding Member shall be entitled to a refund of all or any part of its dues in the event that it resigns or is removed from Membership prior to the end of any fiscal year.

The Federation may, from time to time change the Annual Dues of Members or Corresponding Members by a majority of all qualifying votes, without the necessity of amending this Constitution.

Section 2: Special Projects

Special projects proposed by one or more individuals or trusts, if approved by the Federation, may be financed by such proposers and progress reported to the Federation. The Federation reserves the right to monitor such projects through the President or his delegate.

Section 3: Budget

Federation funds will ordinarily be disbursed in accordance with an annual budget, based upon appropriation requests received from the committees and the officers, no less than 60 days prior to the end of the fiscal year, and duly approved by a majority of all qualifying votes.

Section 4: Fiscal Year

The fiscal year of the Federation shall begin on January 1st and end on December 31st of each year.

Section 5: Financial Statements

The Federation shall prepare annual financial statements including at least a balance sheet and statements of Income and Expenses, to be approved by a qualified accountant of the Audit committee designated by the Membership. Copies of such approved financial statements shall be provided to each Member annually.

Section 6: Assets

All assets of the Federation shall be used only for its normal operating costs and to further the Purposes of the Federation as set forth in this Constitution and for no other purposes. Assets not immediately required for the aforesaid purposes may be invested and/or accumulated until needed for activities which further the aforesaid Purposes.

All assets of the Federation shall be held in the name of the Federation only, and in such banks, trust companies, money market funds, or other depositories or investments as the Membership may select. The Federation may establish corporations, funds and trusts to finance and carry out certain specified objectives consistent with its corporate Purposes.

The Federation may accept gifts, grants, legacies, devises and trusts, and may agree to act as trustee for one or more trusts, whose proposes are consistent with those of the Federation. All such gifts, grants, legacies, devises and trusts, if accepted by the Federation, shall be deemed accepted subject to the terms and conditions imposed by the donor or settler, so long as the same are consistent with the Purposes of the Federation as set forth in this constitution

Section 7: Salaries and Expenses

No Member, officer, or representative of a Member or Officer, shall be entitled to any salary or compensation for services rendered to the Federation in the foregoing capacities, nor shall they be

reimbursed for the expenses of attending any meetings, unless the Members determine that the allowance of such expenses of attendance in any given instance will advance the best interests of the Federation.

Any person or organization shall be entitled to receive such compensation as may be approved from time to time by the Federation, for services rendered to the Federation in any other capacity. Any person shall be entitled to reimbursement for duly approved administrative costs and expenses advanced by him.

Section 8: Assessments

Other than the annual dues, there shall be no mandatory assessments against Members.

ARTICLE VI: Government

Section 1: Administration

The powers of the Federation, and its activities and duties in the administration of its business and affairs, shall be governed by its Purposes, by the Laws under which it is incorporated and by the provisions of this constitution.

The business and affairs of the Federation shall be managed by its Membership. The Membership shall exercise all the powers normally exercised by the Board of Directors of a not-for-profit corporation in the State of Illinois. The Membership may adopt such supplementary procedural rules, or “operating Procedures”, as may be deemed appropriate to govern the conduct of the Federation’s affairs, but such rules shall not be inconsistent with the provisions of this constitution.

Section 2: Limitations of Authority

- A. No loans shall be contracted on behalf of the Federation, no funds of the Federation shall be loaned to another, no assets of the Federation shall be pledged as collateral, and no mortgages or other evidences of indebtedness shall be issued in the Federation’s name, by the Officers or any other persons, unless each such transaction is specially authorized by the Membership and set forth in a written resolution. No such transaction shall be binding on the Federation unless it is specifically approved or ratified by the Membership.
- B. No officer or any person has the authority to enter into any contract, transaction or arrangement whatsoever, for or in behalf of the Federation, including without limiting the generality of the foregoing, to purchase, lease, or acquire any right, title or interest in or to any property, real or personal, tangible or intangible, and/or to sell, exchange, alienate or otherwise dispose of any right title or interest in or to any such property, the total value of which exceeds Five Hundred (\$500.00)

Dollars (US) per transaction, or one Thousand (\$1,000.00) Dollars (US) per year, without the prior approval of the Membership.

- C. All duly approved contracts, loans, deeds, mortgages, or other instruments which create, continue, sever, or terminate legal obligations on the part of the Federation, excepting only checks, shall be signed by the President or in his absence by the Vice President, and the Treasurer or in his absence by the Secretary or Assistant Secretary, except where applicable laws require otherwise. The Membership shall designate an appropriate procedure for signing checks and bank drafts, and otherwise disbursing Federation funds.

Section 3: Officers

The Federation shall have five Officers; a President, a Vice-President, a Treasurer, a Secretary and an Assistant Secretary.

Section 4: Election of Officers

For the purposes of election of these five Officers, each Member may nominate no more than one nominee for each office with supporting biographical data at least 60 days prior to the expiration of the term of the Officers in office.

The Officers will then be elected from amongst the nominees by a simple majority of the qualifying votes, each Member voting for each of the five offices, as long as more than 3/4 of all qualifying votes are cast in the election. In case of a tie, the President shall cast the deciding vote, except when the election of the incumbent President is involved, in which event; the Vice-President shall cast the deciding vote.

Section 5: Term of Office

In the first year of the Federation's operation, all five Officers shall be elected at the same time. The Vice-President and the Secretary shall serve for an initial term of three years, whereas the President, the Treasurer and the Assistant Secretary shall serve for an initial term of two years. Thereafter, each Officer shall serve for a term of two years or until his successor is duly elected. No officer of FEZANA will hold the same office for more than two consecutive terms.

Section 6: Duties of Officers

The duties of the Officers shall be to implement policies and resolutions within the adopted budget of the Federation. Officers shall have the right to place items on the agenda for action by the Membership, but shall not have the right to vote.

- A. The President shall be the Chief Executive Officer, and shall exercise general supervision over the interests, welfare and business of the Federation. He shall oversee the activities of all subordinate

Officers. He shall preside at meetings of the Federation. He shall appoint ad-hoc committees not otherwise provided for in this Constitution. He shall be an ex-officio member of all standing committees of the Federation. He shall perform such other functions as the Membership may designate from time to time.

- B. The Vice-President shall assist the President and perform all other functions designated to him by the President and the Membership, and in the absence of the President, will act as the President. He shall serve as the chairperson of the Coordination and Planning Committee.
- C. The Treasurer shall be the Chief Financial Officer of the Federation and shall be an ex-officio member of the Funds and Finance Committee together with the President. He shall have custody of all funds and shall hold and maintain all financial records of the Federation. He shall implement the Membership's investment policies and report to the Members. He shall prepare and submit financial reports as required by law and this Constitution, and such other financial reports as requested by the President or the Membership. He shall have all accounts available for inspection by any Member upon reasonable request. He shall perform such other functions as the Membership may designate from time to time.
- D. The Secretary shall hold and maintain all books and records of the Federation other than financial records of the Federation. He shall keep a permanent record of all correspondence, all Federation and committee minutes, policy statements, reports and other pertinent data. He shall perform such other functions as the President and the Membership may designate from time to time. He shall be responsible for producing and publishing reports as required in this Constitution, and for preparing and circulating the agenda and minutes of all Federation meetings.
- E. The Assistant Secretary shall assist the Secretary and perform all other functions, designated to him by the Secretary and the Membership, and in the absence of the Secretary, will act as the Secretary.

Section 7: Cessation of Officer's Term of Office

- A. An Officer may be removed from office if his removal is approved by more than 3/4 of the qualifying votes.
- B. An Officer may resign from his office at any time upon voluntary submission of his resignation in writing to the President or Secretary.
- C. The resigning Officer shall hand over all Federation records, funds and assets held by him to the President or his delegate within one month of the effective date of cessation of his office.

Section 8: Vacancy

A vacancy in the office of the President, Treasurer or Secretary shall be held temporarily by the Vice-

President, Secretary or the Assistant Secretary respectively in addition to his own office, until such time as the Membership elects an Officer to fill the vacancy at a regular meeting. Any vacancy in an office the filling of which has not been provided for shall be filled by the Membership at a regular meeting. An Officer elected by the Membership to fill a vacancy will serve for the balance of the original term.

Section 9: Control over Members

The Federation shall have no authority or control whatsoever over the property or government of its Members.

ARTICLE VII: Liability

The Federation shall not be liable for any unauthorized act of a Member or any other person. No single Member or Officer shall be individually liable from his own funds for authorized obligations of the Federation, except to the extent that the Member or Officer is indebted to the Federation.

ARTICLE VIII: Committees

Section 1: Role of Committees

Committees shall be established to expedite the business of the Federation, to fulfill the purposes of the Federation and to transact specific activities for the Federation. The committees will be working bodies and their role will be to execute and implement the Purposes of the Federation. The area of responsibilities shall be as defined by the Membership.

Section 2: Standing Committees

The standing committees shall include (but not be limited to) the following:

- A. Coordination and Planning Committee. This committee shall be chaired by the Vice-President.
- B. Zoroastrian Unity and Welfare Committee
- C. Information Receiving and Disseminating Committee
- D. Funds and Finance Committee
- E. Census and Survey Committee
- F. Youth Committee
- G. Education, Conference and Scholarship Committee
- H. North American Zoroastrian Congress Committee
- I. Committee to serve small groups of North American Zoroastrians.
- J. Zoroastrian Sports Committee
- K. FEZANA Information, Research and Education System (FIRES)
- L. United Nations-Non Governmental Organization (UN-NGO)

Section 3: Conference of Mobeds

The Federation shall consult with its Members to maintain a liaison with the Mobeds of North America, and if acceptable to the Federation and the Mobeds, arrange a continuing conference of Mobeds, and disseminate to the Membership the deliberations of any such conferences when reported to the Federation.

Section 4: Ad-Hoc Committees

The President shall have the power to appoint ad-hoc committees when situations demand, to address specific issues.

Section 5: Committees Appointments

Prior to the expiration of the term of the appointees to committees, the Secretary shall call for volunteers to serve on specific committees. Member Associations or individuals interested in chairing or serving on committees may submit their names. The President of the Federation shall thereupon make appointments to the committees, subject to approval by the Membership

The term of office for each appointee to the committee shall be three years, unless otherwise specified by the Membership. Appointees may be reappointed by the President, with the approval of the Membership. The President may fill vacancies and/or reassign appointments to the standing committees at any time, with the approval of the Members.

Section 6: Committee Budgets and Reports

Each committee shall prepare a budget and present it to the Treasurer 90 days prior to the end of the fiscal year, for consideration in the annual budget to be prepared by the Treasurer no later than 60 days prior to the end of the fiscal year. The budget so prepared by the Treasurer shall be effective upon approval by the Membership.

Additional funds may be raised by the Committees for their specific purposes.

Each committee shall submit a status report to the Secretary once each year. The Secretary shall distribute all committee status reports to all Members within 15 days of their receipt.

ARTICLE IX: Meetings

Section 1: Annual General Meeting

The Annual General Meeting (AGM) of the Federation shall be held within 6 months of the end of the previous fiscal year. More than one half of the Members or 2/3 of the qualifying votes should be represented in person, or by mail ballot at the meeting.

The location of the meeting shall be agreed upon by the Members attending the previous meeting. The meeting shall be attended by delegate(s) who should be individual members of the Association they are representing. A 90 day notice shall be provided by the Secretary which shall indicate the location, date and time of the proposed meeting, with a request to submit items to be included on the agenda no later than 60 days prior to the meeting date.

The agenda for the Annual General Meeting, and any ballot sheets if necessary, shall be sent to all Members by the Secretary no later than 45 days prior to the meeting. The agenda shall include, but not be limited to, the following:

- A. Election of the Officers of the Federation, if due;
- B. Approval of the appointees, if any, to the standing committees;
- C. Review and approval of the financial statements of the preceding year, and adoption of a budget for the next year;
- D. Review and take appropriate action on all committee reports and other operational reports.

Members unable to attend in person should indicate their vote on agenda items to the Secretary in writing on the ballot sheet provided, prior to the meeting.

Section 2: Other Meetings

Regular meetings and Special meetings, other than the Annual General Meeting, may be held, upon compliance with the same notice and attendance requirements as for the Annual General Meeting, with the proviso that the notice period for regular meetings can be waived or reduced if more than 3/4 of the Members consent in writing.

Section 3: Consent in Writing

Any action that can be taken at any regular meeting of the Membership, may be taken without a meeting, if a consent in writing, jointly or separately, setting forth the action so taken, or so to be taken, shall be approved by a majority of the qualifying votes.

ARTICLE X: Voting

Section 1: Voting Procedures

Except as otherwise provided in this constitution, the Federation shall act by a simple majority of all qualifying votes of ALL Members in good standing regardless of whether the vote is taken at a meeting or by mail or by teleconference. Voting by teleconference will be communicated by the Secretary to the Membership for verification within seven days of the teleconference.

Members have the option to split their qualifying votes in percentages.

All voting shall be recorded. Votes may be cast in person, by mail, by teleconference or by a combination of the above. At meetings, voting shall be by roll call, with due provision made for mail and absentee ballots. Voting by mail shall specify verbatim the motion, the Sponsor, if any, the seconder of the motion, if any, a preamble if provided by the sponsor, and a specific date for response.

In the event a response is not received from a Member within 30 days of mailing the ballot or by the due date, whichever is longer, the response shall be judged to be an abstention. All mail voting shall be coordinated by the Secretary or a committee designated by the President. The results of the voting shall be communicated to the Members by the Secretary.

Section 2: Voting Schedule

Each Member shall be entitled to a specified number of votes based on its individual members as declared at the time of payment of annual dues, as set forth in the following table:

INDIVIDUAL MEMBERS	QUALIFYING VOTES
10 Through 50	1
51 through 150	2
151 through 300	3
301 through 500	4
Over 500	5

The term “all qualifying votes” as used in this Constitution, means the total number of votes that all Members are entitled to cast under the terms of this Article.

ARTICLE XI: Publications

Section 1: Official Publication

The Federation shall issue or sponsor such publications as shall best carry out the Purposes of the Federation. One such publication shall be designated as the official publication of the Federation. Reports from the Officers and each committee chairperson shall be reproduced at least annually in the official publication.

Section 2: Disclaimer

All Federal publications shall contain a statement that the views expressed in articles and letters are those of the authors and do not necessarily reflect the views of the Federation.

Section 3: Editorial Authority

All members shall be entitled to express their views on related issues of concern to them in the publications of the Federation. The Federation shall, however, retain editorial authority with regards to material to be published.

ARTICLE XII: Miscellaneous

Section 1: Disclosures and Conflict of Interest

All Members, representatives of Members, officers, and all other persons having dealings with the Federation shall have the affirmative duty of disclosing to the Member he represents, and to the Federation, any conflict of interest or any material interest which he may have regarding any matter which concerns Federation business. Where a Member has such a conflict of interest, he shall refrain from voting on the affected issue.

Section 2: Records

All records of the Federation, without exception, shall be available to the Members and officers for inspection at any reasonable time. Copies of any and all such records shall be provided to any Member or officer on request at reasonable notice.

No Member shall be charged for copies except an amount equivalent to what it actually costs the Federation to make and/or mail the said copies to the Member requesting the same. No Officer shall be charged for copies of any Federation records reasonably necessary for the accomplishment of his work.

Section 3: Number and Gender

All references in this Constitution to the singular and/or the masculine, shall be deemed to include the plural and/or the feminine or neutral genders where appropriate.

ARTICLE XIII: Amendments

Articles IV through XI may be amended at any time in a manner which is consistent with the laws of Canada, the U.S.A. and the State of Illinois pertaining to religious, charitable and tax-exempt organizations, by a written resolution adopted by simple majority (51%) of all the qualifying votes, after at

least 45 days' written notice duly given, and a reasonable opportunity for comment by Members and Officers. Notice of each proposed amendment shall be sent to each Officer and Member, and shall set forth verbatim the existing language if any, the proposed amendment, the sponsors and seconders, if any, and if action is to be taken without a meeting, specific dates for comments and the return of ballots.

ATTACHMENT B

ZOROASTRIAN ASSOCIATION OF ALBERTA
ZOROASTRIAN SOCIETY OF BRITISH COLUMBIA
ZOROASTRIAN ASSOCIATION OF GREATER BOSTON AREA
ZOROASTRIAN ASSOCIATION OF CALIFORNIA
CALIFORNIA ZOROASTRIAN CENTER
ZARASTHUSHTI ANJUMAN OF NORTHERN CALIFORNIA
PERSIAN ZOROASTRIAN ORGANIZATION
ZOROASTRIAN ASSOCIATION OF METROPOLITAN CHICAGO
ZOROASTRIAN ASSOCIATION OF HOUSTON
ZOROASTRIAN ASSOCIATION OF GREATER NEW YORK
IRANIAN ZOROASTRIAN ASSOCIATION
ZOROASTRIAN SOCIETY OF ONTARIO
ZOROASTRIAN ASSOCIATION OF PENNSYLVANIA
ZOROASTRIAN ASSOCIATION OF PENNSYLVANIA & NEW JERSEY
ZOROASTRIAN ASSOCIATION OF QUEBEC
ZOROASTRIAN ASSOCIATION OF METROPOLITAN WASHINGTON