

BYLAWS OF
IRANIAN-AMERICAN SOCIETY OF CIVIL ENGINEERS, INC.
a California Nonprofit Mutual Benefit Corporation

ARTICLE I: NAME

Section I.1. Corporate Name. The name of this Corporation is IRANIAN-AMERICAN SOCIETY OF CIVIL ENGINEERS, INC., a California nonprofit mutual benefit corporation.

ARTICLE II: PURPOSES

Section II.1. General Purpose. This Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law of the State of California. The general purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

Section II.2. Specific Purpose. The specific purposes for which this Corporation is formed are to promote the interests of all persons of Iranian origin or heritage engaged in the State of California in all occupations, professions and lines of business related to civil engineering. The Corporation will thereby improve business conditions in such occupations, professions and lines of business. The services provided by the Corporation shall not be limited to members.

Section II.3. Limitations. (a) This Corporation shall not, (i) except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific nonprofit purposes of this Corporation as set forth in Section 2.02 of these Bylaws, (ii) engage in any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) This Corporation is organized as a business league and shall not espouse, promote or oppose any religious position or belief or carry on or participate in any religious activity (including publishing or distribution of statements).

(c) No part of the profits or net earnings of this Corporation shall ever inure to the benefit of its directors, officers, members or any other private persons.

Section II.4. Dissolution. On the dissolution of this Corporation, its assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the

distributed to a nonprofit fund, foundation, or corporation which (i) is organized and operated exclusively as a business league and which has established its tax-exempt status under Section 501 (c) (6) of the Internal Revenue Code, or (ii) is organized and operated exclusively for educational or scientific purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III: OFFICES

Section III.1. Offices. The principal office of the Corporation for the transaction of its business is located in Orange County, California. The Board of Directors may change the principal office from one location to another within Orange County, California, and may at any time establish branch or subordinate offices at any place or places within the State of California as it deems necessary for the conduct of its activities.

ARTICLE IV: MEMBERS

Section IV.1. Classes of Membership. The Corporation shall have only one class of members. No person may hold more than one membership.

Section IV.2. Qualifications for Membership. Any person dedicated to the purposes of this Corporation, resident of the State of California, with advanced education or experience in civil engineering, and engaged by occupation or profession in the application or teaching of civil engineering, shall be eligible and qualify for membership.

Section IV.3. Admission to Membership. Qualification for membership does not automatically entitle any person to membership in the Corporation. Application for membership by qualified persons shall be made on such form as shall be prescribed by the Board of Directors and shall be accompanied by all applicable fees and dues set by the Board. Qualified persons shall be admitted to membership only upon approval of the application by the Board, or the Membership Committee of the Board, if any, duly authorized to admit members. The Board of Directors may approve or disapprove any application for membership in its sole discretion.

Section IV.4. Rights of Members. (a) Members shall have the right to vote, including the right to vote, as further set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the assets of the Corporation, on any merger or dissolution of the Corporation, and

on amendment, adoption or repeal of Bylaws. Members shall also have the right to vote on amendments to the Articles of Incorporation of the Corporation, as further set forth in the California Nonprofit General Corporation Law.

(b) Membership in the Corporation shall be non-assessable.

(c) Members shall have all additional rights set forth elsewhere in the Articles of Incorporation and Bylaws of the Corporation and afforded members under the California Nonprofit Mutual Benefit Corporation Law.

Section IV.5. Membership Certificates. The Board of Directors may provide for issuance of certificates evidencing membership in the Corporation. Any certificates issued by the Corporation shall state on the certificate that (i) the Corporation is a nonprofit mutual benefit corporation which may not make distributions to its members except on dissolution, (ii) membership in the Corporation is not transferable, and (iii) a copy of the restrictions on transfer are on file with the Secretary of the Corporation and are open for inspection by a member on the same basis as the records of the Corporation.

Section IV.6. Other Persons Associated With the Corporation. The Corporation may refer to other persons or entities associated with it as "members" even though such persons or entities are not members as set forth in Section 4.01 of these Bylaws, but no such reference shall constitute anyone a member within the meaning of Section 5056 of the California Corporations Code unless that person or entity shall have qualified for and been admitted to membership as a member under Section 4.03 of these Bylaws. References in these Bylaws to members shall mean members as defined in Section 5056 of the California Corporations Code; i.e., the members of the class or classes set forth in Section 4.01 of these Bylaws.

Section IV.7. Dues and Fees. Each member must pay, within the time and on the conditions set by the Board, the dues and fees set by the Board. The dues and fees shall be equal for all members of each class, if there is more than one class of members, but the Board may, in its discretion, set different dues and fees for each class.

Section IV.8. Good Standing. Those members who have paid the required dues and fees in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section IV.9. Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- (1) Resignation of a member, on reasonable notice to the Corporation;
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (3) Failure of a member to pay dues, fees, or assessments as set by the Board within 90 days after they become due and payable;
- (4) Occurrence of any event that renders a member ineligible for membership, or failure to satisfy membership qualifications;
- (5) Death or dissolution of a member;
- (6) Expulsion of the member in the manner set forth in these Bylaws.

Section IV.10. Suspension or Expulsion from Membership.

A member may be suspended from membership for a period not to exceed one (1) year, or expelled from membership, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the Corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.

A person whose membership is suspended shall not be a member during the period of suspension. All rights of a person as a member shall cease upon his expulsion from membership. A person who has been expelled shall not be eligible for readmission to membership prior to the expiration of two (2) years from the date of expulsion.

Section IV.11. Procedure for Expulsion or Suspension.

If grounds appear to exist for expulsion or suspension of a member under these Bylaws, the procedure set forth below shall be followed:

(a) The member shall be given 15 days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the Corporation's records.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective

date of the proposed expulsion. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.

(c) The Board, committee, or person shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the Board, committee, or person shall be final.

(d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.

Section IV.12. Transfer of Memberships. Neither membership in the Corporation nor any rights relating to membership may be transferred for value or otherwise. All rights of membership cease on a member's death or dissolution.

Section IV.13. Non-Liability of Members. A member of the Corporation shall not, solely because of such membership, be personally liable for the debts, obligations or liabilities of the Corporation.

ARTICLE V: MEETINGS OF MEMBERS

Section V.1. Place of Meeting. Meetings of the members shall be held at the Corporation's principal office or at any other place within the State of California designated by the Board.

Section V.2. Annual Meeting. An annual members' meeting shall be held in March of each year at such date, time and place as the Board shall fix. The Board shall notify members of the meeting as provided in these Bylaws. At this meeting, directors shall be elected and, subject to the notice requirements of Section 5.04 of these Bylaws, any other proper business may be transacted.

Section V.3. Special Meetings. (a) Special meetings of the members for any lawful purpose may be called at any time by the Board of Directors, or by the President or the Secretary, or by 5 percent or more of the members.

(b) A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or the Secretary of the Corporation. The officer receiving the request shall

cause notice of the meeting to be given promptly to the members entitled to vote, in accordance with these Bylaws, provided, however, that the meeting date shall be at least 35 days but no more than 90 days after receipt of the request. If the notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice.

(c) No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section V.4. Notice Requirements for Members' Meetings.

(a) Notice of every meeting of members shall be in writing and shall be given at least 10 days but no more than 90 days before the meeting date to each member entitled to vote at the meeting. The notice shall be given either personally or by first-class mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the Corporation.

(b) The notice shall specify the place, date, and hour of the meeting and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, but except as provided in the next paragraph of these Bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

(c) Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a director without cause;
- (2) Filling vacancies on the Board;
- (3) Amending the Articles of Incorporation;
- (4) Approving a contract or transaction between the Corporation and one or more directors, or between the Corporation and any entity in which a director has a material financial interest;
- (5) Electing to wind up and dissolve the Corporation;
or

- (6) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles or Bylaws, when the Corporation is in the process of winding up.

Section V.5. Quorum. One-third (1/3) of the voting power shall constitute a quorum for the transaction of business at any meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section V.6. Adjournment and Notice of Adjourned Meeting. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. At the adjourned meeting, the Corporation may transact any business that might have been transacted at the original meeting.

Section V.7. Voting. (a) Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members.

(b) Voting may be by voice or ballot, except that any election of directors must be by ballot if demanded by any member entitled to vote at the meeting before the voting begins.

(c) If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number or voting by classes is required by the California Nonprofit Mutual Benefit Corporation Law or by the Articles of Incorporation.

(d) Cumulative voting shall not be authorized for election of directors or for any other purpose.

Section V.8. Conduct of Meetings. (a) Meetings of the members shall be presided over by the President of the Corporation or, in his absence, by the Chief Financial Officer, or, in the absence of both, by a chairman chosen by a majority of the voting members present. The Secretary of the Corporation shall act as the Secretary of all meetings of the members,

provided that, in his absence the presiding officer shall appoint another person to act as Secretary of the meeting.

(b) Meetings shall be governed by *Robert's Rules of Order*, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or conflict with these Bylaws, with the Articles of Incorporation of the Corporation, or with applicable laws.

Section V.9. Waiver of Notice or Consent to Meeting. The transactions of any members' meeting, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, who is not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes.

Section V.10. Record Date for Notice and Voting. The record date for determining members entitled to receive notice of a meeting of members shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the day on which the meeting is held.

If not otherwise fixed by the Board, the record date for determining members entitled to vote at a meeting shall be the day on which the meeting is held. A person holding a membership at the close of business on the record date shall be a member of record as of such date.

Section V.11. Proxies. Each person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, or otherwise) by the member or the member's attorney-in-fact. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect until revoked by the member executing it before the vote is cast under that proxy. No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution.

Section V.12. Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members, including the election of directors, may be taken by written ballot without a meeting, by complying with the following requirements:

(a) The Corporation distributes one written ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner consistent with the requirements for giving notice of members' meetings set forth in Section 5.04 of these Bylaws.

(b) Each ballot so distributed sets forth the proposed action, provides the members entitled to vote an opportunity to specify approval or disapproval of each proposal, and provides a reasonable time in which to return the ballot to the Corporation.

(c) Each ballot further specifies the time by which the ballot must be received in order to be counted, indicates the number of responses needed to meet the quorum requirement and, with respect to ballots other than for election of directors, states the percentage of approvals necessary to pass the measure or measures.

(d) The number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

(e) The number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section V.13. Solicitation of Proxies or Written Ballots.

If the corporation has 100 or more members, any form of proxy or written ballot distributed to 10 or more members shall afford an opportunity on the proxy or ballot to specify a choice between approval and disapproval of each matter or group of related matters intended to be acted on at the time the proxy or ballot is distributed, and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of directors, any form of proxy or written ballot that a member marks "withhold," or marks otherwise in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director.

Section V.14. Action by Unanimous Written Consent.

Any action required or permitted to be taken by the members may be taken without a meeting, if all members entitled to vote on such action consent in writing to the action. The written consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

ARTICLE VI: DIRECTORS

Section VI.1. General Powers. Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws regarding actions that require the approval of the members, the Corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the direction of its Board of Directors.

Section VI.2. Specific Powers. Without prejudice to the general powers set forth in Section 6.01 of these Bylaws, but subject to the same limitations, the directors shall have the power to:

(a) Appoint and remove at the pleasure of the Board all the Corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws.

(b) Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities within or outside California; and designate any place within or outside California for holding any meeting of members.

(c) Adopt and use a corporate seal; prescribe the forms of membership certificates consistent with the provisions of Section 7313 of the California Corporations Code; and alter the forms of the seal and certificates.

(d) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other evidences of debt and securities.

Section VI.3. Number and Qualification of Directors. The authorized number of directors shall be five (5) until changed by amendment to these Bylaws. The qualifications for directors are as follows: a director, other than the initial directors of the Corporation, must have been a member in good standing for at least six months prior to his or her election to the Board.

Section VI.4. Compensation. Directors shall serve without compensation.

Section VI.5. Election and Term of Office. The directors shall be elected at each annual meeting of members, to hold office until the next annual meeting. The candidates receiving the highest number of votes, up to the number of directors to be elected, are elected. Each director, including a director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified.

Section VI.6. Nomination of Directors. The Board of Directors may establish reasonable procedures for nomination and election of directors, not inconsistent with these Bylaws, the Articles of Incorporation of the Corporation and the Nonprofit Mutual Benefit Corporation Law. Such procedures shall provide to members a reasonable means of nominating persons for election as directors, and shall provide to each nominee a reasonable opportunity to communicate to the members entitled to vote the nominee's qualifications and the reasons for the nominee's candidacy, and to solicit votes.

Unless the Board of Directors adopts a different procedure for nomination of candidates for election to the Board, the following procedures shall be followed:

(a) The President may appoint a nominating committee to select qualified candidates for election to the Board at least 60 days before the date of any election of directors. Such nominating committee shall make its report at least 30 days before the date of the election, and the Secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by the committee.

(b) Any qualified candidates may place his or her name in nomination at least 30 days prior to the date of the election.

(c) If there is a meeting of members to elect directors, and if the Corporation has 100 or more members entitled to vote, any member entitled to vote and present at the meeting in person or by proxy may nominate any qualified candidate at the meeting.

Section VI.7. Vacancies on Board. A vacancy or vacancies on the Board shall exist on the occurrence of the following: the death, resignation or removal of any director, or an increase of the authorized number of directors, or the failure of the members in any election to elect the full number of directors required.

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section VI.8. Resignations. Any director may resign by giving written notice to the President or the Secretary of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office when the resignation becomes effective.

Section VI.9. Removal. Any director may be removed with or without cause by the vote of the members entitled to vote or, if the Corporation has fewer than 50 members entitled to vote, the vote of a majority of all members entitled to vote, to remove such director.

Section VI.10. Filling Vacancies. Except for vacancies created by removal of a director by the members, vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director. The members may fill any vacancy or vacancies not filled by the directors.

ARTICLE VII: DIRECTORS' MEETINGS

Section VII.1. Place of Meetings. Meetings of the Board shall be held at the principal office of the Corporation or any other place within or outside California that has been designated by resolution of the Board or in the notice of the meeting. All meetings of the Board shall be open to the members.

Section VII.2. Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

Section VII.3. Annual Meeting. Immediately after each annual meeting of members, the Board shall hold a regular meeting for purposes of organization, election of officers, and the transaction of other business. Notice of this meeting is not required.

~~Section VII.4. Other Regular Meetings. Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.~~

Section VII.5. Special Meetings. Special meetings of the Board for any purpose may be called at any time by the President or any Vice President, or the Secretary or any two directors.

Section VII.6. Notice of Special Meetings. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (i) by personal delivery of written notice, or (ii) by first-class mail, postage prepaid, or (iii) by telephone, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the Corporation. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery or telephone, shall be delivered or telephoned, at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

Section VII.7. Waiver of Notice. Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section VII.8. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section VII.9. Conduct of Meetings. (a) Meetings of directors shall be presided over by the President or, in his absence, by the Vice-President or, in his absence, by a chairman chosen by a majority of the directors present. The Secretary shall act as the Secretary of all meetings of the members, provided that, in his absence the presiding officer shall appoint a director to act as Secretary of the meeting.

(b) Meetings shall be governed by *Robert's Rules of Order*, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or conflict with these Bylaws, with the Articles of Incorporation of the Corporation, or with applicable laws.

Section VII.10. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

Section VII.11. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section VII.12. Committees of the Board. The Board may, by resolution adopted by a majority of the authorized number of directors, create one or more committees of the Board, each consisting of three (3) or more directors and no persons who are not directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the authorized number of directors. The Board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have the power and authority to act in the manner and to the extent delegated to it in the Board resolution creating it, and may have all the authority of the Board, except that no committee, regardless of Board resolution, may:

- (1) Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (2) Fill vacancies on the Board or on any committee that has any of the authority of the Board;
- (3) Fix compensation of the directors for serving on the Board or on any committee;
- (4) Amend or repeal Bylaws or adopt new Bylaws;
- (5) Amend or repeal any Board resolution that by its express terms is not so amendable or repealable;
- (6) Create any other committees of the Board or appoint the members of committees of the Board;

- (7) Expend corporate funds to support a nominee for director after more people have been nominated for director than can be elected; or
- (8) Approve any contract or transaction between the Corporation and one or more of its directors or between the Corporation and an entity in which one or more of its directors have a material financial interest.

By resolution adopted by a majority of the authorized number of directors, the Board may at any time modify or revoke any or all authority delegated to a committee of the Board, increase or decrease, but not below three (3), the number of members of such committee, remove and replace any such member and fill vacancies in such committee. Each member of a committee shall serve until the next annual meeting of members and until his successor is duly appointed and shall qualify, unless he is sooner removed by resolution adopted by a majority of the authorized number of directors, resigns or ceases to act as a director of the Corporation.

Section VII.13. Meetings and Actions of Committees of the Board. Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these Bylaws concerning meetings and other Board actions; except that the time for regular meetings of such committees and calling of special meetings of such committees may be determined either by Board resolution, or if there is none, by resolution of the committee; special meetings of committees may also be called by the Board; and notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all committee meetings. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee that are consistent with these Bylaws or, in the absence of rules adopted by the Board, the committee may adopt such rules.

Section VII.14. Advisory Committees. The Board of Directors may from time to time designate such advisory committees as it shall deem expedient; provided, however, the Board may not delegate any of its powers or authority to such committee. The recommendations of such committee shall be advisory only and shall not be binding on the Board of Directors or the Corporation. Each advisory committee shall exist and its members shall serve at the pleasure of the Board of Directors. Each member of an advisory committee shall be a member in good standing of the Corporation, and shall serve without compensation. Advisory committees may not spend any funds

without the prior approval of the Board. Subject to the foregoing:

(a) The Board shall by resolution designate the responsibilities and duration of each advisory committee, and may establish such other rules and regulations regarding its activities and meetings as it deems advisable. Each advisory committee may adopt further rules for its activities and meetings not inconsistent with these Bylaws and the resolutions of the Board.

(b) The Board shall by resolution designate the number and further qualifications of members of each committee, and appoint such members. Each member of a committee shall serve until expiration of the term for which he was appointed (if a standing committee), or for the life of the committee (if an ad hoc committee), unless he is sooner removed by the Board, resigns, ceases to be a member of the Corporation or otherwise ceases to qualify as a member of such committee.

ARTICLE VIII: OFFICERS

Section VIII.1. Officers of the Corporation. The officers of the Corporation shall be a President, a Secretary and a Chief Financial Officer. The Corporation may also have, at the Board's discretion, one or more Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. The Board may also appoint, and may authorize the President to appoint, any other officers that the Corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined by the Board.

Section VIII.2. Election and Qualifications of Officers. The officers of the Corporation shall be chosen annually by the Board and shall serve at the pleasure of the Board. Officers shall be chosen from among the directors of the Corporation. Any number of offices may be held by the same person.

Section VIII.3. Compensation. Officers shall serve without compensation.

Section VIII.4. Removal of Officers. An officer may be removed with or without cause by the Board, and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

Section VIII.5. Resignation of Officers. Any officer may resign at any time by giving written notice to the Corporation.

The resignation shall take effect as of the date the notice is received or at any later time specified in the notice.

Section VIII.6. Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section VIII.7. Duties of President. Subject to the control of the Board, the President shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. The President shall preside at all members' meetings and at all Board meetings. The President shall have such other powers and duties as the Board or Bylaws may prescribe.

Section VIII.8. Duties of Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board or, if not ranked, a Vice President designated by the Board, shall perform all duties of the President. When so acting, a Vice President shall have all powers of and be subject to all restrictions on the President. The Vice Presidents shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe. A Vice President may also be called a Vice Chairman.

Section VIII.9. Duties of Secretary. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the number of members present or represented at members' meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and Bylaws, as amended to date.

The Secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by Board resolution, a record of the Corporation's members, showing each member's name, address, and class of membership.

The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Section VIII.10. Duties of Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the members and directors such financial statements and reports as are required by law, by these Bylaws, or by the Board to be given. The books of account shall be open to inspection by any director at all reasonable times.

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

ARTICLE IX: INDEMNIFICATION AND INSURANCE

Section IX.1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 7237(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

Section IX.2. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 7237(e) whether the applicable standard of conduct set forth in Section 7237(b) or Section

7237(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

Section IX.3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article IX of these Bylaws in defending any proceeding covered herein shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

Section IX.4. Insurance. The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE X: RECORDS AND REPORTS

Section X.1. Maintenance of Corporate Records. The Corporation shall maintain:

- (1) Adequate and correct books and records of account;
- (2) Written minutes of the proceedings of its members, Board, and committees of the Board; and
- (3) A record of each member's name, address, and class of membership.

Section X.2. Members' Inspection Rights. Any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

(a) Inspect and copy the records of members' names, addresses, and voting rights during usual business hours on five days' prior written demand on the Corporation, which demand must state the purpose for which the inspection rights are requested; or

(b) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for the election of directors as of the most recent record date for which that list has been compiled, or as of the date, after

the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten days after (i) the demand is received or (ii) the date specified in the demand as the date as of which the list is to be compiled.

If the Corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. Any right of inspection extends to the records of any subsidiary of the Corporation.

Section X.3. Accounting Records and Minutes. On written demand on the Corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the Corporation.

Section X.4. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its principal office, the original or a copy of the Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours.

Section X.5. Inspection by Directors. Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section X.6. Annual Report. For any fiscal year during which the Corporation receives \$10,000 or more in gross revenues or receipts:

(a) The Corporation shall prepare an annual report within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:

- (1) A balance sheet as of the end of the fiscal year, and an income statement and statement of changes in financial position for the fiscal year, accompanied by any report on them by independent accountants, or, if there is no such report, by the certificate of an authorized officer of the Corporation that they were prepared without audit from the books and records of the Corporation.
- (2) A statement of the place where the names and addresses of current members are located.
- (3) Any information that is required by Section 10.07 of these Bylaws.

(b) The Corporation shall notify each member of the member's right to receive the annual report under this Section, and on written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member.

Section X.7. Annual Statement of Certain Transactions and Indemnifications. As part of the annual report to all members, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to its members and furnish to its directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Corporation's fiscal year:

(a) Unless approved by members under Section 7233(a) of the California Corporations Code, any transaction (a) to which the Corporation, its parent, or its subsidiary was a party, (b) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (c) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

- (1) Any director or officer of the Corporation, its parent, or its subsidiary;
- (2) Any holder of more than 10 percent of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, provided that, in the case of a partnership in which

such person is a partner, only the interest of the partnership need be stated.

(b) A brief description of the amounts and circumstances of any loans, guaranties, indemnifications, or advances aggregating more than \$10,000 paid during the fiscal year to any officer or director of the Corporation under Article X of these Bylaws, unless the loan, guaranty, indemnification, or advance has already been approved by the members under Section 5034 of the California Corporations Code, or the loan or guaranty is not subject to the provisions of subdivision (a) of Section 7235(a) of that Code.

ARTICLE XI: AMENDMENTS

Section XI.1. Amendment by Members. New Articles of Incorporation or Bylaws may be adopted or the Articles of Incorporation or these Bylaws may be amended or repealed, by approval of the members entitled to vote.

Any provision of these Bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by vote of that greater number.

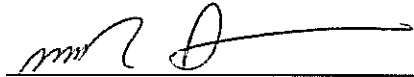
ARTICLE XII: CONSTRUCTION AND DEFINITIONS

Section XII.1. Construction and Definitions. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of IRANIAN-AMERICAN SOCIETY OF CIVIL ENGINEERS, INC., a California nonprofit mutual benefit corporation, that the above Bylaws, consisting of 22 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on April 18, 1994 and that they have not been amended or modified since that date.

Executed on 7/9/96, 1996 at Irvine, California.



Nasser Abbaszadeh
Secretary