

**BYLAWS**  
OF  
**The Society of Scholars of Zoroastrianism**  
An Illinois Not-for-Profit Corporation

**PREAMBLE**

In the legacy of Anquetil de Peron who sowed the seeds of Zoroastrian scholarship in the 19<sup>th</sup> century and Rawlinson who sparked the interest in the discovery and record of the ancient Persian inscriptions and archeology and in the memory of the Parsi scholars beginning with Meherji Rana in the 17<sup>th</sup> century followed by giants such as: Peshotan Behramji Sanjana, Dastoor Hoshang Jamasp, Mubed Velayti, Ervad Bamanji Dhabhar and Khurshedji R. Cama, this Society of scholars engaged in the study and research of Zoroastrian literature, philology, archeology and history is conceived so that the light luster of Zoroastrian thought forever shine brightest within academia and the Zoroastrian world.

*Articles I to IV are Articles of Incorporation of the Society filed with the State of Illinois in the year 2004 upon which is based the registration of the Society as a Not-for-Profit Corporation in the State of Illinois. These articles may not be amended without filing an amendment with the State of Illinois.*

**ARTICLE I                    NAME AND LOCATION**

**Section 1: Name**

The name of the Corporation is: The Society of Scholars of Zoroastrianism hereinafter referred to as the "Society." The official abbreviation of the name shall be "SSZ."

**Section 2: Location**

The Society shall have and continuously maintain in Illinois a registered office at an address to be designated by its Board of Directors which may but need not be the same as its place of business. The Society may also have offices at such other locations as the Board of Directors may from time to time designate or as the Society may require.

**ARTICLE II: REGISTERED AGENT AND REGISTERED OFFICE**

The name and address of the registered agent and the registered office are:

Rohinton Minocher Rivetna,

5750 South Jackson Street,

Hinsdale, IL 60521

## **ARTICLE III: PURPOSES**

The Society is organized and shall be operated for the primary purpose of promoting scholarship in Zoroastrian studies and research worldwide, all within the meaning of Section 501( c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent law (the "code".) The Society shall not engage in a regular business activity of a kind ordinarily carried on for profit, nor shall it perform particular services for individual persons. No part of net earnings of the Society shall inure to the benefit of any member, private shareholder or individual.

This corporation is not a Condominium Association as established under the Condominium Property Act.

This Corporation is not a Cooperative Housing Corporation as defined in section 216 of the Internal Revenue Code of 1954.

The Corporation is not a Homeowner's Association which administers a common-interest community as defined in subsection (c) of section 9-102 of the code of Civil Procedure.

### **Section 2 Objectives**

The objectives of the Society shall be:

- A. To encourage Zoroastrian research and scholarship worldwide.
- B. To encourage Zoroastrians and non-Zoroastrians alike to engage in Zoroastrian studies worldwide.
- C. To publish a Research Journal
- D. To build an archive of research papers given at the SSZ Conferences and elsewhere.
- E. To establish seats of Zoroastrian studies
- F. To preserve manuscripts

### **Section 3: Organization**

The Society is organized and shall devote its assets to the following purposes:

- A. To qualify and operate as a general not-for-profit corporation under the Illinois General Not-for-Profit Corporation Act of 1986 or the corresponding provisions of any successor statute thereto;
- B. To qualify and operate as a tax-exempt organization described in section 501( c) ( 3) of the Internal Revenue Service Code.
- C. To promote the common interest of its members to support scholarship and research among its members and the Zoroastrian community at large worldwide.
- D. To do everything necessary or appropriate for the accomplishment of the foregoing purposes.

## **ARTICLE IV            OTHER PROVISIONS**

### **Section 1 : Finances**

The Society does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Society shall inure to the benefit of, or distributable to, its trustees, officers, or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporate purposes set forth in these Articles of Incorporation.

## **Section 2: Term**

The term for which the Society is to exist is perpetual.

## **Section 3: Assets**

All assets of the Society shall be held and administered by the Board of Directors for the purpose and the benefit of the Society. No merger, consolidation, division, conversion, liquidation or dissolution of the Society nor any action that would result in the disposition of all or substantially all of the assets of the Society shall be valid unless first approved by the Board of Directors.

In furtherance of the purposes set forth in these Articles of Incorporation, the Society shall have all of the powers conferred upon it by law, so long as they are consistent with the requirements of Section 501 ( c ) ( 3 ) of the code, including but not limited to, the power to accept gifts, grants, devices, bequests of funds, or any other property from any public or governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations and individuals.

## **Section 4: Powers**

The Society shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization of the type described in Section 501 ( c ) ( 3 ) of the code.

# **ARTICLE V            MEMBERSHIP**

## **Section 1: Classes of Membership**

There shall be three classes of membership: Scholar, Associate Member and Honorary Member.

*Scholar:* A person to be nominated as a scholar must have performed independent research in Philosophy, Literature, Archeology or Sciences directly related to Zoroastrian Studies and have published such research within academia or in publication of scholarship and learning. Nomination shall be by a scholar of the Society or by the Board for qualifying candidates to be confirmed by the body of scholars. The candidate so nominated shall be confirmed if “objection” is not received from any scholar(s) within 30 days following the circulation of the nomination with testimonials to the body of scholars.

A scholar shall have the duty along with other scholars to jointly oversee the proper functioning of the Society and so give broad direction to the Board of Directors from time to time.

A scholar shall have the right to receive all materials pertaining to the functioning of the Society and may inspect the records of the Society at any time.

*Associate Member:* A person having interest in the objects of the Society may apply to the Board with the payment of a subscription established by the Board from time to time or a one-time sizable contribution.

An Associate shall have no rights nor privileges except to participate in events organized by the Society and receive any publication for general circulation.

*Honorary Member:* A person to be nominated as an Honorary Member must have exceptionally enriched the cause of Zoroastrian Scholarship in a lasting and permanent manner. The person nominated for honorary membership may or may not be a scholar or an associate of the Society.

A scholar of the society may nominate a person to be an Honorary Member supported by bona-fide testimonials. A nominee to be confirmed must receive the consent of all "Interested Scholars." A scholar shall be deemed "interested" if the scholar responds to the ballot in the time parameters set by the Society

Any criminal judgement against a member in any court of law shall be cause for revocation of membership. Revocation shall be effective upon the secretary issuing a notice in writing to the member delineating the cause. A member receiving such notice may appeal to the scholars for re-instatement. Consent of the scholars shall be cause for re-instatement.

## **Section 2: Founding Scholars**

The individuals named in Exhibit A attached shall name a set of Founding Scholars selected for their past contribution to Zoroastrian Studies and their continued interest. The Founding Scholars in turn shall nominate other scholars and honorary members as they so choose.

## **ARTICLE VI: FUNDING**

Funding shall be generated principally from contributions of members and donors. Contributors who contribute a sizable amount shall be memorialized suitably according to the contributor's desire.

All activities of the Society shall be self-supporting including costs incurred for holding Society meetings.

Scholars and Associates wishing to publish their research in publications other than the "Publication of the Society" shall seek their own funding.

Costs incurred for Publication of the Society, "The Zoroastrian," shall be recovered from its sale.

No member or associate shall be reimbursed for costs incurred for travel or attending meeting of the society.

Reimbursable, shall be expenses incurred such as those for holding society meetings, reproduction costs, costs incurred for the publication of "The Zoroastrian" and other such costs incurred specifically to advance the cause of the Society.

## **ARTICLE VII GOVERNANCE**

The Society shall be governed by its Board of Directors with the Scholars providing broad direction to the Board and setting policy for the operation of the Society from time to time. The Board of Directors shall be responsible for the day to day operation of the Society

There shall be three officers: President, Secretary and Treasurer and up to four additional directors if required. The officers and directors together, shall comprise “the Board of Directors” of the Society to process the work of the Society. The officers and directors shall be elected by the scholars and they shall remain in office until voluntary resignation or replaced by the scholars for any reason. The Board of Directors shall conduct their business in accordance with Robert’s Rules, all decisions being taken by a majority vote.

*President:* The president shall exercise general supervision over the interests, business and the welfare of the Society. The president shall preside at meetings of the Society and appoint committees comprised of members and/or Associates of the Society to transact such special business as the president may see fit. The President may perform any other function and or tasks as directed by the scholars.

*Secretary:* The secretary shall keep and maintain all books of the Society and issue notices of meetings to the membership maintaining the minutes of the meetings, in person or virtual, and all other relevant records including maintenance of the website of the Society. Preparation of all publications and any other promotional materials shall be the responsibility of the secretary.

*Treasurer:* The treasurer shall have custody of the funds of the Society and shall hold and maintain all financial records of the Society. The treasure shall prepare and submit all financial reports as required by law.

## **ARTICLE VIII                      PUBLICATION**

### **Section 1: Official organ**

The official voice of the Society shall be “The Zoroastrian,” a scholarly Journal for the publication of original research papers prepared by the scholars of the Society and other scholars desirous of publishing in “The Zoroastrian.” In order to be published in “The Zoroastrian,” all papers must have received peer review and acceptance by interested scholars of the Society; interested scholars being those that respond. A scholar wishing to publish a paper shall distribute copies of the paper to other scholars for review and comment and reproduce such comments as footnotes to the paper for publication. “The Zoroastrian” may be published infrequently, depending on resources, funding and materials. The members of the Society must make every effort to purchase and promote the sale of the publication in order to recover the costs of printing and distribution. Any other member of the Society wishing to publish in the Zoroastrian should first receive special dispensation from the president to circulate the material for publication to the scholars of the Society for their audits and consent to publish in “The Zoroastrian.” The president may render such special dispensation if the president deems this material to be original and of exceptional value. The material may be published upon receiving the consent of the scholars.

### **Section 2: Website**

The Society shall operate a website to post all of the events and schedules of the Society worldwide and carry all of the presentations made at SSZ Conferences. It shall also carry a in Zoroastrian studies worldwide.

The website shall also include a list of libraries worldwide that carry Zoroastrian publications, list of materials that may be used for educating Zoroastrians and non-Zoroastrians and a resource list of speakers on Zoroastrianism for speaking at community or interfaith events.

## **ARTICLE IX                      CONSENSUAL OPERATION**

All policy decisions of the Society, other than the day to day operation of the Society shall be by consensus of the scholars of the Society. Consensus shall have been deemed to take place when all objections are satisfactorily resolved inferring consent of the scholars. Any proposal for a policy decision proposed by a scholar(s) shall be sent to all scholars of the Society. Those responding timely shall be considered to be “interested scholars” in the subject matter whose voices shall be taken into account to their satisfaction. If consensus is not reached the matter shall be tabled for decision at a later date.

## **ARTICLE X                      MEETINGS AND CONFERENCES**

### **Section 1: Scholars Meetings**

The scholars shall meet as a body at least once every 2 years in person or via electronic media virtually. The secretary must send a notice announcing the meeting at least 90 days in advance of the meeting with an agenda for the meeting. The agenda for the meeting may include but not limited to: reports by the President, Secretary and Treasurer, introduction of new members, open session for scholars to make presentations to the Society on matters of common interest and address any other new business of the Society. During the open session all scholars attending shall be encouraged to present to other scholars their area of current research and solicit recommendations to aid in their project. Prior to the meeting those scholars intending to make a presentation must request time allocation from the president presiding. At these meetings adequate time shall be allotted for furthering the objects of the Society, promoting Zoroastrian scholarship in universities and to better spread the knowledge of Zoroastrian studies to the public at large. A scholars meeting may precede a conference.

### **Section 2: Conferences**

In consonance with the objective of the Society “to encourage Zoroastrian research and scholarship” the Society shall encourage holding of conferences to be called “SSZ Conference” in various locations worldwide bringing academicians, theologians, educationists, lay scholars and students to present their research and studies to audiences. These presentations shall be posted on the official website of the Society. The officers and Directors of the Society shall actively promote holding of such conferences and facilitate the participation of Society Scholars at such conferences.

### **Section 4: Use of the electronic media**

All business of the Society shall be carried out via the electronic media including but not limited to meeting notices, conference announcements and all correspondence; the secretary holding a permanent record of all communications.

## **ARTICLE XI                      RELATIONSHIPS WITH OTHER ORGANIZATIONS**

Scholars may decide to establish relationship with other scholarly or community organizations by executing a "Memorandum of Cooperation" between the organizations.

## **ARTICLE XII                      AMENDMENT**

Any amendment to these bylaws proposed by the Board of Directors shall be adopted upon receiving the consent of the Scholars. Proposed amendment shall be submitted to all the scholars of the society with a date certain not exceeding 60 days to respond, affirming or rejecting the proposed amendment. Consent of the scholars shall have been deemed to have been attained when majority of the scholars that respond respond in the affirmative.

## **ARTICLE XIII                      DISSOLUTION AND INUREMENT OF INCOME**

Upon the scholars resolve to dissolve the Society, the Board shall upon making arrangements for the payment of all liabilities of the Society dispose of all assets of the Society and the net earnings generated shall be disposed of for the benefit of another Zoroastrian organization with identical objectives. No part of the net earnings generated shall be used for the benefit of or distributed to its members, officers, directors or any other private persons or affiliates.