



BY-LAWS
OF
STAND WITH IRAQI CHRISTIANS
A PENNSYLVANIA NONPROFIT CORPORATION

Revised 2023

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STAND WITH IRAQI CHRISTIANS
A PENNSYLVANIA NONPROFIT CORPORATION

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BY-LAWS
OF
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ARTICLE I
General

Section 1. Name

The name of the Corporation shall be as set forth in the Articles of Incorporations, as from time to time amended.

Section 2. Office

The principal office of the Corporation shall be at such place or places as the Board of Directors may determine from time to time. The address of the initial principal office of the Corporation shall be 400 King of Prussia Road, Radnor, PA 19087.

Section 3. Fiscal Year

The fiscal year of the Corporation shall, unless otherwise determined by resolution of the Board of Directors, end on December 31 of each year. The Board of Directors may by resolution from time to time change the fiscal year of the Corporation.

ARTICLE II
Members

Section 1. Members

The Corporation shall have no members. Such persons who from time to time constitute the Board of Directors of the Corporation shall for all intents and purposes be taken to be the members of the Corporation. No other person shall at any time be admitted as or taken to be a member of the Corporation. Whenever any person shall, for any reason, cease to be a member of the Board of Directors of the Corporation, such person shall automatically and at the same time cease to be a member of the Corporation. No certificates of membership shall be issued at any time.

Section 2. Notice

Any action which by law may be taken by the Board of Directors of the Corporation only in their capacity as the members of the Corporation may be taken by the Board of Directors at any regular or special meeting thereof, and no designation of any such meeting as a meeting of the members of the Corporation shall be necessary in any notice, waiver of notice, or minutes thereof or otherwise.

ARTICLE III
Directors

Section 1. Powers

The powers vested in the Corporation by the Nonprofit Corporation Law of 1988, as amended, shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be managed by, or under the direction of, a Board of Directors.

Section 2. Number, Qualification, Term, Election, Removal

The Board of Directors shall have not less than three nor more than nine Directors. All members of the Board of Directors must be natural persons 18 years of age or older. Directors shall serve a three-year term and until their successors shall have been duly elected and qualified, or until their earlier death, resignation or removal from office, except that the initial terms of the initial Directors shall be as set forth in the Articles of Incorporation. All of the initial Directors shall be able to extend their initial terms for an additional three years.

At each Annual Meeting held as provided in Section VI of this Article III, the Board of Directors shall elect Directors by majority vote to serve in the seats of Directors whose terms will expire at the end of the fiscal year. Current Directors may be elected to serve additional three-year terms when their existing term expires.

The Board of Directors of the Corporation shall have the power, as Directors of the Corporation, to remove any Director of the Corporation from office with or without cause by a three-fourths vote, provided that the notice of the meeting at which the vote is to occur specifies that a purpose of the meeting is to vote upon the proposed removal.

Section 3. Failure to Object

A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless such Director's dissent shall be entered in the minutes of the meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary of the meeting before the adjournment of the meeting. Such right to dissent shall not apply to a Director who has voted in favor of such action.

Section 4. Compensation of Directors

Directors, as such, shall not receive any salary for their services, but by resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors; provided, that nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 5. Vacancies

Whenever any vacancy occurs during the term of any Director or Directors of the Corporation, whether caused by the resignation, removal by order of court, or the death of any such Director or Directors, or for reason of any increase in the number of Directors, or for any other reason whatsoever, the remaining Directors shall by majority vote elect a successor to serve the remainder of the term of the departed Director.

Section 6. Regular Meetings

The Board of Directors may hold regular meetings at such places, and at such times, as the Board of Directors shall from time to time determine, provided that the Board of Directors shall hold at least an Annual Meeting during the first quarter of each fiscal year of the Corporation.

Section 7. Special Meetings

The Board of Directors shall hold such special meetings as shall be called by the President of the Corporation or any two Directors. Each such meeting shall be held at such time and place as shall be designated in the notice of the meeting.

Section 8. Notice of Meetings

Written notice of all regular meetings of the Board of Directors shall be given at least two weeks prior to the day named for the meeting. Written notice of all special meetings of the Board of Directors shall be given by, or at the direction of, the person or persons calling the meeting at least two weeks prior to the day named for the meeting. Attendance at any meeting of the Board of Directors, including any meeting at which the Directors are to act in their capacity as the Members of the Corporation shall be a waiver of notice thereof. A waiver of notice in writing, signed by the person or persons entitled to such notice, whether before or after the date stated therein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting, or as specifically required by these By-laws, neither the business to be transacted nor the purpose of the meeting need be specified in the notice of the meeting.

Section 9. Informal Action by the Directors

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so taken, is signed by all of the Directors who would be entitled to vote at a meeting for such purpose and such consent is filed with the Secretary of the Corporation.

Section 10. Telephonic Meetings

One or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this Section 10 shall constitute presence in person at the meeting.

Section 11. Committees

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees of officers, Directors, and/or other interested persons to act in an advisory capacity to the whole Board. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required. Any committee shall have and may exercise all of the powers and authority delegated to it by

The Board of Directors, except that a committee shall not have any power or authority as to the following:

- The creation or filling of vacancies on the Board of Directors.
- The adoption, amendment or repeal of these By-laws.
- The amendment or repeal of any resolution of the Board of Directors.
- Action on matters committed by these By-laws or resolution of the Board of Directors to the Board of Directors or another committee appointed by the Board of Directors.

The Board of Directors may designate one or more persons as alternate members of any committee who may replace any absent or disqualified member at any meeting of the committee or for the purposes of any written action by the committee. In the absence or disqualification of a member and alternate member or members of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or she or they constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of the absent or disqualified member. Each committee shall serve at the pleasure of the Board of Directors.

The term “Board of Directors” or “Board”, when used in any provision of these By-laws relating to the organization or procedures of or the manner of taking action by the Board of Directors, shall be construed to include and refer to any executive or other committee appointed by the Board of Directors. Any provision of these By-laws relating or referring to action to be taken by the Board of Directors or the procedure required therefor shall be satisfied by the taking of corresponding action by a committee appointed by the Board of Directors to the extent authority to take the action has been delegated to the committee pursuant to these By-laws.

Section 12. Quorum

A majority of the whole number of those who are at the time the Directors of the Corporation shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall, unless otherwise specifically provided by law or by the Articles of Incorporation, be the acts of the Board of Directors.

Section 13. Presiding Officer and Order of Business

The Board of Directors may, but shall not be required to, elect a Chairman, or Co-Chairman, of the Board of Directors. If there is no President elected, the Chairman (or Co-Chairman) shall assume the duties of the President. All meetings of the Board of Directors shall be called to order and presided over by the Chairmen of the Board of Directors (if any), or if a Chairman has not been elected or in the Chairman’s absence by the President, or in the absence of such Chairman and President by a Chairman elected by the Directors. The Chairman or other person presiding over a meeting of Directors may appoint a person to serve as parliamentarian at any meeting of the Directors. The then current edition of Robert’s Rules of Order shall govern the conduct of all meetings of the Directors when not in conflict with these By-laws, the Articles of Incorporation or the Nonprofit Corporation Law of 1988, as amended.

Section 14. Contracts

In the absence of fraud, no contract or other transaction between the Corporation and any other organization shall be affected by the fact that Directors of the Corporation are directors, employees or Agents of such other organization, if such fact is disclosed to the Board of Directors of the committee of the Corporation having authority in the premises, and the contract or transaction shall be approved or ratified in good faith by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested.

Any Director individually, or any organization of which any Director is a partner, member, shareholder or otherwise holder of an interest, may be a party to or may be interested in any contract or transaction of the Corporation; provided, that such Director's interest is disclosed to the Board of Directors or the committee of the Corporation having authority in the premises, and such contract or transaction shall be approved or ratified in good faith by the affirmative vote of at least a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested.

No Director shall be liable to account to the Corporation for any profit realized by such Director from or through any such transaction or contract of the Corporation, ratified or approved as aforesaid, by reason of such Director's interest in such transaction or contract. Directors so interested may be counted when present at meetings of the Board of Directors or of such committee for the purpose of determining the existence of the quorum.

Notwithstanding the foregoing, the Corporation, its officers and directors shall comply with any separate conflict of interest policy which has been adopted by the Board of Directors.

Section 15. Investment Trusts

The Board of Directors may from time to time transfer any property of the Corporation, whether real or personal, tangible or intangible, in trust, to a bank and trust company or a trust company incorporated under the laws of the Commonwealth of Pennsylvania, or to any national banking association having fiduciary powers, without regard to the location of the principal office of such national banking association. Any such transfer in trust shall give such trustee the power to invest and reinvest such property in such investments as such trustee, in the honest exercise of its judgment may, after investigation; determine to be safe and proper investments, without regard to whether such investments are of like or unlike nature to those which may be designated by law as "legal" or "authorized" investments. Any such transfer in trust shall impose upon such trustee the duty to pay (at such intervals or upon such demand by the Corporation as may be agreed upon between the Corporation and such trustee but at least semiannually) the net income from such property to or at the directions of the Corporation for use and application to the purposes of the Corporation, and also the duty to transfer or pay (upon such demand by the Corporation as may be agreed upon between the Corporation and such trustee) any or all of the principal of such trust to or at the direction of the Corporation for use and application to the purposes of the Corporation. Any such trust shall be expressly revocable by the Corporation at any time upon the giving of written notice of such revocation by the Corporation to the trustee thereof, whereupon such trustee shall transfer or pay to the Corporation all of the principal and undistributed income of such trust and the Corporation shall be vested with the title thereto.

Upon the transfer of any such property to such a trustee and so long as any such property is held by such a trustee, as provided above in this Section 15, the Corporation and its Directors, officers, assistant officers, agents and employees, each and all of them, shall be relieved of all liability for the investment and reinvestment thereof.

Section 16. Limitation of Personal Liability of Directors

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as in effect on the date of the adoption of this Section 16 or as such laws are thereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable as such for monetary damages for any action taken, or any failure to take any personally liable as such for monetary damages for any action taken, or any failure to take any action, as a Director. Specifically, a director shall not be

personally liable for monetary damages, unless (1) the Director has breached or failed to perform the duties of this office and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Any amendment or repeal of this Section 16 or adoption of any other provision of these By-laws or the Corporation's Articles of Incorporation which has the effect of increasing Director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

In performing his or her duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers or employees of the Corporation whom the Director reasonable believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good faith, however, if such Director has knowledge concerning a matter which would cause his or her reliance on any of the foregoing to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers of the Corporation and upon communities in which offices or establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such person's fiduciary standard of care. In addition, absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

This Section 16 shall not apply to a Director's responsibility or liability under any criminal statute or a Director's liability for payment of taxes under any local, state or federal law.

ARTICLE IV
Officers

Section 1. Number and Election

The Board of Directors at its Annual Meeting shall elect a President, a Secretary and a Treasurer and may elect a Vice President and such other officers and assistant officers, if any, as the Board may deem appropriate. A person may hold more than one office at the same time. The Board of Directors may also, from time to time, appoint such agents as it may deem appropriate. The Board of Directors shall have the power to remove an elected officer from office, either with or without cause, provided that the notice of the meeting at which the vote is to occur specifies that a purpose or the purpose of the meeting is to vote upon the proposed removal.

Section 2. Qualifications

The President and Vice President must be Directors of the Corporation. The Secretary, Treasurer and any other officers may, but shall not be required, to be Directors.

Section 3. Term of Office

Each officer and assistant officer shall hold office until his or her successor shall have been appointed.

Section 4. President

The President shall, in general, perform all duties incident to the office of President and shall be a member ex officio of all committees of management appointed by the Board.

Section 5. Vice President

The Vice President shall have such powers and perform such duties as the President may from time-to-time delegate to the Vice President. At the request of the President, the Vice President may, in the case of the absence or inability to act by the President, temporarily act in the President's place. In the case of the death or inability to act of the President, the Vice President shall perform the duties of the President except as shall be otherwise designated by the Board of Directors. A Vice President who is not a Director shall not preside at any meeting of the Board of Directors.

Section 6. Secretary

The Secretary shall attend meetings of the Board of Directors, shall keep minutes thereof in suitable books, shall send out all notices of meetings as required by law or these By-laws in the absence of the Executive Director and shall, in general, perform all duties incident to the office of Secretary.

Section 7. Treasurer

The Treasurer shall receive all money paid to the Corporation and keep or cause to be kept accurate accounts of all money received or payments made in books kept for that purpose. The Treasurer shall deposit all money received by him or her in the name and to the credit of the Corporation in banks or other places of deposit. The Treasurer shall, in general, perform all duties incident to the office of Treasurer.

Section 9. Assistant Officers

Any assistant officer authorized by the Board of Directors shall perform such duties as may be delegated to him or her by the officer to whom he or she is an assistant, and in the absence or disability of such officer may perform the duties of his or her office.

ARTICLE V
Officers of the Corporation & Execution of Documents

Section 1. Officers of the Corporation

The Board of Directors shall approve the officers of the Corporation including but not limited to The Executive Director. The Executive Director shall attend meetings of the Board of Directors, shall send out all notices of meetings as required by law or these By-laws and shall, in general, perform all duties incident to the office of the Executive Director.

Section 2. Checks, etc.

The Board of Directors shall from time to time designate the officers or agents of the Corporation who shall have power, in its name, to sign and endorse checks and other negotiable instruments.

Section 3. Other Documents

Unless otherwise authorized by the Board of Directors, all contracts, leases, deeds, deeds of trust, mortgages, and all other documents shall be executed for and on behalf of the Corporation by the President or a Vice President.

ARTICLE VI
Indemnification of Directors, Officers and Employees

Section 1. Judgments, Fines, Settlements and Employees

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by such person in connection with such action, suit or proceeding if the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct or recklessness.

Section 2. Expenses

To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article VI or in defense of any claim, issue or matter therein, such person shall also be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 3. Advancement of Expenses

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation pursuant to this Article VI.

Section 4. Non-exclusivity of Article VI

The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a Director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE VII
Annual Report of Directors

Section 1. Annual Report of Directors

At each Annual Meeting of the Board of Directors, an Annual Report verified by the President and the Treasurer of the Corporation shall be submitted to the Board of Directors, and shall be filed with the minutes of such Annual Meeting of the Board of Directors. The Annual Report shall show in appropriate detail the following:

- The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the Report.
- The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the Report.
- The revenue or receipts of the Corporation for the year immediately preceding the date of the Report, including separate data with respect to each trust fund held by or for the Corporation.
- The expenses or disbursements of the Corporation, for both general and restricted (if any) purposes during the year immediately preceding the date of the Report, including separate data with respect to each trust fund held by or for the Corporation.

ARTICLE VIII
Amendments to By-Laws

Section 1. Amendments to By-Laws

The Directors may adopt, amend or repeal these By-laws by a vote of three-fourths of all votes cast on the adoption, amendment or repeal at any regular or special meeting duly convened for that purpose. Any meeting of Directors for the purpose of amending or repealing these By-laws shall be preceded by the giving of written notice to each Director stating that the purpose or one of the purposes of the meeting is to consider the amendment or repeal of these By-laws, and such notice shall contain or include a copy of the proposed amendment or repeal or a summary of the amendments or repeal to be effected thereby. Any amendment to or repeal of these By-laws shall take effect when adopted unless otherwise provided in the resolution effecting the amendment or repeal.