

THE NINEVEH PLAIN DEFENSE FUND

A Nonprofit Corporation in the State of Illinois, United States

ARTICLE I. NAME OF ORGANIZATION

The name of the corporation is THE NINEVEH PLAIN DEFENSE FUND. The corporation may also be known as the NP Defense Fund or the NPDF.

ARTICLE II. CORPORATE PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable and social purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purpose

The Nineveh Plain Defense Fund provides support to the Nineveh Plain Protection Units. The Nineveh Plain Protection Units (NPU) are a local security force comprised of Assyrians in the Nineveh Plain area of northern Iraq that are officially recognized by the Government of Iraq. The NPU was formed to provide self-defense and protection of Assyrians and other ethno-religious minorities from attacks by Islamic extremists or any others who may chose to deny the political and human rights of Assyrians and other ethno-religious minorities to live freely in their ancestral homeland.

The specific and sole purpose of the Nineveh Plain Defense Fund is to collect resources from both those within the United States and internationally who wish to contribute to the self-defense of ethno-religious minorities in their ancestral homeland and to direct these resources to support, either financially or materially, to the Nineveh Plain Protection Units in Iraq in full compliance with the laws of the United States regarding the distribution of assets to a foreign entity.

Section 3. Official Representative of the Nineveh Plain Protection Units

The NP Defense Fund is a legally separate entity from the Nineveh Plain Protection Units but is administratively connected to the NPU, with the Chairman of the Nineveh Plain Protection Units Military Committee playing a special role. As a result of this administrative relationship, the NP Defense Fund shall act as the official sponsor to channel financial and other support from the international Assyrian diaspora community and other supporters to the NPU in full compliance with the laws of the United States and will use its full authority to enforce the reputation, goodwill, and any trademarks of the Nineveh Plain Protection Units as well as its own reputation, goodwill, and trademarks.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

The membership of the corporation shall consist of the members of the Board of Directors.

Section 2. Annual Dues

There are no annual dues for members.

Section 3. Non-voting Membership

The board shall have the authority to establish and define non-voting categories of membership beyond the Board of Directors, including but not necessarily limited to an Advisory Council.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers

The Board of Directors shall have control of and be responsible for the management of the affairs and property of the corporation.

Section 2. Number, Tenure, Requirements, and Qualifications

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of an odd number of no less than five (5) nor more than nine (9), including the following officers: the President, the Vice-President, the Secretary, and the Treasurer.

The members of the Board of Directors shall perform their duties and shall continue in office until the term expiration, voluntary resignation, incapacitation due to illness or death, or removal by action of the Board. All members of the Board of Directors must be approved by a vote of the members per Section 3. No vote on new members of the Board of Directors shall be held unless a quorum of the Board of Directors is present as provided in Section 5 of this Article.

No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.

Section 3. Elections and Tenure

Any current Board member may submit nominations to the Board of Directors for new Board members. The Chairman of the Nineveh Plain Protection Units Military Committee must approve all nominations for membership to the Board of Directors. Nominations must be submitted to the Board in writing or verbally at least five (5) days prior to the election.

The Board of Directors must approve the nomination by three-quarters vote for the nominee to be elected to the Board. If there are more than two candidates and no candidate obtains a three-quarters majority vote, then the top two candidates will compete in a run-off election. If in the run-off election, no candidate receives three-quarters majority, only the top candidate can be considered in future elections after additional nominations have been submitted.

Each member of the Board of Directors shall be a member of the corporation and shall hold office for a three-year term. Board of Directors may serve renewed terms upon a vote of the Board. For purposes of renewal, three-quarters of the total current membership inclusive of member subject to renewal must vote for renewal, with the member subject to renewal disallowed from participating in the vote.

Terms of the Board of Directors shall be staggered so that the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire in any year.

Each member of the Board of Directors shall attend at least three quarters of all meetings of the Board per year.

Section 3. Board of Director Meetings

The Board of Directors shall meet at least quarterly. Any Board member may call additional or special meetings. The Board may meet in person, by phone, or by video-conference.

Section 4. Quorum

The presence of two-thirds majority of the current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice.

Section 5. Voting

The act of a two-thirds majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 6. Acknowledgement Statement

Each member upon election shall confirm acknowledgement and faithful execution of the bylaws. Such acknowledgement must specifically demonstrate understanding and agreement with the corporation's specific charitable and exclusive purpose and its conflict of interest policy as stated in Article VII.

Section 7. Resignation

Any member of the Board of Directors may resign with notice to all remaining members of the Board.

Section 8. Removal

Any member of the Board of Directors shall be subject to removal by a vote of the remaining members of the Board with or without cause. Any member may make a motion to the Board for removal of a member, but the motion must be supported by at least two additional members to move forward for a vote of removal. The vote for removal may not occur before five (5) days from the motion to remove has been accepted, and no member shall be removed from the Board without the opportunity to be heard prior to the election. For purposes of removal, two-thirds of the total current membership inclusive of member subject to forfeiture must vote for removal, with the member subject to removal disallowed from participating in the vote.

Section 9. Incapacitation Due to Illness

Board members who become incapacitated due to illness may resign or may be forcibly removed per Section 8.

Section 10. Vacancies

Whenever any vacancy occurs in the Board of Directors, regardless of whether due to incapacitation from illness or death or removal by the Board, the vacancy shall be filled without undue delay by a vote of the remaining members of the Board of Directors at a regular meeting.

Section 11. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 12. Informal Action by Directors

Any action required by law to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be agreed upon by three quarters of all of the Directors following notice of the intended action to all members of the Board of Directors.

Section 13. Confidentiality

Directors shall not discuss or disclose information about the corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the corporation. Directors shall use discretion and good business judgment in discussing the affairs of the corporation with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the corporation, including but not limited to accounts on deposit in financial institutions.

The Board of Directors must develop a privacy policy that governs the substantive disclosure of the activities of the corporation to the public or its donors and shall make this policy public. Included in this policy, each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

Section 14. Advisory Council

An Advisory Council may be created whose members shall be elected by the members of the Board of Directors but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board of Directors. Members of the Advisory Council shall possess the desire to serve the community and support the work of the corporation by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy set forth herein and shall sign a confidentiality agreement consistent therewith upon being voted onto and accepting appointment to the Advisory Council.

ARTICLE V. OFFICERS

Section 1. Chairman of the Nineveh Plain Protection Units Military Committee

The Chairman of the Nineveh Plain Protection Units Military Committee shall always be an *ex officio* officer with special authoritative powers. The Chairman of the Nineveh Plain Protection Units Military Committee shall have the following powers:

- He/she must approve all nominations for membership to the Board of Directors.
- He/she may veto any decision of the Board, including the election of officers to the Board.
- He/she may remove the role of officer from any member at will.
- He/She shall preside at all meetings of the Board.

Section 2. President

The President shall preside at all meetings of the membership. The President shall have the following duties and qualifications:

- He/She shall oversee the agenda of the meetings of the Board.
- He/She shall have general and active management of the business of the Board.
- He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
- He/She shall ensure an report of the operations of the corporation be completed for the Board annually, and from time to time, shall present reports to the Board on matters that may affect the corporation.
- He/She shall be ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.
- He/She shall approve all documents and contracts made on behalf of the corporation.
- He/She shall have primary powers to access the financial assets of the corporation.
- He/She may withdraw funds or make expenditures for any legitimate business purpose up to \$2,500 USD with notice to other members of the Board, or instruct such expenditure to be taken by any other member of the Board or staff upon said notice.
- He/she has primary responsibility to hire any executive staff and may delegate such powers to other officers as needed.
- He/she shall have direct access to the financial accounts of the corporation.
- He/she shall directly supervise the financial statements of the corporation as prepared by the Treasurer with or without the assistance of executive staff or external consultants.
- The President must be a citizen of the United States.

Section 3. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President must be a citizen of the United States. The Vice-President shall also play a secondary role in overseeing the financial affairs of the corporation:

- He/she shall have direct access to the financial accounts of the corporation, but should only be withdrawing funds or making expenditures at the direction of the President or in the setting of an urgent need if the President is unavailable. Such withdrawal or expenditures are subject to the same limits as the President.
- He/she shall with the President directly supervise the financial statements of the corporation as prepared by the Treasurer with or without the assistance of the Executive Staff or external consultants.

Section 4. Secretary

The Secretary shall attend all meetings of the Board and will act as a clerk thereof, with or without the assistance of a staff member. The Secretary's duties shall consist of:

- He/She shall record all votes and minutes of all proceedings. He/She in concert with the President shall make the arrangements for all meetings of the Board.
- He/she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings, with or without a staff member.
- He/She may perform official correspondence from the Board as may be prescribed by the Board or the President.

Section 4. Treasurer

The Treasurer' duties and qualifications shall be:

- He/She shall submit for the Board approval of all expenditures by the Board or any staff greater than \$2,500 USD.
- He/She shall present a complete and accurate quarterly report of the finances to the Board.
- He/She may engage independent experts to conduct audits as necessary with Board approval.
- He/she shall have direct access to the financial accounts of the corporation, but should only be withdrawing funds or making expenditures at the direction of the President or in the setting of an urgent need if the President is unavailable. Such withdrawal or expenditures are subject to the same limits as the President.
- He/she shall have responsibility to prepare the financial statements of the corporation as prepared with or without the assistance of the Executive Staff or external consultants.
- It shall be the duty of the Treasurer to assist in direct audits of the funds of the corporation according to generally accepted accounting principles.
- He/She shall perform such other duties as may be prescribed by the President under whose supervision he/she shall be.
- The Treasurer must be a citizen of the United States.

Section 5. Elections and Tenure of Officers

The Chairman of the Nineveh Plain Protection Units Military Committee holds a permanent officer position. All other officers shall serve a term of one year with elections held annually. The Board of Directors shall seek nomination for the role of officers amongst the Board, except for the Chairman of the Nineveh Plain Protection Units Military Committee. If there are two or more nominees for an officer position, the Board must determine the officer by majority vote of all members. If there are more than two candidates and no candidate obtains a majority of the vote of all members, then the top two candidates will compete in a run-off election.

Section 6. Removal of Officer

The Chairman of the Nineveh Plain Protection Units Military Committee may independently remove the role of officer from a member at will and without advance notice to the officer.

Any officer of the Board of Directors shall also be subject to removal by a vote of the remaining members of the Board with or without cause. Any member may make a motion to the Board for removal of an officer, but the motion must be supported by at least two additional members to move forward for a vote of removal as officer. The vote for removal as officer may not occur before five (5) days from the motion to remove has been accepted, and no officer shall be removed from their role as officer without the opportunity to be heard prior to the vote. For purposes of removal, two-thirds of the total current membership inclusive of member subject to forfeiture must vote for removal, with the member subject to removal disallowed from participating in the vote.

Section 7. Vacancies

Vacancies shall be filled by the same procedure as the election of members, but the persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

ARTICLE VI. CORPORATE STAFF

Section 1. Executive Director

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. Under the direction of the President, the Executive Director shall have immediate and overall supervision of the operations of the corporation, and shall manage the day-to-day business of the corporation and maintain the properties of the corporation.

The President may direct the Executive Director as needed to implement the affairs of the corporation. No other officer or member of the Board of Directors may individually instruct the Executive Director or any other employee without notice of the other members of the Board or approval of the President. The Executive Director must attend all meetings of the Board. The Executive Director shall make such reports at the Board meetings as shall be required by the President or the Board.

The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors. The Executive Director may be hired at any meeting of the Board of Directors by a vote and shall serve until removed by the Board of Directors upon an affirmative vote at any meeting of the Board. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section. Any contract offered to the Executive Director is subject to the requirements herein.

Section 2. Executive Staff

The Board must approve the creation of all staff positions and their salaries as recommended by the Executive Director as necessary for operations of the corporation. The Executive Director may hire, discipline, and terminate all staff members under the Executive Director's supervision with notice to the Board.

ARTICLE VII. CONFLICT OF INTEREST

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

Interested Member. Any member, who has a direct or indirect financial interest as defined below, is an interested member.

Financial Interest. A member has a financial interest if the member has, directly or indirectly, through business, investment, or family:

- An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. A member who has a financial interest may have a conflict of interest only if the Board decides that a conflict of interest exists.

Compensation. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested member must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the other members considering the proposed transaction or arrangement.

Section 3. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested member, the interested member shall remove him or herself from the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists. Two-thirds of the total current membership of the Board inclusive of member subject to the conflict must vote to determine the a conflict exists, with the member subject to conflict disallowed from participating in the vote.

Section 4. Procedures for Addressing the Conflict of Interest

After a determination that a conflict of interest exists, the Board must determine how best to resolve the conflict. An interested member may make a presentation at the Board meeting, but after the presentation, the member shall leave the meeting during the discussion of, and the vote on, resolving the conflict of interest.

The President shall, if appropriate, appoint a disinterested member or external individual or *ad hoc* committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement. These determinations must be made by a vote of two-thirds of the total current membership of the Board inclusive of member subject to the conflict must vote to determine the a conflict exists, with the member subject to conflict disallowed from participating in the vote.

Section 5. Violations of the Conflicts of Interest Policy

If the Board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 6. Records of Proceedings

The minutes of the Board shall contain the names of the members who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest, in fact, existed. Also recorded shall be the names of the members and other persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE VIII. IDEMNIFICATION

Section 1. General

To the full extent authorized under the law of Illinois, the corporation shall indemnify any member, officer, employee, or agent, or former member, officer, employee, or agent of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Indemnification shall only apply to actions taken in accordance with the by-laws of the corporation and shall not apply to any alleged criminal activity unless such activity was taken in accordance with approved actions taken under the by-laws of the corporation. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) 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, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE X. AMENDMENTS & DISSOLUTION

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least five (5) days in advance of such a meeting. Any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by two-thirds vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member at least five (5) days in advance.

Section 3. Dissolution

The corporation may be dissolved by unanimous consent of the members of the board or upon unsuccessful filling of vacancies of the Board such that there are less than five members for more six (6) months. In the case of dissolution, all assets must be transferred to a reputable nonprofit entity serving the Assyrian people in the homeland determined by the remaining members by majority vote.

ADOPTION OF BYLAWS

We are all of the initial directors and incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 7 preceding pages and this page, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on the 20th day of February, 2016.

Elmer D. Abbo
Chicago, Illinois, United States

Alexander David
Chicago, Illinois, United States

Susan Patto
Baghdad, Iraq

Yacob Yaco
Erbil, Iraq

Sal Yaldiko
Detroit, Michigan, United States

Suzan Younan
Modesto, California, United States

Michael Youash
Milton, Ontario, Canada

I certify that the Nineveh Plain Defense Fund By-Laws were approved by a two-thirds vote of the named Directors on February 20, 2016. All Directors were present except Sal Yaldiko.



Elmer D. Abbo
President
Nineveh Plain Defense Fund