

**AMERICAN KURDISH COMMITTEE, INC.**

**ACTION BY UNANIMOUS WRITTEN CONSENT  
IN LIEU OF THE ORGANIZATIONAL MEETING  
OF THE BOARD OF DIRECTORS**

**Dated: November 13, 2023**

The undersigned, constituting all of the members of the board of directors (the “*Board*”) of American Kurdish Committee, Inc., a Delaware nonprofit nonstock corporation (the “*Corporation*”), acting pursuant to Section 141(f) of the Delaware General Corporation Law, adopt the following resolutions by unanimous written consent, effective as of the date set forth above.

**Ratification of Acts of Incorporator**

**RESOLVED**, that all actions taken on behalf of the Corporation by the sole incorporator of the Corporation or the sole incorporator’s agents be, and hereby are, adopted, approved and ratified in all respects.

**Certificate of Incorporation and Bylaws**

**RESOLVED**, that the Certificate of Incorporation of the Corporation filed with the Secretary of State of the State of Delaware on November 13, 2023, a copy of which is attached hereto as Exhibit A, be, and hereby is, adopted, approved and ratified.

**RESOLVED**, that the Bylaws adopted by the sole incorporator of the Corporation in the Action by Written Consent of Sole Incorporator, a copy of which is attached hereto as Exhibit B, be, and hereby are, adopted, approved and ratified.

**Minute Book**

**RESOLVED**, that the Corporation shall maintain as part of its corporate records a minute book, in electronic or physical form, which shall include, but not be limited to, (i) the Certificate of Incorporation of the Corporation and all amendments thereto, (ii) the Bylaws of the Corporation and all amendments thereto, (iii) minutes of all meetings of the Board and a record of all other actions of the Board, and (iv) a current list of the directors and officers of the Corporation.

**Number of Directors**

**RESOLVED**, that the authorized number of directors of the Corporation shall initially be set at one (1).

**Election of Officers**

**RESOLVED**, that the following individual be, and hereby is, elected as officers of the Corporation to the offices set forth opposite his respective name, to serve for a term of three (3) years and until the election and qualification of a successor, or until the officer's earlier resignation or removal:

<b>Name</b>	<b>Title</b>
Abdulmajeed Abdulmajeed	President/Chief Executive Officer

**Hiring of Employees**

**RESOLVED**, that the President/CEO be, and hereby is, authorized and empowered, in the name and on behalf of the Corporation, to hire, supervise and fire the employees of the Corporation, under such terms and having such job responsibilities as the President/CEO shall determine, and to delegate such authority in his or her discretion.

**Contracts**

**RESOLVED**, that the President/CEO be, and hereby is, authorized and empowered, in the name and on behalf of the Corporation, to sign and deliver any contract, agreement, document or other instrument and to otherwise obligate the Corporation in any respect relating to matters of the business of the Corporation, and to delegate such authority in his or her discretion.

**Banking Matters**

**RESOLVED**, that the President/CEO be, and hereby is, and any such officer acting individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to do the following:

- (a) To designate one or more banks or financial institutions as depositories of the funds of the Corporation;
- (b) To open, maintain and close general and special accounts with any such depositories;
- (c) To cause to be deposited, from time to time, in such accounts with any such depository, such funds of the Corporation as such officer deems necessary, advisable or appropriate, and to designate or change the designation of the officer or officers or agent or agents of the Corporation authorized to make such deposits and to endorse checks, drafts and other instruments for deposit;

- (d) To designate, change or revoke the designation, from time to time, of the officer or officers or agent or agents of the Corporation authorized to sign or countersign checks, drafts or other orders for the payment of money issued in the name of the Corporation against any funds deposited in any of such accounts;
- (e) To authorize the use of facsimile signatures for the signing or countersigning of checks, drafts or other orders for the payment of money, and to enter into such agreements as banks and similar financial institutions customarily require as a condition for permitting the use of facsimile signatures; and
- (f) To make such general and special rules and regulations with respect to such accounts as such officer may deem necessary, advisable or appropriate, and to complete, execute and certify any customary signature card forms in order to exercise the authority granted by this resolution and any resolutions printed on such cards are deemed adopted as a part of this resolution.

**RESOLVED**, that the standard form of corporate banking or financial resolutions of such banks or financial institutions necessary to accomplish the foregoing resolution and showing the persons authorized to draw on such account, be, and hereby are, approved and adopted as the resolutions of this Board, and that the officers of the Corporation be, and hereby are, and any officer acting individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute, certify and deliver a copy thereof to such banks or financial institutions as the resolutions of this Corporation.

#### **Employer Tax Identification Number**

**RESOLVED**, that the officers of the Corporation be, and hereby are, and any officer acting individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to file appropriate applications to obtain an employer identification number with the Internal Revenue Service and any other identification numbers, permits or licenses required by law or deemed necessary, advisable or appropriate for the conduct of the business of the Corporation.

#### **Qualification to Do Business**

**RESOLVED**, that the officers of the Corporation be, and hereby are, and any officer acting individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take any and all steps that such officer deems to be necessary, advisable or appropriate to qualify the Corporation to do business as a foreign corporation in any state that such officer determines such qualification to be necessary, advisable or appropriate, and to make periodic filings with appropriate state authorities necessary to maintain any such qualification.

### **Tax Exemption Filings**

**RESOLVED**, that the officers of the Corporation be, and hereby are, and any officer acting individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take any and all steps that such officer deems to be necessary, advisable or appropriate to secure for the Corporation appropriate exemptions from income, real property, sales, franchise, use and other taxes under federal, state or local tax laws, to consult with legal counsel to ascertain the availability of exemptions from taxation under federal, state or local tax laws, and to make such filings and applications with appropriate federal, state or local tax authorities as are necessary, advisable or appropriate to obtain exemptions from such taxes.

### **Charity Filings**

**RESOLVED**, that the officers of the Corporation be, and hereby are, and any officer acting individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take any and all steps that such officer deems to be necessary, advisable or appropriate to register the Corporation as a charitable organization operating, holding charitable assets and/or soliciting funds for charitable purposes in any state that such officer determines such registration to be necessary, advisable or appropriate, and to make periodic filings with appropriate state authorities necessary to maintain any such registration.

### **Other Governmental and Regulatory Filings**

**RESOLVED**, that the officers of the Corporation be, and hereby are, and any officer acting individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to make any filings and applications and to do such acts and things as such officer deems necessary, advisable or appropriate in order to obtain licenses, authorizations and permits as are necessary, advisable or appropriate to complete the organization of the Corporation and to lawfully conduct business.

### **Adoption of Policies**

**RESOLVED**, that the Conflict of Interest Policy, the Whistleblower Policy, and the Record Retention Policy attached hereto as Exhibit C be, and hereby are, adopted and approved as policies of the Corporation.

### **Fiscal Year**

**RESOLVED**, that the first fiscal year of the Corporation shall be from the date of incorporation of the Corporation to the last day of October of 2023, and thereafter the fiscal year of the Corporation is to end on the last day of October of each year.

### **Principal Office**

**RESOLVED**, that the principal office of the Corporation shall initially be located at 405 Lexington Avenue, 26th Floor, New York, NY, 10174.

### **Incorporation Expenses**

**RESOLVED**, that the officers of the Corporation be, and hereby are, and any officer acting individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to pay the expenses of the incorporation and organization of the Corporation.

### **Ratification of Prior Actions**

**RESOLVED**, that any and all past actions and transactions taken or effected by any officer of the Corporation (and any person acting on behalf of or under the direction of such officer) for, on behalf of or in the name of the Corporation in connection with any of the matters contemplated by or advisable in connection with the foregoing resolutions and the transactions contemplated thereby be, and each of them hereby is, adopted, approved and ratified in all respects.

### **General Authorization**

**RESOLVED**, that the officers of the Corporation be, and hereby are, and any officer acting individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take all such actions and to execute and deliver all such agreements, instruments and documents as such officer deems necessary, advisable or appropriate to carry out the intent and accomplish the purposes of the foregoing resolutions and to effect any transactions contemplated thereby, and the performance of any such actions and the execution and delivery of any such documents shall be conclusive evidence of the approval of the Board thereof and all matters relating thereto.

**RESOLVED**, that the officers of the Corporation be, and hereby are, and any officer acting individually hereby is, authorized and empowered, in the name and on behalf of the Corporation, to authorize any other officer, employee, agent or counsel of the Corporation to take any action and to execute and deliver any agreement, instrument or document referred to in the foregoing resolutions in place of or on behalf of such officer, with full power as if such officer were taking such action himself or herself.

This action by written consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one instrument. Any director may deliver an executed signature page to this consent by facsimile, electronic mail in portable document format (.pdf) or electronic signature technology, and any signature delivered by such means shall be deemed an original for all purposes. A fully executed copy of this action by written consent shall be filed with the minutes of the proceedings of the Board.

**IN WITNESS WHEREOF**, the undersigned director has executed this written consent effective as of the date first set forth above.

*abdulmajeed*

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Name: Abdulmajeed Abdulmajeed  
Title: Director

*Signature Page to Action by Unanimous Written Consent of the Board of Directors of  
American Kurdish Committee, Inc.*

**EXHIBIT A**

**Certificate of Incorporation**

**(attached)**

# Delaware

Page 1

The First State

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "AMERICAN KURDISH COMMITTEE, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF NOVEMBER, A.D. 2023, AT 12:33 O`CLOCK P.M.*



Jeffrey W. Bullock, Secretary of State

2616795 8100  
SR# 20233958043

Authentication: 204579888  
Date: 11-13-23

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:33 PM 11/13/2023  
FILED 12:33 PM 11/13/2023  
SR 20233958043 - File Number 2616795

**CERTIFICATE OF INCORPORATION**

**OF**

**American Kurdish Committee, Inc.**

The undersigned, for the purpose of organizing a nonprofit nonstock corporation under the provisions of and subject to the requirements of the Delaware General Corporation Law, certifies as follows:

**Article I**

**NAME**

The name of this corporation is American Kurdish Committee, Inc. (the "Corporation").

**Article II**

**REGISTERED OFFICE**

The address of the Corporation's registered office in the State of Delaware is 850 New Burton Road, Suite 201, Dover, DE 19904 (Kent County). The name of the Corporation's registered agent at such address is Cogency Global Inc.

**Article III**

**NONPROFIT NONSTOCK CORPORATION**

The Corporation is organized as a nonprofit nonstock corporation under the Delaware General Corporation Law. The Corporation is not organized for profit and shall not have authority to issue capital stock.

**Article IV**

**PURPOSES**

A. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law (the "Code").

B. In furtherance of the foregoing purposes, the Corporation shall have all powers granted to a nonprofit nonstock corporation under the Delaware General Corporation Law and the power to do all things necessary, proper and consistent with maintaining its tax-exempt status under Section 501(c)(3) of the Code.

**Article V  
ACTIVITIES**

A. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

B. Notwithstanding any other provision of this certificate of incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. Notwithstanding any other provision of this certificate of incorporation or other governing instrument of the Corporation, during such period or periods, of time, if any, as the Corporation is treated as a private foundation pursuant to Section 509 of the Code: (i) the Corporation's income must be distributed at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and (ii) the Corporation is prohibited from (a) engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); (b) retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code; (c) making any investments in such manner so as to subject the Corporation to tax under Section 4944 of the Code; and (d) making any taxable expenditures (as defined in Section 4945(d) of the Code).

**Article VI  
DEDICATION OF ASSETS; DISSOLUTION**

A. The property of the Corporation is irrevocably dedicated to charitable purposes within the meaning of Section 501(c)(3) of the Code. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its directors or officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code. In no event shall any of such assets be distributed to any director or officer of the Corporation, or any private person.

**Article VII  
MEMBERS**

The conditions of and qualifications for membership in the Corporation shall be set forth in the bylaws of the Corporation. The rights, powers and duties of the members of the Corporation shall be set forth in the bylaws or as provided by law.

**Article VIII  
BOARD OF DIRECTORS**

A. Except as otherwise provided by law or in any bylaw of the Corporation, the business of the Corporation shall be managed and all of the powers of the Corporation shall be exercised by or under the direction of the board of directors of the Corporation.

B. The board of directors shall be elected or appointed in the manner provided in the bylaws of the Corporation.

C. The board of directors is expressly authorized to adopt, amend, or repeal the bylaws of the Corporation or adopt new bylaws without any action on the part of the members, provided that any bylaw adopted or amended by the board of directors, and any powers thereby conferred, may be amended, altered, or repealed by the members.

**Article IX  
LIMITATION OF LIABILITY**

To the fullest extent permitted by the Delaware General Corporation Law, as now in effect or as may hereafter be amended, no director or officer of the Corporation shall be personally liable to the Corporation or to its members for monetary damages for any breach of fiduciary duty as a director or officer. No amendment to, modification of, or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment.

**Article X  
INCORPORATOR**

The name and mailing address of the incorporator is Abdulmajeed Abdulmajeed, American Kurdish Committee, 405 Lexington Avenue, 26th Floor, New York, NY, 10174.

Date: Nov 13, 2023

*abdulmajeed*

\_\_\_\_\_  
Name: Abdulmajeed Abdulmajeed

Title: Incorporator

**EXHIBIT B**

**Action by Written Consent of Sole Incorporator and Bylaws**

**(attached)**

**AMERICAN KURDISH COMMITTEE, INC.**

**ACTION BY WRITTEN CONSENT OF  
SOLE INCORPORATOR**

**Dated: November 13, 2023**

The undersigned, being the sole incorporator of American Kurdish Committee, Inc., a Delaware nonprofit nonstock corporation (the “*Corporation*”), acting pursuant to Section 108 of the Delaware General Corporation Law, adopts the following resolutions by written consent, effective as of the date set forth above.

**Adoption of Bylaws**

**RESOLVED**, that the Bylaws attached hereto as Exhibit 1 be, and hereby are, adopted as the Bylaws of the Corporation.

**Appointment of Directors**

**RESOLVED**, that the following individual be, and hereby is, appointed as the initial director of the Corporation, effective as of the date hereof, to serve for a term of three (3) years and until the election and qualification of a successor, or until the director’s earlier resignation or removal:

<u>Name</u>	<u>Title</u>
Abdulmajeed Abdulmajeed	Director

**Resignation of Incorporator**

**RESOLVED**, that the undersigned hereby resigns as the sole incorporator of the Corporation, and the powers and duties of the incorporator be, and they hereby are, terminated.

*abdulmajeed*

\_\_\_\_\_  
Name: Abdulmajeed Abdulmajeed  
Title: Incorporator

**EXHIBIT 1**

**BYLAWS**

**OF**

**AMERICAN KURDISH COMMITTEE, INC.**

**a Delaware nonprofit nonstock corporation**

**SECTION 1. NAME**

- 1.1. *Corporate Name.* The name of this corporation is American Kurdish Committee, Inc. (the “*Corporation*”).

**SECTION 2. OFFICES**

- 2.1. *Principal Office; Other Offices.* The principal office of the Corporation shall be located at such place as the Board shall designate from time to time. The Corporation may maintain additional offices at such other places as the Board may designate from time to time.
- 2.2. *Registered Office and Agent.* The Corporation shall have and maintain within the State of Delaware a registered office and a registered agent at such place as the Board shall designate from time to time.

**SECTION 3. PURPOSES**

- 3.1. *Purposes.* The purposes of the Corporation shall be set forth in the certificate of incorporation of the Corporation (the “*Certificate of Incorporation*”), as the same may be amended from time to time.

**SECTION 4. MEMBERS**

- 4.1. *Members.* The directors of the Corporation shall be the members of the Corporation for all purposes.
- 4.2. *Manner of Acting.* All actions, consents and approvals taken by the directors shall be and shall be deemed to be taken by them as the members and as the directors of the Corporation for all purposes, whether or not the specific action, consent or approval specifically references them as acting as members at the time. All meetings of the Board shall be and shall be deemed to be meetings of the Board acting both as the directors and as the members of the Corporation.

**SECTION 5. BOARD OF DIRECTORS**

- 5.1. *General Powers.* The business and affairs of the Corporation shall be managed by or under the direction of the board of directors (the “*Board*”).

- 5.2. *Number of Directors.* The number of directors constituting the Board shall be at least one (1). The exact number of directors shall be fixed from time to time by a resolution adopted by the affirmative vote of a majority of the directors then in office.
- 5.3. *Election and Term of Directors.* The directors of the Corporation shall be elected by the Board at the annual meeting of the Board for a term of three (3) years. Each director shall hold office until a successor is duly elected and qualified, or until the director's earlier death, resignation or removal. Directors may be elected to serve any number of terms. By resolution, the Board may arrange for terms to be staggered.
- 5.4. *Vacancies and Newly Created Directorships.* Vacancies on the Board resulting from the death, resignation or removal of a director or an increase in the authorized number of directors shall be filled by the affirmative vote of a majority of the directors then in office, whether or not constituting a quorum, or by a sole remaining director. A director elected to fill a vacancy shall hold office until the next annual meeting of the Board and until a successor is duly elected and qualified.
- 5.5. *Resignation.* A director may resign at any time by giving written notice of the director's resignation to the Chairperson, the President or the Secretary. The resignation will be effective on the date the written notice is delivered to the Corporation, or at such later date as is specified in the written notice.
- 5.6. *Removal.* A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the directors then in office.
- 5.7. *Compensation.* The Corporation may pay compensation in reasonable amounts to directors for services rendered to the Corporation as directors when so authorized by the Board.

## **SECTION 6. MEETINGS OF THE BOARD**

- 6.1. *Annual and Regular Meetings.* An annual meeting of the Board shall be held at such time and place as determined by the Board for the election of directors, appointment of officers, and transaction of other business. Other regular meetings of the Board may be held at such times and places as may be determined from time to time by the Board.
- 6.2. *Special Meetings.* Special meetings of the Board may be called at any time by the Chairperson, the President, or any two (2) directors.
- 6.3. *Remote Meetings.* Board meetings may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear each other and be heard. Participation by a director in a meeting by such remote means shall constitute presence in person at such meeting.
- 6.4. *Notice of Meetings.*
  - (a) *Manner of Giving Notice.* Except when the time and place of a regular meeting is set by the Board by resolution in advance, notice of the time and place of all regular and special

meetings of the Board shall be given to each director by one of the following methods: (i) personal delivery of oral or written notice; (ii) first-class mail, postage paid; (iii) telephone; or (iv) facsimile, e-mail or other means of electronic transmission. All such notices shall be given or sent to the director's address, phone number, facsimile number or e-mail address as shown on the records of the Corporation. Notice of regular meetings may be given in the form of a calendar or schedule that sets forth the date, time and place of more than one regular meeting.

- (b) *Notice Period.* Notices sent by first-class mail shall be deposited in the U.S. mail at least three (3) days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile, e-mail or other electronic transmission shall be delivered or communicated at least twenty-four (24) hours before the time set for the meeting.
- (c) *Content of Notice.* The notice shall state the time and place for the meeting. The notice need not specify the purpose of the meeting or the business to be transacted at the meeting unless specifically required by law or these bylaws.

6.5. *Waiver of Notice.*

- (a) *Waiver in Writing.* Whenever notice to directors is required by applicable law, the Certificate of Incorporation, or these bylaws, a written waiver of notice, signed by the director entitled to the notice, whether before or after such notice is required, shall be treated the same as the giving of notice. A waiver of notice need not specify the purpose of the meeting or the business to be transacted at the meeting.
- (b) *Waiver by Attendance.* Attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except when the director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting was not lawfully called or convened.

6.6. *Conduct of Meetings.*

- (a) *Presiding Officer.* The Chairperson shall preside at all meetings of the Board. If there is no Chairperson or the Chairperson is absent, another director selected by a majority of the directors present at the meeting shall preside at the meeting.
- (b) *Secretary.* The Secretary shall act as secretary of all meetings of the Board. If the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting.

6.7. *Quorum of Directors.* The presence of a majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board.

6.8. *Action by Majority Vote.* Except as otherwise provided by law, the Certificate of Incorporation, or these bylaws, the vote of a majority of the directors present at a meeting of the Board at which a quorum is present shall be the act of the Board.

- 6.9. *Adjournment.* A majority of the directors present at any meeting of the Board, whether or not a quorum is present, may adjourn the meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case notice of the 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.
- 6.10. *Action Without Meeting.* Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all directors consent to the action in writing or by electronic transmission. After an action is taken, the consent or consents relating to the action shall be filed with the minutes of proceedings of the Board.

## **SECTION 7. COMMITTEES OF THE BOARD**

- 7.1. *Committee Powers and Authority.* The Board may, by resolution adopted by a majority of the directors then in office, designate one or more committees of the Board, each committee to consist of one or more of the directors of the Corporation. Any such committee, to the extent permitted by applicable law, shall have and may exercise all the powers and authority of the Board in the management of the business and affairs of the Corporation. Provided, however, that a committee shall not have the power or authority to:
- (a) Approve or adopt any action or matter for which these bylaws or the DGCL requires the affirmative vote of a majority of the directors then in office; or
  - (b) Approve or adopt any action or matter for which the DGCL requires the affirmative vote of the members of the Corporation.
- 7.2. *Quorum and Action by Committee.* Unless the Board provides otherwise, at all meetings of a committee, a majority of the then authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee.
- 7.3. *Committee Rules and Procedures.* Unless the Board provides otherwise, each committee designated by the Board may make, alter, and repeal rules and procedures for the conduct of its business. In the absence of such rules and procedures, each committee shall conduct its business in the same manner as the Board conducts its business pursuant to Section 6 of these bylaws.
- 7.4. *Alternate Members.* The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. If a member of a committee shall be absent from any meeting, or disqualified from voting at any meeting, the remaining member or members present at the meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another director to act at the meeting in the place of any such absent or disqualified member.
- 7.5. *Remote Meetings.* Committee meetings may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear

each other and be heard. Participation by a member of a committee in a meeting by such remote means shall constitute presence in person at such meeting.

- 7.6. *Action Without Meeting.* Any action required or permitted to be taken at any committee meeting may be taken without a meeting if all members of the committee consent to the action in writing or by electronic transmission. After an action is taken, the consent or consents relating to the action shall be filed with the minutes of proceedings of the committee.

## **SECTION 8. OFFICERS, EMPLOYEES AND AGENTS**

- 8.1. *Officers.* The officers of the Corporation shall be a President or Chief Executive Officer, a Secretary, and a Treasurer or Chief Financial Officer. The Corporation may have such other officers as the Board shall determine, including, at the Board's discretion, a Chairperson of the Board, one or more Vice Presidents, and one or more Assistant Treasurers or Assistant Secretaries. Other than the Chairperson (who must be a director), the officers may, but need not be, selected from among the directors. Any two or more offices may be held by the same person.
- 8.2. *Election and Term of Office.* The officers of the Corporation shall be elected by the Board at the annual meeting of the Board for a term of three (3) years. Each officer shall hold office until a successor is duly elected and qualified, or until the officer's earlier death, resignation or removal. Officers may be elected to serve any number of terms.
- 8.3. *Removal.* An officer may be removed at any time, with or without cause, by the Board. The removal of an officer without cause shall be without prejudice to the rights of an officer, if any, under any contract of employment, and the appointment of such person shall not itself create contract rights.
- 8.4. *Resignation.* An officer may resign at any time by giving written notice of the officer's resignation to the Chairperson, the President or the Secretary. The resignation will be effective on the date the written notice is delivered to the Corporation, or at such later date as is specified in the written notice.
- 8.5. *Vacancies.* A vacancy in any office shall be filled by the Board at any meeting of the Board. An officer elected to fill a vacancy shall hold office until the next annual meeting of the Board and until a successor is duly elected and qualified.
- 8.6. *Powers and Duties of Officers.* Subject to the control and direction of the Board, the officers of the Corporation shall have such authority and perform such duties in the management of the Corporation as may be prescribed by the Board or these bylaws, and, to the extent not so prescribed, as generally pertain to their respective offices.
- 8.7. *Chairperson of the Board.* The Chairperson of the Board, if any, shall preside at all meetings of the Board. The Chairperson shall have such other powers and perform such other duties as may be prescribed by the Board.

- 8.8. *President or Chief Executive Officer.* The President shall be the chief executive officer of the Corporation and may also be referred to as the Chief Executive Officer or CEO. The President shall have general supervision over the business of the Corporation and shall supervise, direct and control the Corporation's day-to-day activities, business and affairs. The President shall have such other powers and perform such other duties as may be prescribed by the Board.
- 8.9. *Vice President.* The Vice President, if any, shall, in the absence or disability of the President, perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board.
- 8.10. *Secretary.* The Secretary shall have the following powers and duties, and such other powers and duties as may be prescribed by the Board:
- (a) *Minute Book.* The Secretary shall attend all meetings of the Board and record all votes and the minutes of all proceedings in the minute book of the Corporation, and shall perform like duties for committees when required.
  - (b) *Corporate Records.* The Secretary shall keep, or cause to be kept, the corporate records of the Corporation, including a copy of the Certificate of Incorporation and these bylaws as amended to date and the minute book of the Corporation.
  - (c) *Notices.* The Secretary shall give, or cause to be given, notice of all meetings of the Board for which notice may be required.
  - (d) *Corporate Seal.* The Secretary shall have custody of the corporate seal of the Corporation, if any, and shall have the authority to affix the same to any instrument requiring it.
- 8.11. *Treasurer or Chief Financial Officer.* The Treasurer shall be the chief financial officer of the Corporation and may also be referred to as the Chief Financial Officer or CFO. The Treasurer shall have the following powers and duties, and such other powers and duties as may be prescribed by the Board:
- (a) *Custody of Funds.* The Treasurer shall have custody of, and be responsible for, all funds and securities of the Corporation.
  - (b) *Deposit and Disbursement of Money and Valuables.* The Treasurer shall deposit, or cause to be deposited, all money and other valuable property in the name and to the credit of the Corporation with such banks or depositories as the Board may designate; and shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board or the President.
  - (c) *Books of Account.* The Treasurer shall keep and maintain, or cause to be kept and maintained, complete and accurate accounts of receipts and disbursements of the Corporation.

- (d) *Financial Reports.* The Treasurer shall render, or cause to be rendered, to the Board and the President, whenever they request it, an account of all the transactions of the Treasurer and of the financial condition of the Corporation.
- 8.12. *Duties of Officers May Be Delegated.* In the event of the absence or disability of any officer, or for any other reason that the Board may deem sufficient, the Board may delegate for the time being the powers and duties of such officer to any other officer or to any director or other person.
- 8.13. *Employees and Agents.* The Board may appoint employees and agents who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any employee or agent at any time with or without cause. The removal of an employee or agent without cause shall be without prejudice to the rights of such person, if any, under any contract of employment, and the appointment of such person shall not itself create contract rights.
- 8.14. *Compensation.* Any officer, employee, or agent of the Corporation is authorized to receive reasonable compensation for services rendered to the Corporation when so authorized by the Board or, if the Board delegates this function to any officer or officers, then by such officer or officers.

## **SECTION 9. INDEMNIFICATION AND INSURANCE**

- 9.1. *Indemnification.* Except as provided in or limited by Section 9.2 of these bylaws, the Corporation shall indemnify, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “**Covered Person**”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a “**Proceeding**”), by reason of the fact that the person is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Covered Person.
- 9.2. *Limitations on Indemnification.*
  - (a) *Standard of Conduct.* Any indemnification (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Covered Person is proper in the circumstances because the Covered Person has met the applicable standard of conduct provided by applicable law. Such determination shall be made (i) by a majority vote of the directors who are not parties to such Proceeding, whether or not constituting a quorum, or (ii) if there are no such directors or if such directors so direct, by independent legal counsel in a written opinion.
  - (b) *Proceeding Commenced by Covered Person.* Except for claims for indemnification following the final disposition of such Proceeding or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the

commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board.

- (c) *Indemnification from Other Sources.* The Corporation's obligation, if any, to indemnify any Covered Person who was or is serving at its request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Covered Person may collect as indemnification from such other corporation, partnership, joint venture, trust, enterprise or nonprofit entity.
  - (d) *Restrictions under the Internal Revenue Code.* The Corporation shall not indemnify any person for any taxes imposed on such person under Chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "*Code*"), or in any instance where such indemnification would be inconsistent with Section 4958 of the Code or any other provision of the Code applicable to organizations described in Section 501(c)(3) of the Code. In addition, during such period or periods of time, if any, as the Corporation is treated as a private foundation pursuant to Section 509 of the Code, the Corporation shall not indemnify any person in any instance where such indemnification would constitute an act of self-dealing under Section 4941 of the Code or a taxable expenditure under Section 4945 of the Code.
- 9.3. *Advancement of Expenses.* The Board may, in its discretion, authorize the Corporation to pay the expenses (including attorneys' fees) actually and reasonably incurred by a Covered Person in defending any Proceeding in advance of its final disposition, upon (i) written request of such Covered Person, and (ii) receipt of an undertaking by or on behalf of such Covered Person to repay all amounts advanced, if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Covered Person is not entitled to be indemnified for such expenses under these bylaws or otherwise. Payment of such expenses actually and reasonably incurred by such Covered Person may be made by the Corporation, subject to such terms and conditions as the Corporation in its discretion deems appropriate.
- 9.4. *Non-Exclusivity of Rights.* The indemnification and advancement of expenses provided by this Section 9 shall not be deemed exclusive of any other rights to which any director, officer, employee or agent of the Corporation may be entitled under any statute, bylaw, agreement, vote of disinterested directors or otherwise, and shall not restrict the power of the Corporation to make any indemnification or advancement of expenses permitted by law.
- 9.5. *Insurance.* The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, enterprise, or nonprofit entity, 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 to indemnify such person against such liability under applicable law.

- 9.6. *Repeal, Amendment or Modification.* Any amendment, repeal, or modification of this Section 9 shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

## **SECTION 10. MISCELLANEOUS PROVISIONS**

- 10.1. *Books and Records.* The Corporation shall keep correct and complete books and records of account, the activities and transactions of the Corporation, minutes of the proceedings of the Board and any committees of the Board, and a current list of the directors and officers of the Corporation. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.
- 10.2. *Fiscal Year.* The fiscal year of the Corporation shall be determined by the Board.
- 10.3. *Corporate Seal.* The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. The failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.
- 10.4. *Contracts and Instruments.* The Board may by resolution authorize any officer, employee or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.
- 10.5. *Checks, Notes and Drafts.* The Board shall designate the officers, employees or agents who are authorized to make, sign or endorse checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness on behalf of the Corporation.

## **SECTION 11. CONSTRUCTION AND DEFINITIONS**

- 11.1. *Delaware General Corporation Law.* Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the Delaware General Corporation Law (“*DGCL*”) shall govern the construction of these bylaws.
- 11.2. *Conflict with Applicable Law or Certificate of Incorporation.* These bylaws are adopted subject to any applicable law, including the *DGCL*, and the Certificate of Incorporation. Whenever these bylaws may conflict with any applicable law or the Certificate of Incorporation, such conflict shall be resolved in favor of such law or the Certificate of Incorporation.

## **SECTION 12. AMENDMENTS**

- 12.1. *Amendment of Certificate of Incorporation.* The Certificate of Incorporation may be amended in whole or in part by the affirmative vote of a majority of the directors then in office in accordance with the procedure set out in Section 242(b)(3) of the *DGCL*.
- 12.2. *Amendment of Bylaws.* These bylaws may be adopted, amended or repealed or new bylaws adopted by the affirmative vote of a majority of the directors then in office.

**CERTIFICATE OF ADOPTION**

I certify that I am a duly elected and acting officer of American Kurdish Committee, Inc., a Delaware nonprofit nonstock corporation; that these bylaws are the bylaws of the corporation as adopted by the board of directors as of November 13, 2023; and that these bylaws are currently in effect.

Date: Nov 15, 2023

By: *abdulmajeed*

Name: Abdulmajeed Abdulmajeed

Title: President

**EXECUTION**

In accordance with 28 U.S.C. § 1746, and subject to the penalties of 18 U.S.C. § 1001 and 22 U.S.C. § 618, the undersigned swears or affirms under penalty of perjury that he/she has read the information set forth in this statement filed pursuant to the Foreign Agents Registration Act of 1938, as amended, 22 U.S.C. § 611 *et seq.*, that he/she is familiar with the contents thereof, and that such contents are in their entirety true and accurate to the best of his/her knowledge and belief.

Date	Printed Name	Signature
1/31/2024	Abdulmajeed Abdulmajeed	