

BYLAWS
OF
THE AMERICAN UNIVERSITY OF IRAQ, SULAIMANI
(a non-profit institution incorporated in the Kurdish Autonomous Region in Iraq)

As adopted by the
Board of Trustees on September 10, 2012
and last amended on June 2, 2014

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**BYLAWS
OF
THE AMERICAN UNIVERSITY OF IRAQ, SULAIMANI**

**ARTICLE I
CHARTER**

Section 1.01 Name. The name of the institution is The American University of Iraq, Sulaimani (“**University**”). Its principal campus and headquarters are located in Sulaimani, KRG, Iraq.

Section 1.02 Incorporation. The University was established on July 11, 2006, as reconfirmed by Ministerial Decree N/181 of the Ministry of Higher Education of the Kurdistan Region – Iraq, with reference to the approval letter No. 515 of the Presidency of the KRG Council of Ministers dated February 20, 2012, and approved under law 113 of 1996 on private colleges of the Republic of Iraq, as stated in the letter of the Iraqi Minister of Higher Education and Scientific Research No 6358/HG, dated December 20, 2010. The University is chartered to operate in the style of American universities as a private, non-governmental, non-sectarian, coeducational, tuition and fee based, and self-governing institution.

Section 1.03 Ownership. As a non-profit institution for the public good, the University and its assets are not owned by any individual or group of individuals. Fiduciary responsibility for the protection and propagation of the University’s mission and assets has been entrusted to a self-perpetuating board of trustees. In the event of the dissolution of the University, net assets remaining after settlement of any outstanding obligations, revert to the Kurdistan Regional Government or other appropriate public benefit beneficiaries.

**ARTICLE II
UNIVERSITY’S MISSION**

Section 2.01 Standards. The mission of the University shall be to provide advanced academic programs at international standards of quality in higher education for the professions and general education. Academic programs, taught in the English language, shall be designed to meet or exceed accreditation standards set by regional accreditation organizations in the United States.

Section 2.02 Graduates. It is the objective of the University to produce graduates of responsible character with the necessary knowledge and skills for professional and national leadership. Students will be prepared for successful careers in a modern, pluralistic society and in a global environment. The educational programs of the University will be designed to develop strength in critical thinking, the ability to communicate well, a strong work ethic, good citizenship and personal integrity. Broad-based education, rooted in the American liberal arts tradition, as well as skill development will be achieved at the University through teaching excellence, quality scholarship, and caring student services.

Section 2.03 Core Values. The core values of the University are freedom and responsibility, democracy, free expression and inquiry, equal opportunity, individual rights, tolerance, and honorable personal and professional behavior. These values apply equally to all members of the University community, including students, faculty and staff members, administrators, persons invited to participate at the University, and members of the Board of Trustees and advisory bodies. The University is, by design, an institution that is non-governmental, non-partisan, nonsectarian, independent, not-for-profit, and guided by the highest ethical standards. It is committed to integrity and the rule of law in all of its dealings with public officials and private interests. Academic freedom is a principle guaranteed in teaching, learning, and research in a manner identical to that found at regionally accredited colleges and universities in the United States. The University does not discriminate on the basis of gender, age, race, ethnicity, religion, occupation, politics, economic standing, or any other common human demographic factor in its admission of students or administration of the University or its policies.

ARTICLE III **BOARD OF TRUSTEES**

Section 3.01 Authority and Responsibilities. The authority and responsibility for the governance of the University is vested in a Board of Trustees in accordance with these bylaws (reference may be to either “**Board of Trustees**” or “**Board**” in these bylaws). The board shall be a working board and not honorific in nature. It shall establish policies for, and have oversight of, the University and its management and operations, but it shall not have operational duties or responsibilities.

Section 3.02 Number of Trustees. The Board of Trustees shall consist of no fewer than twelve (12) and no more than thirty (30) persons. The Board shall be self-perpetuating.

Section 3.03 Citizenship of Trustees. A trustee may be a citizen of any nation

Section 3.04 Qualifications and Selection Criteria. Potential members of the Board of Trustees are considered for membership through a prescribed process.

(a) *Recommendation by the Governance Committee.* The Governance Committee shall recommend candidates for election or re-election to the Board through procedures adopted by resolutions of the Board. Such procedures shall include consideration of the criteria set forth in paragraphs (b), (c) and (d) of this Section. A slate of candidates, including biographical information, shall be provided to all trustees with a written notice of the meeting at which the election is to be considered. Any trustee may also forward a nomination in writing or by electronic means with biographical information to the Governance Committee for its evaluation. The Governance Committee may accept or reject nominations submitted to it.

(b) *Diversity.* The Board is committed to the diversity of its membership for the purpose of bringing fresh ideas and signaling openness to creativity.

Membership should include citizens of Iraq and the United States, others holding dual citizenship, and other nationalities. The Governance Committee shall be guided by principles of non-discrimination and equal opportunity when considering candidates for Board service (see Article II, Section 2.03 on “Core Values”).

(c) *Equal Opportunity.* Equal opportunity to serve on the Board of Trustees shall mean no barrier to membership based on gender, age, race, ethnicity, religion, occupation, politics, economic standing, or any other common human demographic factor.

(d) *Qualifications.* Members of the Board of Trustees shall be successful and prominent in their respective professions by common standards and shall appreciate the nature of international American higher education. Members shall bring some combination of experience, financial means, expertise, contacts, and generally the will and ability to contribute to the University in tangible ways in a manner consistent with the core values of the University, while upholding the highest standards of personal and professional ethics. They shall have a commitment to the University’s mission and core values and be able and willing to devote time to the institution. Further, members shall have experience with board-level teamwork and governance, although not necessarily in higher education, and demonstrate enthusiasm for voluntary leadership.

Section 3.05 Election. Vacancies in the Board and newly created trustee positions may be filled by the affirmative vote of a majority of trustees casting a vote at a meeting of the Board at which a quorum exists at the time of election. The election of trustees may occur at any duly constituted Board meeting, although the normal practice of the University shall be to elect new trustees and reelect incumbent members of the Board of Trustees who are eligible for re-election at the annual or spring meeting of the Board. Vacancies shall be filled for the time remaining in the term of the previous Board member who created the vacancy or for a three-year term, at the Board’s discretion.

Section 3.06 Term. The term of service of a trustee shall end at the conclusion of the third annual meeting of the Board of Trustees following the trustee’s election to the Board, except that the initial term of service of a trustee shall end at the conclusion of the first, second or third annual meeting following such election, as determined by the Board in its discretion, with trustees’ terms staggered so that, as nearly as practicable, the same number of trustees’ terms expire each year. After a trustee’s initial term, he or she shall be eligible for election to additional terms, not to exceed three additional terms or, in the case of any trustee whose initial term of service was less than eighteen months, four additional terms. No trustee in his or her lifetime may serve longer than the total number of terms specified in the preceding sentence. Election to successive terms is not automatic and is based on performance of the trustee during his or her preceding term or terms.

Section 3.07 Resignation. Any trustee may resign from the Board at any time by giving written or electronic notice to the Board Chair, the Board Secretary or the

President for transmission to the Board Chair. Such resignation shall take effect at the time specified or, if no date is given, the Board Chair shall specify the effective date.

Section 3.075 Leave of Absence. A leave of absence not to exceed 18 months may be granted by the Chair in his or her discretion to any trustee who, for compelling personal reasons, is temporarily unable to attend meetings or to participate in the work of the board or board committees. During a trustee's leave of absence he or she shall continue to be considered a trustee for purposes of sections 3.06 and 4.06 of these bylaws, but shall not be considered a trustee for purposes of sections 4.04 and 4.08 of these bylaws.

Section 3.08 Removal. A trustee or an officer of the Board may be removed from office, for conduct having a material adverse effect on the University or the Board or their operations or reputation by an affirmative vote of two-thirds of the trustees present at a regular or special Board meeting, assuming certification that a quorum of members is present.

Section 3.09 Trustees Emeritus or Emerita. The Board, upon nomination by the Trusteeship Committee, may elect one or more persons to the honorary position of Trustee Emeritus or Emerita at any meeting. The concurring vote of a majority of those present and voting shall be necessary to elect. The term of office for a Trustee Emeritus or Emerita shall be for three (3) years, renewable for a maximum of one additional three-year term. Trustees Emeritus or Emerita may attend meetings of the Board, but shall not be members of the Board and shall not have the right to vote or to hold elective office on the Board. Trustees Emeritus or Emerita may attend meetings of any committee upon invitation of the chair of the respective committee.

Section 3.10 Board Duties. In addition to the duties of the Board of Trustees set forth in the founding articles of its charter and elsewhere in these bylaws, the Board shall, in consultation with the President, undertake the following:

(a) *Mission.* Implement the vision, mission and purposes of the University.

(b) *Values.* Uphold essential values of the University, especially those related to academic freedom and responsibility, independence, institutional integrity, educational and management quality, responsiveness to student and national requirements.

(c) *President.* Appoint the President, who shall be the chief executive officer (CEO) of the University, set the conditions of his or her employment, including compensation, assess the performance of the President annually through the Executive Committee for the primary purpose of making recommendations for improvement, and maintain discipline in dividing responsibilities between the Board's role in policy-making and the President's role in institutional leadership and operations.

(d) *Programs.* Approve any significant changes in the academic program or other major enterprises of the University that are consistent with the mission, plans, and financial resources of the University.

(e) *Budget.* Approve the annual budget, including tuition, fees and other revenue sources, which shall be submitted by the President. Within confines of the approved budget, decision-making is delegated to the President and his or her designee, subject to any approved policy guidance from the Board of Trustees.

(f) *Assets.* Approve policy guidelines that affect all institutional assets, including investments and the physical plant.

(g) *Resolutions.* Pass resolutions on specific actions, policies, procedures, and interpretations of these bylaws, including steps for implementation.

(h) *Policy.* Approve statements of policy recommended by the President or suggested by the trustees.

(i) *Plans.* Engage in strategic planning activities on the University's behalf, possibly in a retreat setting and/or as a committee-of-the-whole, concerning the Board's work and that of the institution.

(j) *Degrees.* Approve all earned and honorary degrees as the President may recommend.

(k) *External Relations.* Represent the University to appropriate audiences worldwide and help develop contacts and resources to advance the achievement of the mission of the University.

(l) *Contributions.* Contribute to the fundraising goals of the University, institute and support major fundraising efforts, and authorize the President to accept gifts or bequests subject to policy guidelines approved by the Board.

(m) *Resources.* Assist the President in institutional advancement by increasing the asset base of the institution and by soliciting contributions, grants, and contracts to the University from ethical and legitimate entities and by suggesting contacts and outlets that may lead further to institutional asset expansion.

(n) *Land.* Authorize the acceptance, lease, purchase, or sale of land and the construction of buildings and facilities.

(o) *Role.* Differentiate between the Board of Trustees' role in policy-making and oversight and the role of the institution's management in operations and policy implementation.

(p) *Quality.* Establish policies that foster academic quality such that the students can freely learn and develop to the best of their abilities and where members of the faculty can develop and employ best practices in teaching, scholarship,

and public service in a manner found typically at top-ranked American colleges and universities.

(q) *Oversight.* Provide oversight of the operations of the University so as to ensure general integrity, able management, and devotion to institutional purposes.

(r) *Assessment.* Monitor Board performance and undertake an annual assessment of Board activity and stewardship through an anonymous survey of trustees, share and discuss survey results annually and undertake whatever reforms may be necessary.

Section 3.11 Orientation. New members shall participate in orientation to the Board's operations and the University's history, vision and mission, core values, organization, operations, and challenges. A trustee colleague may be assigned as a mentor to a new Board member to advance that member's leadership on the Board. New trustees shall receive basic documents that outline the institution's background and direction.

Section 3.12 Compensation. Trustees shall serve without compensation. Nor shall trustees receive any other thing of value in lieu of compensation for service as a trustee.

Section 3.13 Travel Reimbursement. Trustees shall adopt a policy covering University-related travel expenses incurred by Board Members.

Section 3.14 No Apparent Authority to Bind the University. Individual members of the Board of Trustees are not officers of the University and, absent express authority granted by Board resolution, shall not have the authority to bind the University in any way, financial or otherwise.

ARTICLE IV **MEETINGS OF THE BOARD**

Section 4.01 Regular Meetings. The Board of Trustees shall have at least two (2), but no more than four (4), regular meetings annually on such dates and at such places, as it shall determine. The annual meeting for the purpose of electing trustees, officers, and at-large members of the Executive Committee shall convene in the fall of each year, and, at a minimum, a second meeting shall take place approximately six (6) months later. The Board Secretary will issue an informal calendar of meeting dates at the beginning of each calendar year.

Section 4.02 Special Meetings. Special meetings of the Board may be held at the call either of the Board Chair or the President and seconded by at least one other officer of the Board, or any five (5) trustees.

Section 4.03 Notice.

(a) *Regular Meetings.* Written notice of the date, time and place of regular meetings shall be provided to all trustees by the Secretary at least sixty (60) calendar days in advance of the meeting by postal or electronic mail, facsimile device, or personal delivery.

(b) *Special Meetings.* Written notice of such special meetings shall be sent to all trustees by the Board Chair or Secretary with a clear statement of purpose(s) at least twenty (20) days in advance of the meeting by postal or electronic mail, facsimile device, or personal delivery. Business at any such special meeting shall be confined to the stated purposes.

(c) *Agenda.* Agenda and supporting materials for a meeting, including all matters requiring a vote unless otherwise prescribed in these bylaws, shall be sent out by postal or electronic device in advance no later than twenty (20) calendar days (15 days in the case of special meetings) prior to the Board meeting date. The same rule shall apply for all called committee meetings. The failure to provide an agenda or supporting materials as provided in this paragraph (c) shall not render any action taken at a meeting void or unenforceable.

(d) *Waiver.* Notice of any meeting may be waived by a trustee who submits a signed waiver before or after the meeting. Attendance of a trustee at a meeting shall constitute a waiver of notice, except when attendance is for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 4.04 Quorum and Voting. A quorum for the transaction of business at meetings of the Board of Trustees shall require a majority of the trustees who have been duly elected and qualified. Except as otherwise provided in these bylaws, a majority vote of the trustees present at a meeting at which a proper quorum exists shall be an act of the Board of Trustees. Each trustee shall have one vote. Members may not vote by proxy.

Section 4.05 Electronic Participation. Although face-to-face meetings are desirable, any annual, regular or special Board or committee meeting may be held by means of conference telephone, video conference, internet, or by any other means of communication device approved by the Board Chair. Participation in such a meeting constitutes presence in person for purposes of a quorum so long as all participants can hear one another clearly and listen to the opinion of others.

Section 4.06 Trustee Directory. Each member of the Board of Trustees shall provide complete and current primary professional affiliation and contact information, including physical, electronic mail, and telephone or other addresses, to the President and the Secretary of the Board for purposes of receiving notices under these bylaws or to the staff member responsible for collecting such information. Each trustee is responsible for informing the President and Secretary of any changes in his or her professional affiliation or addresses. Timely notice sent to an address on file provided by a trustee shall be deemed effective notice under these bylaws. An online password-protected directory of

trustees may be maintained in a generally updated manner on a University sponsored website, available only to trustees and other persons authorized by the President, and a paper copy of the directory shall be distributed annually to each member. Other Board documents shall also be kept on the password-protected website for use by the trustees. All pass-protected information shall be considered confidential in nature and may not be shared with non-trustees except by permission of the Chair, Vice Chair, Secretary of the Board, Chair of the Governance Committee, or President.

Section 4.07 Rules. Unless otherwise specified in a resolution of the Board, meetings of the Board of Trustees and committee meetings shall be conducted in accordance with the most recent edition of “The Simplified Roberts’ Rules of Order.”

Section 4.08 Action in Lieu of a Meeting. Unless otherwise provided in the founding articles of its charter, any action that may be taken at any annual or special meeting of Board of Trustees may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all trustees then in office.

ARTICLE V

OFFICERS OF THE BOARD

Section 5.01 Officers. Except as provided in section 9.01, the officers of the Board shall be elected from among the members of the Board then in office. Officers of the Board shall include the Chair, the Vice Chair, the Secretary, and the Treasurer of the Board of Trustees.

Section 5.02 Successors. The Chair, the Vice Chair, Secretary, and Treasurer shall serve until their respective successors have been duly elected.

Section 5.03 Election. The process of electing officers of the Board shall be supervised and administered by the Governance Committee, in accordance with the procedures specified below.

Section 5.04 Installation. Officers of the Board shall be installed in office at the annual fall meeting at which they are elected or at other times as required.

Section 5.05 Committees. Officers of the Board, except the Board Chair, may also serve as chairs of standing committees or task forces.

ARTICLE VI

TERM AND RESPONSIBILITIES OF THE CHAIR OF THE BOARD

Section 6.01 Term. The Chair shall be elected annually to serve a one-year term and shall be eligible for re-election to no more than four additional terms. Re-election is not automatic, and election or re-election shall normally take place at the annual meeting by a majority of the quorum present.

Section 6.02 **Responsibilities.** The Board Chair shall give active direction to, and exercise oversight of, all matters involving the Board of Trustees. He or she performs all duties incident to the Office of Chair as prescribed by the Board of Trustees, leads the implementation of provisions in these bylaws, works cooperatively on matters of policy with the President while not interfering in the operational duties of the President, and generally provides leadership to benefit the University in fulfilling its vision and mission. He or she may sign contracts or other instruments, only if the Board of Trustees has authorized them to be executed and the President or Chief Finance and Administration Officer is unavailable for extraordinary reason or no longer holds office.

Section 6.03 **Committees.** The Chair shall preside at all Board and Executive Committee meetings, have the right to vote on all questions, appoint committee chairs (except the chairs of the Finance Committee and Audit Committee, which involves a nomination as provided below), determine the composition of all Board committees with the exception of the Executive Committee, and otherwise serve as spokesperson for the Board. He or she shall serve as chair of the Executive Committee, be a voting member, *ex officio*, of all standing and other committees of the Board, and assume other duties as the Board may prescribe from time to time. The Chair shall be assisted in his or her work by a staff person designated by the President.

ARTICLE VII

TERM AND RESPONSIBILITIES OF THE VICE CHAIR OF THE BOARD

Section 7.01 **Term.** The Vice Chair shall be elected annually and shall be eligible for re-election for up to two (2) additional terms. Election or re-election shall normally take place at the annual meeting by a majority vote at which a quorum is present. If a vacancy occurs in the Vice Chair position, the Chair shall appoint a Vice Chair who shall hold office until the next regular or special meeting of the Board of Trustees, at which time an election shall be held to fill the vacancy.

Section 7.02 **Responsibilities.** In absence of the Chair, the Vice Chair shall perform the duties of the office of the Chair, including presiding at Board and Executive Committee meetings. He or she shall have other powers and duties as the Board or the Chair may from time to time prescribe. Also, the Vice Chair shall assist the Chair in fulfilling responsibilities of the Office of Chair if the Chair makes that request for assistance.

Section 7.03 **Vacancy.** If the Chair is unable for reasons of private or professional temporary circumstances, such as illness, to perform duties prescribed for the office, the Board of Trustees may declare the office to be temporarily vacant and name the Vice Chair as Chair Pro Tempore, until such time as the Chair is able to resume responsibilities of the office as again declared by the Board of Trustees. Further, if the Chair is unable to complete his or her term of office or submits a letter of resignation to the Secretary of the Board or the President, the Vice Chair shall assume the office for the unexpired portion of the Chair's term of office.

ARTICLE VIII

TERM AND RESPONSIBILITIES OF THE SECRETARY OF THE BOARD

Section 8.01 **Term.** The Secretary shall be elected annually and shall be eligible for re-election for up to two (2) additional terms. Election or re-election shall normally take place at the annual meeting by a majority of the quorum present. If a vacancy occurs in this position, the Chair shall appoint a Secretary Pro Tempore who shall hold this position until the next regular or special meeting of the Board of Trustees, at which time an election shall be held to fill the vacancy.

Section 8.02 **Responsibilities.** The Secretary shall record or supervise the recording of the minutes of Board and Executive Committee meetings and promptly distribute them to all trustees. The Secretary shall ensure that meetings are properly scheduled and trustees notified, Board policy statements and other official records are properly maintained, and corporate records are kept in an orderly manner by staff members. The Secretary shall perform other duties as prescribed from time to time by the Board and shall be assisted in all duties by a staff person designated by the President.

ARTICLE IX

TERM AND RESPONSIBILITIES OF THE TREASURER OF THE BOARD

Section 9.01 **Term.** The Treasurer shall be nominated by the President but must be approved by majority vote of the Board at which a quorum is present. The Treasurer/ need not be a member of the Board of Trustees.

Section 9.02 **Responsibilities.** The Treasurer shall be the principal officer providing oversight of the University's financial situation, projections, and plans to the Board. Subject to the oversight of the Audit Committee, the Treasurer also shall participate in the audit function, receive reports, meet privately with auditing agencies, and generally be aware of the financial condition of the University. The Treasurer shall perform other duties as prescribed from time to time by the Board and shall be assisted in all his or her duties by a staff person designated by the President.

Section 9.03 **Bonding.** The Treasurer, if requested by the Board of Trustees, shall supervise, at the expense of the University, acquisition of a fidelity bond for any person entrusted with handling funds or valuable property of the University.

ARTICLE X

BOARD COMMITTEES

Section 10.01 **Committees.** The Board shall establish such standing and ad hoc committees or task forces as it deems appropriate in discharge of its responsibilities. Each committee or other body shall have a written statement of purpose, role, rules of procedure, or policy guidelines that the Board shall approve upon the consent and recommendation by committee members. Such statements shall be reviewed annually by each committee.

Section 10.02 Committee Appointments. The Chair of the Board of Trustees shall have the responsibility of appointing the chairs and members of all Board committees except the Executive Committee. Committee Vice Chairs may be appointed at the discretion of individual committee chairs. All committee chairs, possible Vice Chairs, and a majority of committee members shall be trustees. The Chair of the Board may appoint non-trustee members to any committee, upon approval of the members of a particular committee, except the Executive Committee, when such individuals bring expertise or experience that may be beneficial to a committee's work. Non-trustee committee members may vote on agenda items of their assigned committee but may not vote in any meeting of the Board of Trustees.

Section 10.03 Task Forces. The Board of Trustees may from time to time create task forces with a limited and stated assignment to operate only for a specified period of time. Task forces shall make recommendations or give their findings to the Board of Trustees, but only the Board may decide whether to accept or reject these results and then obligate the Board and/or the University in their realization. Task forces shall include trustees and may include non-trustees appointed by the Board Chair, who shall also name the task force chair who may either be a trustee or non-trustee.

Section 10.04 Presidential Advisory Council. A Presidential Advisory Council shall be established as an entity reporting to the Board of Trustees, to include distinguished personalities who can provide counsel and lend their name and influence to advance the University's mission. The Presidential Advisory Council supports the University in an advisory rather than a governing or policy-making capacity. Members of the Presidential Advisory Council are elected for three year terms by the Board of Trustees on the recommendation of the Governance Committee.

Section 10.05 Rules. Each committee and task force shall adopt rules for its meetings or conduct of business that are not inconsistent with the University's stated core values, these bylaws or with any rules adopted by the Board of Trustees.

Section 10.06 Staff Support. Each committee or task force shall have a clearly designated officer of the University or member of the administrative staff, as directed by the President, to assist with its work. That designee shall attend all meetings of a particular committee or task force.

Section 10.07 Meetings. Each committee shall meet a minimum of two times annually and preferably more often. Reasonable notice of committee meetings shall be provided by or at the direction of the committee chair. A quorum for the transaction of business at committee meetings shall require a majority of the committee's voting membership. Except as otherwise provided in these bylaws, a majority vote of the voting members present at a meeting at which a proper quorum exists shall be an act of the committee. The committee chair shall ensure that minutes are taken of all committee meetings and placed on file with the Secretary of the Board of Trustees and the President. No committee may meet in secret and all work shall be transparent in nature. The Chair of the Board of Trustees and the President shall be kept apprised of all committee meetings and actions.

Section 10.08 Standing Committees. The standing committees of the Board of Trustees shall be the Executive Committee, the Governance Committee, the Finance Committee, the Audit Committee, the Advancement and External Relations Committee, the Academic and Student Affairs Committee, and the Land and Buildings Committee. The Board may create other standing committees from time to time and shall amend these bylaws to describe the purpose of such newly-created standing committees.

ARTICLE XI

EXECUTIVE COMMITTEE

Section 11.01 Membership. All members of the Executive Committee shall be voting trustees. The President of the University shall be an *ex officio* member with a vote and may be counted as part of a quorum for the purpose of transacting business. The Chair, the Vice Chair, the Secretary of the Board of Trustees, and the chairs of the six (6) standing committees shall be members of the Executive Committee, in addition to the President. The trustees may name up to two additional members to the Executive Committee upon nomination by the Chair and election by the Board of Trustees, but this is not required. The President shall appoint a staff person to support the work of the Executive Committee.

Section 11.02 Powers and Responsibilities. The Executive Committee shall support the work of the Board of Trustees, but the Board of Trustees remains the principal governing body of the University. The Executive Committee shall have authority to act for the Board of Trustees when it is not in session in all matters, except for the following powers reserved for the Board as a whole: (a) appointment and termination of the President; (b) election and removal of trustees and Board officers; (c) changes in institutional mission and purposes; (d) amendment of these bylaws; (e) borrowing of money on behalf of the University; (f) a significant sale, lease or other disposition of University assets or tangible property; (g) adoption of the annual budget; and (h) conferral of degrees. These bylaws or other Board policies may reserve other powers to the Executive Committee. The Executive Committee shall take the lead in the annual assessment of the performance of the President and shall make any necessary suggestions for his or her professional improvement.

Section 11.03 Meetings. Meetings of the Executive Committee shall be convened by the Chair or upon petition to the Chair by three (3) members of the Executive Committee (one of whom may be the President). All members of the Executive Committee shall be notified of meetings and agendas. The agenda for the meeting may be determined by the Chair, the President, or the three petitioners who called the meeting. The business conducted at a meeting of the Executive Committee shall be limited to business set forth on an agenda that is distributed at least seven (7) calendar days in advance of the meeting date. Minutes of Executive Committee meetings shall be distributed to all trustees. The Board shall be deemed to have ratified the actions of the Executive Committee if the actions are reported to the Board at its next regular meeting and the members of the Board do not reject such actions by a majority vote.

Section 11.04 Reporting. The Executive Committee shall provide a report on its actions to the Board of Trustees at such times as may be specified in the resolutions of the Board, but not less frequently than at regular meetings of the Board.

ARTICLE XII
GOVERNANCE COMMITTEE

Section 12.01 Membership. The Governance Committee shall have no fewer than three (3) members, all of whom shall be voting trustees.

Section 12.02 Powers and Responsibilities. The responsibilities of the Governance Committee include: (a) review of the overall performance of the Board of Trustees and individual member trustees; (b) evaluation of the performance of incumbent trustees who are eligible for re-election; (c) identification of promising candidates for nomination to the Board; (d) maintenance of a list of qualified candidates for possible nomination to Board membership; (e) the establishment of the mechanics for the annual assessment of the Board as a whole; (f) review of the adequacy of these bylaws, including consistency with any approved Board policies; (g) monitoring of the Board's adherence to approved codes of ethics; (h) orientation of new and incumbent trustees on their duties as Board members, including the mentorship by veteran trustees, as provided for in these bylaws; (i) oversight of recruitment activities for new members of the Board of Trustees, including reference checks and posting of credentials to colleague trustees at least thirty (30) days before a nominee stands for election to the Board; and (j) supervision of the nomination and election of officers of the Board.

Section 12.03 Officer Nominations and Elections. Nominations for officers of the Board may be received from any trustee at or prior to the annual Board meeting. A ballot of the nominees shall be circulated to all members of the Board, and the election shall be by secret ballot at the annual meeting. The trustee with the highest number of votes shall be declared elected to the prescribed office. If a tie occurs in the vote for any one office, a ballot of the two (2) top vote-getters shall be prepared for another secret vote, and the voting process shall continue until one trustee is elected. If no trustee is elected after five (5) voting rounds, a new round of nominations and voting will commence.

Section 12.04 Reporting. The committee shall report on its work, findings and recommendations to the Board of Trustees and President.

ARTICLE XIII
FINANCE COMMITTEE

Section 13.01 Membership. The Finance Committee shall have no fewer than three (3) members, all of whom shall be voting trustees.

Section 13.02 Powers and Responsibilities. The responsibilities of the Finance Committee include: (a) recommendation of tuition levels; (b) approval of the annual budget before it is presented to the Board for adoption; (c) review of reports on income and expenditures; (d) review of financial aid and compensation/benefits policies;

(e) adoption of bank and check signatory policies of the University; (f) implementation of the financial policies and procedures adopted by the Board; (g) determination of appropriate insurance levels for the University; (h) review of employee compensation benefits, arrangements, practices, and retirement benefits; (i) oversight of investment policies and performance of University funds under investment;

Section 13.03 Reporting. The committee shall report on its work, findings and recommendations to the Board of Trustees and to the President.

ARTICLE XIV **Audit Committee**

Section 14.01 Membership. The Audit Committee shall have no fewer than three (3) members, all of whom shall be voting trustees. No person who is employed by the University may be a member of the Audit Committee.

Section 14.02 Powers and Responsibilities. The responsibilities of the Audit Committee include (a) meetings as needed or appropriate with the University's outside auditors; (b) recommendations to the Board regarding the retention of an outside auditing firm; (c) review of periodic audit outcomes, including management letters; and (d) recommendations to management and the Board for improvements to administrative or operational practices.

Section 14.03 Reporting. The committee shall report on its work, findings and recommendations to the Board of Trustees and to the President.

ARTICLE XV **ADVANCEMENT AND EXTERNAL RELATIONS COMMITTEE**

Section 15.01 Membership. The Advancement and External Relations Committee shall have no fewer than three (3) members, all of whom shall be voting trustees.

Section 15.02 Powers and Responsibilities. The Advancement and External Relations Committee shall provide oversight of all efforts to increase assets available to the University from private and public sources, including institutional advancement and fund-raising activities of the University, the annual fund, all capital campaigns, special gift campaigns, planned giving, fund-raising events, and foundation and corporate relations. The committee's responsibilities related to the University's external relations include: (a) oversight of liaison with governmental, non-governmental, and multilateral organizations in and outside the Kurdistan Region, Iraq and the United States on behalf of the University; (b) development of contacts with individuals and groups of prominence and means with special interest in assisting achievement of the success of the University; (c) development of good will towards the university worldwide; and (d) review of the University's communications program involving publications, student recruitment plans and related outreach, liaison with the Kurdish & Iraqi Diaspora worldwide and with interested groups and organizations in the region surrounding Iraq, press and media relations, online services, websites and other electronic assets, alumni relations, the

University's image and common external messages, community relations in the City of Sulaimani and other cities where the University may operate, and public relations materials and initiatives generally.

Section 15.03 Reporting. The committee shall report on its work, findings and recommendations to the Board of Trustees and President.

ARTICLE XVI
ACADEMIC AND STUDENT RELATIONS COMMITTEE

Section 16.01 Membership. The Academic and Student Relations Committee shall have no fewer than three (3) members, all of whom shall be voting trustees.

Section 16.02 Academic Matters. The role of the Academic and Student Relations Committee shall be the oversight of current and future academic programs and student relations plans of the University.

Section 16.03 Powers and Responsibilities. The responsibilities of the Academic and Student Relations Committee include: (a) review of the educational programs of the University to ensure they are consistent with, and meet the high standards of, the "Vision and Mission" statement of the University and these bylaws; (b) protection of academic freedom and the responsibility of faculty members and academic programs; (c) oversight of faculty relations and conditions of employment, (d) supervision and support of accreditation procedures and liaison with accreditation entities.

Section 16.04 Student Affairs. The committee shall review student enrollment policies and advise on all areas of student life, including academic advising, questions of equity and diversity, student extra-curricular activities, student professional career and alumni services; and services available to students including personal guidance, and career related assistance.

Section 16.05 Reporting. The committee shall report its work, findings and recommendations to the Board of Trustees and President.

ARTICLE XVII
LAND AND BUILDINGS COMMITTEE

Section 17.01 Membership. The Land and Buildings Committee shall have no fewer than three (3) members, all of whom shall be voting trustees.

Section 17.02 Powers and Responsibilities. The responsibilities of the Land and Buildings Committee include evaluation and improvement of facilities, equipment and grounds for support of the University's programs, oversight of remodeling and construction projects, and planning for future facility needs. The committee shall provide oversight of the University's lands, campuses and facilities in Sulaimani or at any other location.

Section 17.03 Master Plan. The committee shall maintain the master plan of the University's physical plant and make recommendations to the Board for the general maintenance of the University property, equipment and facilities and the required improvements to the physical plant, including their implementation. The committee shall ensure that the current land, acquired for the purposes of the University, is properly registered, titled and insured. The committee shall also recommend to the Board when additional land can or should be added to the University's existing campuses. Further, the committee shall advise the Board of Trustees on acquisition of resources necessary for property and facility improvements and assist the President and others involved with the University's physical plant and asset development.

Section 17.04 Reporting. The committee shall report its work, findings and recommendations to the Board of Trustees and President.

ARTICLE XVIII

OFFICERS OF THE UNIVERSITY

Section 18.01 Officers. The officers of the University shall be a President, a Vice President for Academic Affairs (VPAA), a Vice President for Finance and Administration (VPFA), and a Vice President for University Advancement (VPUA). The President shall prescribe the duties of the VPAA, VPFA, and VPUA. These bylaws prescribe the duties of the President as specified below.

Section 18.02 Appointment. All officers of the University, other than the President, shall be appointed by the President, although the President may choose not to fill one or more of these positions at any given time. The Board of Trustees may, by resolution, create one or more additional offices and prescribe the duties for such officers. The President may appoint and prescribe the duties of other non-executive employees at his or her discretion and as he or she may deem proper if sufficient budget provisions are available and provided to cover costs associated with such appointments.

Section 18.03 Term of Office. All officers of the University shall report to the President and shall hold office at the pleasure of the President who may consult with the Board of Trustees on appointment of officers and their performance in office. All officers shall affiliate with the University through formal employment contracts which are confidential but available to the Executive Committee for inspection and advice to the President.

ARTICLE XIX

TERM AND RESPONSIBILITIES OF THE PRESIDENT OF THE UNIVERSITY

Section 19.01 Title. The title of the office shall be President.

Section 19.02 Appointment. The President shall be appointed or removed by the affirmative vote of two thirds (2/3) of the trustees voting at a regular or special meeting of the Board of Trustees at which a quorum exists. The appointment shall be for such term, compensation, and conditions of employment as the Board shall determine according to its authority under these bylaws.

Section 19.03 Contract. Details of the President's employment shall be contained in a binding term performance contract signed by the Chair of the Board of Trustees and the President. A template of the contract shall be kept in the official files of the Board of Trustees for use when a new president is named or the contract of the incumbent president is renewed. The template may be changed as law and circumstances change, but the spirit should be maintained over time.

Section 19.04 Board and Committees. The President shall be an *ex officio* member of the Board of Trustees with power to vote, and his or her presence at meetings shall be counted as part of quorum determination. However, when the Board Chair calls an Executive Session of the Board of Trustees, the President shall not be present, unless invited by the Chair, and does not have the power to vote in a called Executive Session. The President may not vote on any matter having to do with his or her employment contract or conditions of employment. The President shall be an *ex officio* member of all Board committees and task forces except for the Audit Committee and except if an executive session of the Executive Committee is called into session. He or she shall be notified of any Executive Session of the Board or the Executive Committee and shall submit any advice to the Executive Committee upon request.

Section 19.05 Board Operations. The President shall be responsible for providing support for all operations of the Board of Trustees and systematic implementation of these bylaws. Working closely with the officers and leadership of the Board, the President shall ensure that bylaws are observed, inform trustees when bylaws are not enacted properly, and generally take steps necessary for successful Board oversight and governance.

Section 19.06 Powers. The President shall be the chief executive officer of the University and the chief advisor to and executive agent of the Board of Trustees. The President shall work closely with the Board Chair and members, assist in the Board's performance management process, provide support for the Board in carrying out its responsibilities, participate voluntarily in an annual performance review, and adhere to the division of labor between the policy-making powers of the Board of Trustees and the leadership and operational responsibilities of the chief executive. Open lines of communication shall be maintained between the President and the Board Chair and all trustees. Correspondingly, the Board Chair assumes responsibility for communicating routinely with the President. The President may hold a professorial title, if qualified, during the period of his or her service as President.

Section 19.07 Authority. The President's authority shall be vested through the Board of Trustees and includes responsibilities for all of the University's academic, financial, planning, personnel, managerial, internal operations, and external matters. The President is responsible for implementing all Board policies, keeping the Board informed on appropriate matters, consulting with the Board in a timely fashion on matters appropriate to its policy-making and fiduciary functions, and serving as the principal spokesperson for the University. The President has the authority to execute all documents on behalf of the University and the Board of Trustees consistent with Board policies and resolutions and the best interests of the University.

ARTICLE XX
INDEMNIFICATION AND INSURANCE

Section 20.01 Indemnification. Each member of the Board of Trustees, officer of the University, or employee shall be indemnified against all expenses and liabilities actually and necessarily incurred by such trustee, officer, or employee as a result of, or in connection with the defense of, any action, suit, claim, or proceeding to which he or she has been made a party by reason of being or having been such a trustee, officer, or employee.

Section 20.02 Expenses. The University shall cover such expenses and liabilities except in relation to matters where the trustee, officer, or employee shall be adjudicated in such action, suit or proceeding to be liable for gross negligence, acts committed in bad faith, criminal misconduct, or willful misconduct in the performance of his or her fiduciary duties to the University. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel and other charged fees; costs and disbursements; judgments, fines, and penalties; amounts paid in settlements; and expenses incurred by related trustees, officers, or employees. The University may advance expenses or, where appropriate, may undertake the defense of any trustee, officer, or employee at its discretion, although those advance payments shall be repaid if it is ultimately determined that he or she is not entitled to indemnification under this Article.

Section 20.03 Insurance. The University shall purchase and maintain appropriate directors and officers' liability insurance.

ARTICLE XXI
CONFLICTS OF INTEREST AND ETHICS

Section 21.01 Purpose. The purpose of this section is to protect the University from any transaction or arrangement that might primarily benefit the private interests of any trustee, advisor, officer, or employee instead of the University's interests. An interested person has a duty to disclose any actual or possible conflict(s) of interest with the University to the Board of Trustees or designated committee. An "interested person" is any trustee, advisor, officer, or employee of the University who has a direct or indirect financial interest in a transaction involving the University or any of its sub-divisions. "Financial interests" include investments, compensation arrangements, family ties, consultative or other arrangements by contract, interests in corporate or other organizational vehicles, or similar circumstances.

Section 21.02 Procedures. The Board of Trustees or the designated committee shall determine whether a conflict of interest exists between the University and a trustee, officer, advisor or employee for any given transaction. An interested person has a duty to disclose any actual or possible conflict(s) of interest to the Board of Trustees or to the designated committee in an annual compliance statement by each member of the Board of Trustees. Each interested person shall be given an opportunity to disclose and explain all material facts to the trustees or members of the designated committee. After the

interest and all material facts have been disclosed and after reasonable time for discussion have been allowed, the interested party must leave the room and may not be present during the deliberations of the Board or designated committee. The Board of Trustees or committee shall decide whether a conflict of interest exists, if it does, and if the transaction or arrangement being considered is fair and reasonable to the University's best interests. Based upon this determination, the Board or designated committee shall decide whether or not to enter into the proposed arrangement or transaction. The determination by the Board or the designated committee shall be final and cannot be appealed to another body.

Section 21.03 Violations. If the Board of Trustees or the designated committee has reasonable cause to believe that a trustee, advisor, officer, or employee has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for its belief and afford the individual the opportunity to explain the alleged failure to disclose. If, after hearing the response and undertaking any further and necessary investigation of the circumstances at its discretion, the Board or committee designated for the purpose determines that the individual failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action. Examples of such action are expulsion from the Board, termination of employment, or some lesser penalty.

Section 21.04 Records. Minutes of the meetings on conflict of interest topics shall include all facts, circumstances, names, dates, discussed alternatives, votes, decisions, and all relevant and faithful recording of information. Records shall be maintained in a transparent manner within files of the Secretary of the Board.

Section 21.05 Compensation. Voting members of the Board of Trustees or other advisory bodies who receive compensation from the University, directly or indirectly, whether as employees or independent contractors, are precluded from being members of any compensation committee or discussing, lobbying, or voting on any matter pertaining to that compensation.

Section 21.06 Annual Statements. Each trustee, President, university officer, or member of a committee with Board-delegated powers shall annually sign a statement that affirms that such person has reviewed this Article of these bylaws, understands it, agrees to comply with it, and appreciates that the University is a private charitable organization that abides by its "Vision and Mission" statement that, among other elements, emphasizes the importance of ethics and integrity. Such statements must be received for placement in the file before the annual meeting of the Board of Trustees each year. Voting rights of a trustee will be suspended prior to the annual meeting or until the statement is placed on file. If a statement is not on file by the regular Board meeting following the annual meeting, that member of the Board of Trustees shall be considered to have resigned from Board membership.

Section 21.07 Oversight. The Governance Committee shall provide oversight of the requirements of these bylaws on conflicts of interest to ensure that the letter and spirit is followed with special attention to compensation, property, building construction, partnerships and joint ventures, contributions, and private benefits involving service

providers and third party University participants. External counsel may be employed in this annual review and for other related purposes, but such involvement does not relieve the Board of its responsibility for ensuring that the periodic reviews are conducted.

Section 21.08 Ethics. Members of the Board of Trustees have a fiduciary relationship to the University and must act in the best interests of advancing the University. The Board shall ensure that the University and the Board itself maintain the highest ethical standards of professional and institutional conduct and that the University be non-corrupt in all of its dealings. Trustees and principal officers of the University are representative of the University and must behave in a manner than brings honor and credit to the University. The Board shall authorize a policy dealing with standards of non-corruption. In any case where a breach of the ethics policy is asserted, the Board shall make a determination on the validity of the charge made by a trustee or the President and make a decision in the same manner as prescribed in Sections 21.02 and 21.03 of this Article.

ARTICLE XXII

BOOKS AND RECORDS

Section 22.01 University Records. The President, subject to oversight by the Secretary of the Board of Trustees, shall maintain a complete and correct set of books and records of the Board of Trustees. A member of the administrative staff of the President shall be appointed to assist the Secretary in carrying out this responsibility. The books and records, which shall be kept both by the Secretary and the Office of the President, shall at a minimum include the following documents:

- The charter of the University and other founding documents;
- The bylaws of the Board of Trustees, as amended;
- Minutes of the meetings of the Board of Trustees and all of its committees;
- Every annual budget and financial report of the University;
- Documents recording major leases, purchases and sale of real estate, and contracts authorized by the Board;
- The files of correspondence to and on behalf of the Board of Trustees;
- The “Vision and Mission” statement and principal planning documents;
- Insurance policies;
- The principal budgetary and financial papers of the University;
- All policies approved by the Board of Trustees;

- Personnel records of University officers and private information about trustees;
- All material on the password-protected portion of the website available to trustees when such technology is available in a secure manner; and
- Other confidential material essential to the University's continued operation in an emergency.

Section 22.02 Access. These records shall be available to the members of the Board of Trustees, the President, the Vice Presidents and general legal counsel, whether retained or pro bono, for inspection and copying. The President, on the advice of such counsel, shall have the authority to permit inspection and copying by appropriate third parties, including governmental and funding agencies. Notwithstanding the foregoing, the President shall not have the authority to permit inspection and copying by third parties of personal or professional information about members of the Board of Trustees and officers of the University.

ARTICLE XXIII **DISSOLUTION**

Section 23.01 Cessation. The Board of Trustees and/or the University may be dissolved upon a vote by two-thirds (2/3) of the trustees present at a regular meeting of the Board at which a quorum is present. The Board may be dissolved and reconstituted at the same Board meeting.

ARTICLE XXIV **LANGUAGE**

Section 24.01 Language of the Bylaws. These bylaws have been drafted and approved in the English language. Any translation into any other language shall not be an official version thereof, and in the event of any conflict in interpretation between the English version and such translation, the English version shall control.

Section 24.02 Language of University Business and Records. Except for official documents communicated or deposited by the state authorities of the Kurdistan Regional Government and the Republic of Iraq, all business of the university is conducted in English. Where versions of communications, minutes of meetings and records of any kind exist in any other language, the English version shall control.

ARTICLE XXV **AMENDMENT OF BYLAWS**

Section 25.01 Amendments. Any voting member of the Board of Trustees may propose to the Governance Committee an amendment to the bylaws. These bylaws may be changed or amended by a two-thirds (2/3) vote of those trustees present at a regular or special meeting at which a quorum exists, provided that written notice of the substance of the proposed amendment is sent by electronic mail, facsimile device, or

personal delivery to all trustees at least thirty (30) days before the meeting at which such action will be considered and voted. Further changes to the proposed amendments may be made during any meeting without postponing action to a subsequent meeting provided the changes relate to the subject matter covered in the prior notice.

Section 25.02 Updates. These bylaws shall be updated in the text after amendments are approved rather than listed serially. When these bylaws are updated in this manner, the bylaws shall be dated by the month, day, and year of the revisions.

Section 25.03 Mistakes. Any inadvertent but obvious errors in language, consistency, grammar, or spelling in these bylaws shall be corrected by the Secretary of the Board or the President without the necessity of formal amendment. Such errors shall not obviate the underlying meaning of the provision in question. Business shall be conducted under each Article in a normal manner even if errors of language are discovered.

[* * End of text * *]