

BY-LAWS OF
CHALDEAN CULTURAL CENTER

ARTICLE I

OFFICES

SECTION 1. Office. The registered office of the Corporation in the State of Michigan shall be in the City of West Bloomfield, County of Oakland. The Board of Directors may change the location of the registered office of the Corporation.

SECTION 2. Purpose. The purpose for which the Corporation is organized is as follows:

(A) To receive and administer funds and to operate exclusively as a non-profit organization, substantially all of the activities of which are for charitable purposes, including promoting Chaldean cultural, educational and humanitarian purposes and no part of the net earnings of which inures to the benefit of any private shareholder or member of the Corporation all within the meaning of Section 501(c)(3) of the Internal Revenue Code, as may be amended or supplemented ("Code"), and to give funds and property from time to time to other organizations to be used or held for use directly in carrying out one or more of such purposes.

(B) To acquire, own, dispose of and deal with personal property and interests therein and to apply gifts, grants, bequests and devise the proceeds thereof in furtherance of the purposes of the Corporation.

(C) To do such things and to perform such acts and to accomplish such purpose the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c) of the Code, will all of the power conferred on non-profit corporations under the laws of the State of Michigan.

SECTION 3. Non-Profit Operation. The Corporation shall be operated exclusively for non-profit purposes within the meaning of Section 501(c)(3) of the Code as a Michigan non-profit Corporation. No Director of the Corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity, and no part of the net earnings of the Corporation shall inure to the benefit of any Director, Trustee, Officer or private member or individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the

Corporation participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Corporation is organized on a non-stock directorship basis and except as otherwise provided by law, all matters which are subject to the Directors' vote or other action in the case of a Michigan non-profit corporation, shall be approved by actions of the Board of Directors. The Board of Directors shall meet as often as is necessary to conduct the business of the Corporation, but at least annually.

SECTION 2. Number, Tenure, and Selection. The number of Directors of the Corporation shall be not less than seven (7) and not more than nine (9) Directors. A Director shall be elected by the Board of Directors of the Corporation at its annual meeting and vacancies shall be filled in a manner specified in Section 9 below. A Majority of the Directors shall be members of the Chaldean Iraqi American Association of Michigan. Directors shall be selected based on their qualifications and ability to serve. Directors shall serve for three (3) year terms, except initially one-third ($\frac{1}{3}$) shall be elected to serve for three (3) years, one-third ($\frac{1}{3}$) shall be elected to serve for two (2) years, and one-third ($\frac{1}{3}$) shall be elected to serve for one (1) year. In the event of an increase in the number of Directors serving, terms shall be established so that the term of approximately one-third ($\frac{1}{3}$) of the Directors expires each year. Directors shall be eligible for re-election and may serve for two (2) consecutive terms..

SECTION 3. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as the Directors may from time to time determine at prior meetings or shall be directed or approved by the vote or written consent of all of the Directors.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or in his or her absence by a Vice Chairperson or by not less than four (4) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place (within or without the State of Michigan) for holding any special meeting of the Board of Directors called by them.

SECTION 5. Annual Meetings. Annual meetings of the Board of Directors shall be held at such place, date and hour as the Board of Directors may determine from time to time but in no event later than December 15 of each year. At the annual meeting, the Board of Directors shall elect Directors, elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of Directors appears for an annual meeting of the Board of Directors, the holding of such annual meeting shall not be required and matters which may have

been taken up at the annual meeting may be taken up at a later regular, special or annual meeting by consent resolution.

SECTION 6. Notice. Notice of any special meeting shall be given by written notice at least three (3) days prior to the meeting, stating the time, place and purpose or purposes of the meeting and delivered personally, by mail or by telegram to each Director at his or her business address. If mailed, the notice shall be deemed to be delivered when deposited in the United States Mail, addressed to each Director, with postage prepaid. If notice is given by telegram, the notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting by written statement signed before or after the holding of the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 7. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of two-thirds (2/3) of the remaining Directors, though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be a Director until his successor is elected at the next Annual Meeting of the Board of Directors of the Corporation, or at any special meeting duly called for that purpose and held prior to the Annual Meeting.

SECTION 10. Removal. A Director may be removed from office with or without cause at any annual or special meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors then in office.

SECTION 11. Compensation. Directors shall not be paid for serving as a Director of the Corporation. By resolution of the Board of Directors, the Directors may be paid their expenses, if any, upon prior approval of the Board of Directors.

SECTION 12. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting, or he or she files a written dissent to the action with the person acting as Secretary of the meeting before it is adjourned, or he or she forwards his or her dissent by registered mail to the Secretary

of the Corporation immediately after the meeting is adjourned. The right to dissent shall not apply to a Director who voted in favor of the action.

SECTION 13. Delegation of Powers to Executive Committee. By resolution passed by a majority of the whole Board, the Board of Directors may designate one (1) or more of their number to constitute an executive committee, who, to the extent provided in the resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between the meetings of the Board.

SECTION 14. Action Without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken at any meeting of the Board of Directors or any committee of the Board may be taken without a meeting if all the members of the Board or the committee, as the case may be, consent to the action in writing and the writing or writings are filed with the minutes of the proceedings of the Board or committee.

SECTION 15. Attendance by Communication Devices. Members of the Board of Directors may participate in a Board meeting by means of conference telephone or similar communications equipment which permit all persons participating in the meeting to hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

SECTION 16. Powers of the Board of Directors. The Board of Directors shall have the charge, control and management of the business, property, personnel, affairs and funds of the Corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with these By-Laws, the Articles of Incorporation or the laws of the State of Michigan. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon the Board of Directors of non-profit corporations, and in addition to the powers mentioned in and implied in Article I, Section 2, the Board of Directors shall have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all property of the Corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interest of the Corporation and in furtherance of its purposes.

ARTICLE IV

OFFICERS

SECTION 1. Number. The officers of the Corporation shall be a Chairperson, Vice Chairperson, Secretary, Treasurer and Executive Director, each of whom shall be elected by the

Board of Directors. The Board of Directors may appoint other officers and agents as they deem necessary for the transaction of the business of the Corporation.

SECTION 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. If the election of the officers is not held at the meeting, the election shall be held as soon afterwards as is convenient. Each officer shall hold office until his or her successor is duly elected and qualified, or until his or her death, or until he or she resigns, or he or she has been removed from office in the manner provided in these By-Laws.

SECTION 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment it serves the best interests of the Corporation.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. Chairperson. The Chairperson shall be a Director of the Corporation. He or she shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall, in general, supervise and control all of the business and affairs of the Corporation. When present, the Chairperson shall preside at all meetings of the Board of Directors. He or she may sign, with the Executive Director or Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed and, in general, shall perform all duties incident to the office of Chairperson and other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice Chairperson. If appointed, a Vice Chairperson shall, in the absence of the Chairperson or in the event of the Chairperson's death, inability or refusal to act, perform the duties of the Chairperson, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the Chairperson. If there is no Vice Chairperson, then the Treasurer shall perform such duties of the Chairperson. The Vice Chairperson shall perform such other duties as from time to time are assigned to him or her by the Chairperson or by the Board of Directors.

SECTION 7. Secretary. The Secretary shall: (a) Keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and the seal of the Corporation, if any; and (d) in general, perform all

duties incident to the office of Secretary and other duties as from time to time are assigned to him or her by the Chairperson or by the Board of Directors.

SECTION 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in a sum and with a surety or sureties as the Board of Directors shall determine. He or she shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in the banks, trust companies or other depositories as the Board of Directors may designate; and (b) in general, perform all of the duties incident to the office of Treasurer and other duties, as from time to time are assigned to him or her by the Chairperson or by the Board of Directors.

SECTION 9. Executive Director. The Executive Director shall, subject to the direction and control of the Board of Directors, supervise and control all of the day-to-day business and affairs of the Corporation. The Executive Director with the Chairperson or other proper officer of the Corporation authorized by the Board of Directors may sign deeds, mortgages, bonds, contracts, or other instruments, or documents which have been authorized to be executed, except in cases where the signing and execution thereof have been expressly delegated to some other officer or agent of the corporation, and in general shall perform all duties incident to the office of Executive Director and such other duties as may be assigned to him or her by the Board of Directors from time to time.

SECTION 10. Salaries. Officers shall not be paid for serving as an officer of the Corporation, except that the Executive Director and staff employed by the Company may be paid wages or salaries determined by the Board of Directors. The Board shall have the authority to retain outside consultants or purchase reports or information on compensation paid by entities similar to the Corporation. All employees including the Executive Director, shall be at-will employees.

ARTICLE IV

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, or agent or agents to enter into any contract, to execute and deliver any instrument, or to acknowledge any instrument required by law to be acknowledged in the name of and on behalf of the Corporation. His or her authority may be general or confined to specific instances but the appointment of any person other than an officer to acknowledge an instrument required by law to be acknowledged should be made by a written instrument. When the Board of Directors authorizes the execution of a contract or of any other instrument in the name of and on behalf of

the Corporation without specifying the executing officers, the Chairperson and the Executive Director may each execute the instrument.

The Corporation may lend money to, or guarantee any obligation of, or otherwise assist any officer or other employee of the Corporation or of its subsidiary(ies) or affiliated entities, including any officer or employee who is a Director of the Corporation or its subsidiary(ies) or affiliated entities, when, in the judgment of the Board of Directors, such loans, guaranty or assistance may reasonably be expected to benefit the Corporation, or is pursuant to a plan authorizing loans, guarantees or assistance, which plan the Board of Directors has reasonably determined will benefit the Corporation. The loan, guaranty or assistance may be with or without interest and may be unsecured or secured in a manner which the Board of Directors shall approve. Nothing in this section shall deny, limit or restrict the powers of a guaranty or warranty of the Corporation at common law or under any statute.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. No loan or advance to, or overdraft of, withdrawal by an officer or Director of the Corporation other than on ordinary and usual terms of payment and security shall be made or permitted, unless each transaction is approved by a vote of two-thirds ($\frac{2}{3}$) of the members of the Board of Directors, excluding any Director involved in the transaction.

SECTION 3. Checks, Drafts, etc. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the Chairperson, the Treasurer, the Executive Director or such officers or agents of the Corporation and in such manner as is determined by resolution of the Board of Directors from time to time.

SECTION 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in the banks, trusts, companies, or other depositories that are selected by the Board of Directors.

ARTICLE V

SELECTION OF YEAR

SECTION 1. The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE VI

INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

SECTION 1. Third Party Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals (other than an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that he or she is or was a Director, officer, employee of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer, or employee of another corporation (whether non-profit or for profit), partnership, joint venture, trust or other enterprise, against expenses, including attorney fees, judgments, decrees, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful.

SECTION 2. Derivative Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, or employee of the Corporation, or is or was serving at the request of the Corporation as a Director, trustee, officer or employee of another corporation (whether non-profit or for profit), partnership, joint venture, trust or other enterprise, against expenses, including actual attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall not be made in respect to any claim, issue or matter as to which such person shall have been finally adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that a court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

SECTION 3. Rights After Successful Defense. To the extent that a Director, officer or employee has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Sections 1 or 2 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against actual and reasonable expenses (including attorney fees) incurred by him or her in connection therewith.

SECTION 4. Other Determinations of Rights. Except in a situation governed by Section 3, any indemnification under Sections 1 or 2 (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 director, officer or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made:

(A) By a majority vote of the Board of Directors acting at a meeting at which a quorum consisting of Directors who were not parties to such action, suit or proceeding is present, or

(B) If such quorum is not obtainable (or even if obtainable) under Subparagraph A above, and a majority of disinterested Directors so directs, by independent legal counsel (compensated by the Corporation), in a written opinion.

SECTION 5. Advances of Expenses. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative or investigative action, suit, or proceeding (including all appeals), or threat thereof, may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the Director, officer or employee to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

SECTION 6. Non-Exclusivity; Heirs. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles of Incorporation, these By-Laws, any agreement, vote of the Members, any insurance purchased by the Corporation, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a Director, trustee, officer or employee of another corporation (whether non-profit or for profit), limited liability company, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE VII

AMEDMENTS

These By-Laws may be amended at any meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors then in office. No

amendment inconsistent with the Articles of Incorporation shall be effective prior to the amendment of the Articles of Incorporation.

Adopted and Effective _____, 2012.

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