



THE AMERICAN UNIVERSITY OF
KURDISTAN

THE BOARD OF TRUSTEES
BYLAWS



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I. NAME AND LOCATION

1.1. Name

The name of the University is “The American University of Kurdistan” (hereinafter referred to as the “University” or “AUK”) existing under Ministerial Order no:935 and based on Presidency order of the Council of Ministers no:4388 in May 2013.

1.2. Location

Main Campus:

Zakho Road, Zozan Quarter 99641, Duhok-Semel, Kurdistan Region, Iraq

II. MISSION

Founded in 2014 as a non-profit institution of higher learning by Masrour Barzani, the American University of Kurdistan is dedicated to preparing future generations of leaders through curricular and co-curricular excellence in an American style education focusing on transformative knowledge, innovative research, ethical community service, respect for inclusion and diversity, global connectedness, and life-long learning, all aiming to ensure economic, environmental, social and political advancement- regionally, nationally and globally.

III. BOARD OF TRUSTEES

3.1. Numbers, Classification, Term of Office

The powers of this University shall be exercised, its property controlled, and its affairs conducted by, or under, the direction of the Board of Trustees (the “Board”). The authorized number of voting Members of the Board of Trustees (the “Trustees” or “Board Members”) shall not be more than twenty-five (25), nor less than nine (9), unless changed by amendment.

Board members, other than ex officio members, including Trustees Emeriti, shall serve three-year terms unless the Board specifies otherwise at the time of election. Trustees shall be elected by a simple majority of the members present at a meeting at which a quorum is established and may serve no more than two consecutive terms.

The Chair of the Board shall be elected by a majority vote of the Board for a five-year term and may serve additional terms upon reelection. A quorum shall consist of a majority of the voting Trustees then in office.

No Trustee, other than an ex officio member, may serve more than two consecutive three-year terms unless an exception is approved by the Chair of the Board and by a two-thirds (2/3) vote of the Trustees present at a meeting at which a quorum is established.

Ex officio members shall serve for as long as they hold the office that entitles them to membership on the Board. Each Trustee shall serve until the expiration of their term, resignation, death, or removal in accordance with these Bylaws.

The Board shall elect its officers, including a Secretary and a Treasurer, who shall serve at the pleasure of the Chair of the Board. The Board may also establish additional officer positions and define their respective duties as it considers appropriate.

The President and Secretary shall be ex-officio members of the Board and shall have no power to vote.

Except as provided above, no paid full-time or part-time University employee, or anyone enrolled full-time in the University, shall be eligible for Board membership.

3.2. Chair of the Board of Trustees

The Chair of the Board:

1. Shall preside at meetings of the Board, the Executive Committee and the Trusteeship Committee.
2. Shall appoint, with the advice and consent of the Board or the Executive Committee, such academic and non-academic committees of Trustees as the Chair shall deem to be in the best interest of the University.
3. Shall be an ex-officio member of all committees of the Board.
4. May, through the appropriate agencies of the Board or the University, suggest, guide and/or coordinate the plans and programs of the University.
5. Shall perform such other duties as the Board or the Executive Committee shall determine.

3.3. Secretary

The Secretary of the Board:

1. Shall perform the duties of a secretary and shall support the Chair of the Board in all aspects of his job.
2. Serves on all Board committees as an ex-officio member and shall be responsible for maintaining the records of the Board and for the preparation for the Board of Trustees of such reports to governmental or other agencies as required.
3. Shall attest in writing the execution on all deeds, contracts, reports, certificates and other instruments that are to be executed by the Board of Trustees.
4. Has custody of the corporate seal and is authorized to attest and affix it to legal instruments.

3.4. Treasurer

The Treasurer of the Board as a Trustee:

1. Shall have general oversight of the financial affairs of the University.
2. Shall cause regular and correct accounts to be kept and shall prepare reports to be submitted to the Board and Executive Committee.

3. Shall provide regular financial reports to the Board in collaboration with CFO.
4. Shall perform duties including care and custody of all cash, stocks, bonds, or other securities or investments belonging to the University and shall perform such other duties as are incident of his/her office and are properly required of him/her by the Board of Trustees.
5. Shall be a member of the Finance and Administration Committee and shall serve as its Chair upon the approval of the Board Chair.

3.5. Resignation and Vacancies

Any Trustee may resign by a notice in writing to the Chair of the Board and the Secretary. By vote of a majority of the Trustees then in office, a vacancy in the Board may be filled at any meeting for the remainder of the unexpired term and until the election of a successor.

3.6. Nomination

No candidate for election to the Board shall be elected a Trustee at any meeting unless such candidate has been formally nominated to the Chair of the Board through the Trusteeship Committee.

3.7. Powers and Duties of the Board

The Board of Trustees as the governing board is the legally constituted body responsible for the institution's quality and integrity. Exercising its power of responsibilities for the University, the Board

1. Elects, assesses the performance of, and compensates the President of the University;
2. Annually approves the capital and operational budget of the University;
3. Appoints, and where appropriate, compensates the Secretary;
4. Approves the appointments and compensations of the Provost, Vice Presidents, and deans;
5. Establishes University policies, to be executed by President;
6. Assists, guides, and evaluates the progress of the University and receives reports from the President in this regard;
7. Elects Board members and officers;
8. Confers degrees;
9. Appoints committees it deems necessary;
10. Assists in raising funds to support the University; and
11. Preserves and protects University operations and properties.

The Board at its annual or regular meetings shall consider and take action with respect to the annual report of the President of the University, the annual budget of the University, fiscal reports

and funding programs, personnel administration, admissions and recruitment, facilities of the University, and any other matters properly brought before the Board.

3.8. Removal

The Board may remove any Trustee with or without cause by the vote of two-thirds of the voting Trustees then in office, after giving the Trustee thirty (30) days' notice and an opportunity to be heard.

IV. BOARD MEETINGS

4.1. Regular Meetings, Notice

Regular meetings of the Board shall be held at least two times each year. The date of meetings shall be fixed by the Chair of the Board. Notice of the meetings shall be in writing and sent to each Trustee by mail, fax, or electronically, not less than two (2) weeks in advance of the meeting. An informal calendar shall be prepared by the Secretary of meeting dates at the beginning of the calendar year.

At all meetings of the Board, the presence of at least a majority of the voting Trustees in office shall be necessary and sufficient to constitute a quorum for the transaction of business. A quorum shall be 51% of the total number of Trustees. If a quorum is not present, the meeting shall be adjourned.

4.2. Special Meetings, Notice

The Chair or any three Trustees may call a special meeting of the Board. Notice of any special meeting of the Board shall be in writing and sent to each Trustee by mail, fax, or electronically, not less than two (2) weeks in advance of the meeting. Emergency meetings may be held at the call of the Chair, a majority of the members of the Executive Committee, or upon written request of a majority of the Trustees then in office. Notice of an emergency meeting, stating its purpose, shall be given to each Trustee as far in advance as practicable and in no event less than twenty-four (24) hours before the meeting; only the business stated in the notice may be transacted.

4.3. Minutes and Publication

The Secretary shall keep minutes of each meeting which fairly reflect decisions reached and actions taken. A copy of the minutes shall be given to each Trustee promptly after each meeting and the original shall be kept by the Secretary for the official University archives.

4.4. Action Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all the Trustees consent to the action in writing.

4.5. Online Participation

Any one or more Trustees may participate in a meeting of the Board by means of a conference call or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation in a meeting in this manner by a Trustee shall be considered to be attendance in person for all purposes under these Bylaws.

4.6. Voting

The vote of a majority of the Trustees having the power to vote who are present at any meeting at which there is a quorum shall be the act of the Board of Trustees.

V. COMMITTEES AND SUBCOMMITTEES

5.1. Standing Committees

The standing committees of the Board shall be the Executive Committee, Academic and Student Affairs Committee, Development Committee, Facilities Committee, Finance and Administration Committee, General Audit and Risk Committee, and Trusteeship Committee. The Board may, by resolution adopted by a majority of the entire Board, designate other standing committees and subcommittees and define their responsibilities. Standing committees shall be composed of Trustees appointed by the Chair of the Board after recommendations from the Trusteeship Committee. Members of each subcommittee shall be appointed by the Chair of the standing committee of which the subcommittee is a part, after consultation with the Chair of the Board. Any standing committee shall have the power to retain advisors as it deems appropriate.

Standing committees or subcommittees shall consist of at least three (3) Trustees. Committees and subcommittees may include non-voting members that are not Trustees.

5.2. Executive Committee

- 1) At all times there shall be an Executive Committee, consisting of at least five (5) voting Trustees and the President who is an ex-officio non-voting member of the Executive Committee. All the Chairs of Standing Committee are members of the Executive Committee.
- 2) The voting Trustees shall be the following: the Board Chair, Chairs of Standing Committees and any Trustee appointed by the Board Chair.
- 3) The Executive Committee meets at the call of the Chair or upon written request of at least three (3) Committee members. The Board Chair is the Committee Chair. The Chair of the Board can appoint an interim Chair for the Executive Committee in cases of Chair's absence at the committee meetings. No meeting of the Executive Committee may be held if the Committee Chair (or his designated interim Chair) is not present.
- 4) Committee members shall serve three-year terms and can be re-appointed to successive terms. The appointment of committee members shall be made by the Board Chair after recommendations from Trusteeship Committee. Ex officio members shall serve for as long as they hold the office which entitles them to Committee membership.
- 5) The Executive Committee is concerned with the overall operation of the University during periods between Board meetings and has such powers and duties, and shall operate in accordance with such procedures, and any amendments thereto, approved by the full Board. Subject to exceptions set forth in this article, no action approved by the Executive Committee shall constitute an act of the Board of Trustees unless such action is ratified by majority-vote of voting Trustees who are present at a meeting at which there is a quorum. EXCEPT, any action approved by the Executive Committee shall constitute the act of the Board of Trustees if and only if, a majority of the members of the Executive Committee present at a duly constituted meeting resolve, in writing, that:

- i. action before the next regular Board meeting is needed to protect the University's interests, which otherwise would be compromised by delay or
- ii. the proposed action is simply administrative, is necessary for the University's efficient functioning, and does not compromise any significant interest, or prerogative, of the full Board -- provided further that, in no event may the Executive Committee:
 - a. appoint, renew the appointment of, suspend, dismiss or place on leave the President,
 - b. approve any University Officer's compensation,
 - c. approve the creation or elimination of a program offered or to be offered by the University,
 - d. approve any change in the University's mission,
 - e. approve the University's incurrence of any "major indebtedness" (as defined by the full Board from time to time),
 - f. take any action which these Bylaws require shall be taken by the full Board or
 - g. amend or repeal these Bylaws, it being understood that the power to take any of the foregoing enumerated actions rests exclusively with the full Board.

The Executive Committee shall inform the full Board of each action it takes that constitutes the act of the Board of Trustees as soon as practicable following the date on which such action was taken. Minutes of each Executive Committee meeting should be distributed to the full Board as soon as practicable, and any Executive Committee action that does not constitute the act of the Board of Trustees shall be presented to the full Board for ratification at the full Board's next meeting following the distribution of such minutes.

- 6) There shall at all times be an Executive Committee subcommittee designated as the Compensation Subcommittee, consisting of at least three (3) voting Trustees, including the Board Chair and other Executive Committee members appointed by the Board Chair. The Board Chair shall be the Subcommittee Chair. The President shall not be a member of the Subcommittee. The Compensation Subcommittee shall have responsibility for University policies and issues related to the compensation of University executives.
- 7) A majority of voting members of the Executive Committee or the Compensation Subcommittee constitutes a quorum at any meeting thereof. Committee or Subcommittee members may participate in Committee or Subcommittee meetings, respectively, by teleconference, which shall constitute in person presence at the meeting.

All Executive Committee meetings shall be held at the University's executive offices, or virtually, unless otherwise specified by the Board Chair.

5.3. Academic and Student Affairs Committee

The Academic and Student Affairs Committee is responsible for oversight, guidance, and recommendations on academic programs, faculty affairs, and student life. It ensures the quality

of education, research, and student services while monitoring enrollment, retention, and graduation outcomes. The Committee reviews and recommends Board approval for policies on curriculum, faculty promotion and tenure, academic program development, diversity, access and inclusion, and major academic expenditures. It also oversees accreditation, the appointment of key academic leaders, and alignment of academic initiatives with AUK's mission and strategic goals. The Committee meets at least twice annually, reports regularly to the Board, and maintains collaboration with other committees and University stakeholders to advance institutional excellence. The Committee shall have a Chair and two (2) or more members appointed by the Board Chair.

5.4. Development Committee

The Development Committee is responsible for guiding, supporting, and overseeing the University's advancement, fundraising, and communication efforts to ensure financial sustainability and enhance institutional reputation. The Committee provides strategic direction on philanthropy, alumni relations, donor engagement, branding, and public affairs. It reviews fundraising strategies, major gifts, endowment performance, and communication initiatives, ensuring alignment with AUK's mission and strategic goals. The Committee also fosters collaboration among University leaders, promotes transparency and accountability, and meets at least twice a year to report progress and recommendations to the full Board. The Committee shall have a Chair and two (2) or more members appointed by the Board Chair.

5.5. Facilities Committee

The Facilities Committee is responsible for overseeing and advising on the planning, development, maintenance, and operation of the University's physical infrastructure and information technology resources. Its purpose is to ensure that all facilities and IT systems align with AUK's academic mission, strategic goals, and sustainability priorities. The Committee reviews and recommends major capital projects, renovations, and IT investments, monitors maintenance and safety standards, and evaluates policies related to facilities management, security, and emergency preparedness. It also ensures fiscal responsibility in contracts and budget allocations related to facilities and technology. The Committee meets at least twice annually and reports regularly to the Board on campus development and infrastructure performance. The Committee shall have a Chair and two (2) or more members appointed by the Board Chair.

5.6. Finance and Administration Committee

The Finance and Administration Committee is responsible for providing oversight, guidance, and recommendations on all financial, administrative, and operational matters of the University. The Committee ensures fiscal responsibility, regulatory compliance, and effective long-term financial planning, covering areas such as budgeting, human resources, contracts, risk management, and capital investments. The Committee reviews and recommends for Board approval the annual operating and capital budgets, major financial transactions, and HR policies. It monitors the University's financial performance, ensures alignment with strategic goals, and collaborates with other committees and stakeholders to promote institutional efficiency and sustainability. The Committee meets at least twice a year and reports regularly to the Board on key financial and administrative developments. The Treasurer shall serve as Chair of the Committee in accordance with Section 3.4, and the Committee shall have two (2) or more additional members appointed by the Board Chair.

5.7. General Audit and Risk Committee

The General Audit and Risk Committee is responsible for ensuring the integrity of the University's financial reporting, internal controls, and risk management systems. It provides independent oversight of audits, compliance, and ethical standards, safeguarding institutional assets and accountability. The Committee reviews financial statements, monitors audit activities, assesses internal and external controls, and ensures compliance with legal and regulatory requirements. It also oversees the internal audit function, nominates the internal auditor, and evaluates performance in line with international standards. Additionally, the Committee promotes transparency through regular reporting to the Board, ensures ethical conduct across operations, and supports training on financial and risk management. The Committee meets at least twice annually and includes members with expertise in accounting, auditing, and risk management, independent of University management. The Committee shall have a Chair and two (2) or more members appointed by the Board Chair. The President shall not be a member of the General Audit and Risk Committee.

5.8. Trusteeship Committee

The Trusteeship Committee is responsible for overseeing all matters related to Board governance, composition, and effectiveness. Its primary duties include developing criteria and procedures for recruiting, selecting, and onboarding new trustees; conducting evaluations of individual and overall Board performance; and ensuring compliance with governance standards and fiduciary duties. The Committee also recommends updates to the Board's bylaws, charters, and policies, advises on best practices in higher education governance, and supports trustee development through continuing education. The Committee meets at least twice annually and reports regularly to the Board on governance-related matters. The Committee shall have a Chair and two (2) or more members appointed by the Board Chair. The President shall not be a member of the Trusteeship Committee.

5.9. Other Committees

The Board may, by resolution, create such special committees as it may deem desirable. The members of each special committee, who need not be Trustees, shall be appointed by the Chair with the consent of the Board. Each committee created pursuant to this section shall have such authority as may be delegated to it by the Board in the resolution creating such committee.

5.10. Committee Procedures

Each committee may adopt such charters or other rules or guidelines to govern its proceedings as it shall be deemed appropriate, subject to approval by the Executive Committee of the Board. Each committee shall consist of members who are elected or appointed to the committee periodically. Each member of the committee shall serve at the pleasure of the Board. A majority of the committee members shall constitute the necessary quorum for the performance of committee business, and the majority vote of committee members present at any meeting at which a quorum is present shall constitute the action of the committee, unless otherwise provided by these bylaws. Any committee may act without a meeting if all the members of such committee consent to the action in writing and such written consents are filed with the minutes of the proceedings of such committee. Any one or more members of any committee may participate in a meeting of such committee by means of teleconference or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

VI. UNIVERSITY OFFICERS

6.1. The University and Its Officers

The Board shall appoint and define the duties of the following University officers: the President and, as recommended by the President, the Provost, the Vice Presidents, and, upon the recommendation of the Provost to the President, the Deans of the various colleges and schools.

The University, through its appointed officers, always functions under the Board's direction. The Board is always the ultimate authority in all University affairs and is exclusively empowered to remove University officers except that the Board may, by resolution, delegate such authority as it deems appropriate. The Board's power shall ordinarily be exercised in academic matters through the University President, the Provost, and the Deans of the various colleges and schools.

6.2. The President

The President, as the University's Chief Executive Officer, in the absence of the Provost, shall also be the University's Chief Academic Officer. The President shall be an ex-officio member of the Board and of all committees of the Board, except Trusteeship Committee and Audit Committee when details of external or internal audits are discussed. The President is elected by the Board, continues in office at the Board's pleasure, and is compensated as the Board directs.

The President has general authority and responsibility for the University and for keeping the Board of Trustees informed regarding the University in a timely and appropriate manner.

The President shall demonstrate those leadership skills necessary for the dynamic pursuit of the goals and objectives embodied in the University's mission. The President shall comprehend the higher education needs of the University's service region, work with the Board to develop proposals to meet those needs, and provide leadership to foster cooperation between campus and community in fulfilling the University's teaching, research, and social responsibilities.

6.3. The Provost

The Provost, appointed by the President with the Board's approval, continues in office at the pleasure of the President, and is compensated as the President directs with Board concurrence. The Provost

- i. is the University's Chief Academic Officer,
- ii. recommends chairs and deans for recruitment to the President of University,
- iii. oversees student affairs and ensures students outcomes are achieved, and curricular and extra-curricular activities are performed in high quality,
- iv. is a member of the University faculty and of each department, school, and college, and an ex-officio member of each academic committee of the University and
- v. reports to the President with such powers and duties as the President shall designate from time to time with the concurrence of the Board.

Unless the Board determines otherwise, the Provost shall exercise the powers and duties of the President when that office is vacant and during the President's absence or incapacity.

6.4. Vice Presidents

The Vice Presidents are appointed by the President with Board approval, hold office at the President's pleasure, are compensated as the President directs with Board concurrence, and have such powers and duties as the President shall designate from time to time with Board concurrence. The Vice President for Administrative Affairs will also be the Chief Financial Officer.

6.5. Accountability for University Property and Funds

The President shall at all times be accountable to the Board for the receipt, safekeeping, management, and disposition of all property and funds received on the University's behalf, from whatever source. The President shall ensure that such property and funds are used solely in furtherance of the University's mission and in accordance with Board-approved budgets and policies, and shall report thereon to the Board, or to the Finance and Administration Committee, at least annually and otherwise upon the Board's request.

VII. UNIVERSITY FACULTY

1. University faculty are appointed by the Provost with the advice and consent of the appropriate college or school faculty, department head, and dean, and with the approval of the President.
2. The Provost is the Chair of the faculty. Each school or college dean is the Chair of that school or college faculty. The Provost appoints school and college deans with the advice and consent of the appropriate college of school faculty and with the approval of the President and the Board.
3. Subject to the powers vested in the Board, President, and Provost, the faculty, functioning through its duly constituted entities, has primary responsibilities for:
 - a. Instruction and academic standards;
 - b. Curriculum and course approvals;
 - c. Recommendations of faculty appointments, promotions, and faculty personnel concerns;
 - d. Recommendations for the instructional budget; and
 - e. Recommendations of policies affecting student affairs.

VIII. ANNUAL REPORT

The Department of Finance of the University shall submit an annual financial report covering the previous year and audited by the certified public accounting firm to the President of the University. The President shall present such annual financial report, together with the President's annual report of the operations and the condition of the University, and the President's recommendations thereon, to the Board at its second annual meeting.

The fiscal year of the University begins on August 1st of each year and ends on July 31st in the succeeding year.

IX. NONDISCRIMINATION POLICY

The American University of Kurdistan admits students regardless of race, color, religion, gender, disability, national origin, or age to all the rights, privileges, programs, and activities generally accorded or made available to students; the University does not discriminate on the basis of race, color, religion, gender, disability, national origin, or age in the administration of policies, scholarship and loan programs, or athletic or other University-administered programs.

X. CONFLICT OF INTEREST

To ensure adherence by Trustees and staff to the highest ethical standards in all matters affecting the University's administration and operations, the Board shall, from time to time, adopt a conflict-of-interest policy. This policy shall be designed to identify conflicts of interest and shall require full disclosure by the individual involved of any conflict or potential conflict.

XI. LIABILITY AND INDEMNIFICATION

11.1. Indemnification Generally

The University shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil, criminal, or administrative, (other than an action or proceeding brought by or on behalf of the University, or authorized by a majority of the members of the Board) merely based upon such person's (or such person's testator or intestate) status as a Trustee, non-Trustee committee member, or officer or employee of the University, who serves or served the University or, at the request of the University, serves or served any other University or any partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity. Such indemnity shall cover judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, such person may become liable for due to his/her status with the University. This indemnification shall be in addition to and not offset against any other privilege or power the University may lawfully exercise as to indemnification or reimbursement of its Trustees, non-Trustee committee members, officers, or employees of the University.

11.2. Advancement of Expenses

The University shall advance such person's related and reasonable expenses, including attorney's fees, experts' fees, and consultant's fees upon receipt of an undertaking by or on behalf of such person to repay such advance if they are ultimately found not to be entitled to indemnification hereunder.

11.3. Notice

Any person seeking indemnification must give prompt written notice immediately upon learning that any proceeding has been filed or is threatening. Such notice must fully disclose relevant facts known, and anyone seeking indemnification must fully cooperate as requested in defending any proceeding.

11.4. Restrictions Against Indemnification

The University shall not indemnify any person if a judgment or other final adjudication adverse to such person establishes that the acts of such person or such person's testator or intestate were committed in bad faith or were unlawful or opposed to the best interests of the University, or that

such person or such person's testator or intestate personally gained a financial profit or other advantage to which they were not legally entitled.

11.5. Insurance

The University shall purchase and maintain insurance to indemnify the University and its Trustees, non-Trustee committee members, officers, and employees to the full extent such insurance is permitted by law.

XII. DISSOLUTION AND DISPOSITION OF ASSETS

The University is organized and shall be operated as a non-profit institution of higher learning. Except as provided in this Article upon dissolution, no part of its net earnings or assets shall inure to the benefit of any Trustee, officer, employee, or private individual, other than reasonable compensation for services rendered or reimbursement of expenses properly incurred.

The University may be dissolved only by a resolution adopted by a two-thirds (2/3) vote of the voting Trustees then in office at a meeting called for that purpose, with written notice of the proposed dissolution sent to each Trustee not less than thirty (30) days in advance, and subject to any approvals required by the laws of the Kurdistan Region of Iraq and the terms of the University's establishing instruments.

Upon dissolution, and after provision has first been made for the completion or teach-out of enrolled students' programs in accordance with University policy and applicable accreditation standards, and for the payment or settlement of all liabilities of the University, the University's remaining assets shall vest in and be transferred to the Chair of the Board, in his capacity as Founder or the Founder's representative, to be held, applied, or distributed, in the Chair's sole discretion, for educational or other nonprofit purposes consistent with the University's mission and subject only to any donor restrictions attached to specific gifts and to any requirements of the laws of the Kurdistan Region of Iraq and of the University's establishing instruments

XIII. AMENDMENT OF BYLAWS

These bylaws may be amended or repealed by majority vote of the Trustees at any meeting at which a quorum is present, and provided in each instance that written notice of the proposed amendment or repeal, or the substance thereof, has been sent by mail, fax, or electronically to each Trustee, not less than fourteen (14) days in advance of such meeting.

XIV. BYLAWS HISTORY

- a. **Approved by:** Board of Trustees
- b. **Adopted:** May 02, 2019
- c. **Amended:** June 14, 2021
- d. **Amended:** May 28, 2023
- e. **Amended:** December 3, 2024