

AMENDED AND RESTATED

BYLAWS

OF THE

SYRIAN AMERICAN MEDICAL SOCIETY FOUNDATION

ARTICLE 1

NAME; OFFICES, REGISTERED AGENT, AND GOVERNING LAW

Section 1.1 Name. The name of this Illinois not-for-profit corporation is the Syrian American Medical Society Foundation (referred to herein as "SAMS Foundation" or the "Foundation").

Section 1.2 Offices. SAMS Foundation shall have its registered office and such other office or offices, at such suitable place or places within the State of Illinois as may be designated from time to time by the Board of Directors of SAMS Foundation.

Section 1.3 Registered Agent. SAMS Foundation shall appoint and continuously maintain in service a registered agent in the State of Illinois, who shall be an individual resident of the State of Illinois or an organization registered in Illinois, whether for profit or not for profit.

Section 1.4 Governing Law. The Foundation shall be governed by the Illinois General Not For Profit Corporation Act (the "Act").

ARTICLE 2

PURPOSES

Section 2.1 General Purposes. The purposes of the SAMS Foundation shall be limited to charitable, educational and humanitarian activities in compliance with 501(c) (3) of the Internal Revenue Code, as amended and as set forth in the Foundation's Articles of Incorporation.

Section 2.2 Specific Purposes. In accordance with and subject to Section 2.1, the SAMS Foundation was specifically formed to serve as the charitable, educational and humanitarian arm of the Syrian American Medical Society, Inc. (hereinafter, "SAMS"), provided, however, that the Foundation is, and shall at all times maintain its status as, a separate corporation. Towards that end, the SAMS Foundation shall serve to provide charitable, educational and humanitarian support and services. Specifically but not exclusively, the SAMS Foundation shall serve to:

Ahmed Mesteh hereby certify
that this is a true and correct copy of the original document
Ahmed Mesteh Signatory
District of Columbia: Subscribed and Sworn to before me
this 14th day of August, 2017
Christine M. Segall Notary Public, D.C.
My commission expires 8-14-2018



- Encourage, organize and provide medical and humanitarian aid and supplies to needy individuals in the US, Syria, and abroad.
- Coordinate donations of routine and emergency medical care in support of those in need in the US and abroad.
- Support projects and charitable organizations with similar mission statements.
- Provide assistance to medical students and interns of Syrian descent.
- Support educational programs to health care professional and institutions.
- Organize and facilitate SAMS members' and volunteers participation in medical missions to Syria and underserved areas around the world.

ARTICLE 3

BOARD OF DIRECTORS

Section 3.1 Number; Terms and Appointments. The Board of Directors may range in size from a minimum of seven (7) to a maximum of nine (9) Directors. All Directors shall be appointed by the SAMS Board of Directors. The SAMS Treasurer, SAMS President (or his/her designee), and Immediate Past Chair of the Foundation shall serve as *ex officio* voting members of the Foundation Board of Directors. If the authorized size of the Board is seven (7) or eight (8) Directors, one (1) additional member of the SAMS Board of Directors shall be appointed to serve on the Foundation Board of Directors, for a total of three (3) overlapping members between the SAMS Board of Directors and the Foundation Board of Directors; if the authorized size of the Board is nine (9) Directors, a second additional member of the SAMS Board of Directors shall be appointed to serve on the Foundation Board of Directors, for a total of four (4) overlapping members between the SAMS Board of Directors and the Foundation Board of Directors. The remaining three (3) to five (5) Foundation Directors, as applicable, appointed by the SAMS Board of Directors shall not be individuals simultaneously serving on the SAMS Board of Director. In order to be eligible for appointment to the Foundation Board of Directors, an individual must be a Full Member in good standing of SAMS; provided, however, that up to two (2) individuals who are not members of SAMS may serve on the Foundation Board of Directors. Directors shall serve terms of two years, and may serve two (2) consecutive two year terms.

Section 3.2 Meetings. The Board shall hold regular meetings on at least a quarterly basis. The Board shall, by its own resolution, designate dates, times and places for such

meetings. The President may also call special meetings of the Board at his discretion. A special meeting must be called by the President upon the written request of at least two other Board members. Any meeting may be held in person or by telephone conference or other means of remote communication by means of which all persons participating in the meeting can communicate with each other. Participation by remote communications shall constitute attendance and presence in person at the meeting.

Section 3.3 Notice. Notice of the purpose, date, time, and place of any meeting of the Board shall be made to each Board Member at least seven (7) days before a regular meeting and **one (1) day** before a special meeting. Notice may be given in person, by telephone, by U.S. Mail, or by electronic mail. The attendance of a Board Member at a meeting shall constitute a waiver of notice of such meeting, except where a Board Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called for or convened.

Section 3.4 Quorum. A simple Majority (or 51%) of the Board Members shall constitute a quorum for the transaction of business at any meeting. If a quorum is not present, the meeting shall be adjourned and a subsequent date may be designated. If a subsequent meeting is designated, the Board Members shall be given again the required notice. A Board meeting with less than two thirds attendance shall not vote on issues requiring two-thirds majority vote.

Section 3.5 Voting. Each Director shall have one vote on all matters brought before the Board. Voting by proxy shall not be permitted. Except as set forth herein, 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. The affirmative vote of a two-thirds majority of the Directors in office is required to

- (a) adopt or amend the Bylaws, subject to approval by the SAMS Board of Directors;
- (b) acquire or sell real estate;
- (c) incur debt; and
- (d) approve the annual budget.

Section 3.6 Conduct of Meetings. To the extent that it does not conflict with these Bylaws or the Act, all meetings shall be conducted according to Robert's Rules of Order.

Section 3.7 Action Without a Meeting. Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all of the Directors, or members of the committee, approve such action consent thereto in writing or electronic transmission and the writing or writings or electronic transmission are filed with the minutes of proceedings of the Board or committee. The action taken shall be effective when all of the Directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

Section 3.8 Removal of Directors. Any Director may be removed by the SAMS Board of Directors for cause, with cause defined as: (1) violation of these Bylaws, (2) failure to regularly attend meetings of the Foundation Board without justifiable reason for which the Foundation Board is timely informed or (3) performing acts that are unethical or harmful to the purposes and objectives of the Foundation. Any removal may occur only if the Director involved is first provided with adequate notice of the proposed removal and the reasons therefor, and the right to appear before the SAMS Board of Directors at the meeting at which his or her removal will be considered.

Section 3.9 Resignation of Directors. Any Director may resign at any time by giving a written notice to the Foundation and to the SAMS Board of Directors. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.10 Board Vacancies. In the event of vacancies on the Board, the vacancy shall be filled by a Director appointed by the SAMS Board of Directors. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

Section 3.11 Conflict of Interest. It is the responsibility of each Director to advise the Board of any perceived or potential conflict of interest such Director believes may exist with respect to his or her obligations as a Director as soon as it arises in accordance with the Foundation's Conflict of Interest Policy. Such conflict shall be addressed by the Board of Directors in the manner set forth in the Conflict of Interest Policy.

Section 3.13 Compensation. None of the members of the Board shall receive compensation for their services, but may be reimbursed for authorized expenses pursuant to policies adopted by the Foundation Board.

ARTICLE 4

OFFICERS

Section 4.1 General. The Foundation Board shall select by majority vote from amongst the members of the Board, the following officers of the Board: a Chair, a Vice Chair, and a Secretary. The SAMS Treasurer shall serve, *ex officio*, as the Foundation's Treasurer.

Section 4.2 Chair. The Chair shall serve as the chief executive officer (in the absence of a hired chief executive officer) and president of the Foundation, serve as the Chair of the Board and preside at all meetings of the Board. The Chair shall perform all duties customary to that office and shall supervise and control the day-to-day affairs of the Foundation in accordance with the policies and directives of the Board of Directors. The Chair shall, at least quarterly, report to SAMS on the Foundation's activities and finances. The Chair shall not simultaneously serve in an officer position on the SAMS Board of Directors.

Section 4.3 Vice Chair. The Vice Chair of the Foundation shall have powers and duties as the Board of Directors shall determine, including serving as acting Chair in the absence of the Chair or during such time as the Chair of the Foundation is unable to carry out the duties of that office. The Vice Chair shall exercise such other powers and perform such other duties as the Board of Directors or the Chair may assign from time to time.

Section 4.4 Secretary. The Secretary of the Foundation shall have all powers and perform all duties commonly included in the office of secretary, including the following duties and responsibilities:

- (a) He/she shall attend all meetings of the Board, and be responsible for the preparation and distributions of minutes of all such meetings to the Board.
- (b) The Secretary shall be the custodian of the Foundation's meeting records and principal documents.
- (c) He/she shall ensure that all notices are given in accordance with these Bylaws.
- (d) He/she shall prepare the agenda at the direction of the President for the meetings of the Board.
- (e) He/she shall assist in the preparation of quarterly reports to the Board of Directors describing the activities, present status, future plans, financial reports and other matters of interests.
- (f) He/she shall have the authority to certify these Bylaws, resolutions of the Board of Directors and committees thereof, and other documents of the Foundation as true and correct copies thereof.
- (g) He/she shall perform such other duties as the Board of Directors or President may, from time to time, prescribe.

Section 4.5 Treasurer. The Treasurer of the Foundation shall have all powers and perform all duties commonly incident to and vested in the office of the Treasurer, including the following duties and responsibilities:

- (a) He/she shall be responsible for developing and reviewing the fiscal policies of the Foundation for the approval of the Board of Directors.
- (b) He/she shall have the responsibilities to keep complete and accurate accounts of receipts and disbursements of all amounts. He/she shall have the responsibilities to deposit all monies and other valuable property of the Foundation in the Foundation's name to the credit of the Foundation in such banks or depositories as the Board may designate.

- (c) Besides maintaining the monthly accounts and semiannual reports, whenever required by the Board, the Treasurer shall prepare a financial report, which shall include a balance sheet, a cash flow statement and statements of income. The Treasurer shall also be able to exhibit the books and accounts to any Director upon reasonable notice.
- (d) He/she shall render a report of the finances of the Foundation at each regular meeting of the Board and whenever requested by the President or the Board showing all receipts and expenditures for the current year.
- (e) He/she shall provide assistance for filing all tax returns and governmental filings, as may be required.
- (f) He/she shall also perform such other duties as the President or the Board of Directors may, from to time, designate.

Section 4.6 Officer Terms. Officers shall serve for a term of two years and may be appointed by the Board to serve for up to maximum of two consecutive two (2) year terms.

Section 4.7 Removal of Officers. The Chair, Vice Chair, and Secretary may be removed with or without cause by a vote of two-thirds of the Foundation Board of Directors then in office. The Treasurer may be removed only by the SAMS Board of Directors.

Section 4.8 Resignation of Officers. Any Officer may resign at any time by providing written notice to the Board of Directors. Such resignation shall take effect at the time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.9 Vacancy. In case of a vacancy in the office of President, the Vice President shall serve as President until the Foundation Board meets and appoints a President from among them to serve the remainder of the term of the vacant office. In the case of a vacancy in the offices of Vice President or Secretary, the Foundation Board shall appoint an individual from among the Directors of the Foundation to serve in the vacant office for the remaining term. In the case of a vacancy in the office of Treasurer, the SAMS Board of Directors shall appoint an individual to serve in the vacant office for the remaining term.

ARTICLE 5

COMMITTEES

Section 5.1 Committees of the Board. A majority of the Board of Directors may create one or more committees of the Board (each, a "Board Committee") and appoint Directors or such other persons to serve on such committees. Each Board Committee shall consist of two or more Directors, and a majority of the membership of the Board Committee must be Directors. The Chair of the Foundation, with the approval of the Board, shall nominate a Chair of each Board Committee. Each Board Committee may exercise the authority of the Board of Directors

to the extent specified by the Board of Directors, subject to the limitations set forth in these Bylaws and the Act.

Section 5.2 Duties and Responsibilities of the Board Committees. The Board shall approve a charter describing the purposes of each Board Committee. Each Board Committee Chair shall propose amendments or revisions to the committee charter from time to time for approval by the Board.

Section 5.3 Advisory Committees. The Board of Directors may create advisory committees (each an "Advisory Committee"). Advisory Committees may not act on behalf of the Foundation or bind it to any action but may make recommendations to the Board of Directors or to officers. The Chair of the Foundation, with the consultation of the Board of Directors, shall nominate a Chair and members of the proposed Advisory committee/s. The Board shall vote to approve or amend the proposed Advisory Committee members. Each Advisory Committee Chair may set forth meetings and other procedures for the operation of the Advisory Committee, which shall be included in such Advisory Committee's charter. Advisory Committee members shall be members of SAMS or individuals with special skills, expertise or status who may advance the cause of the Advisory Committee.

ARTICLE 6

PROPERTY AND INVESTMENTS

Section 6.1 Property. All property, whether real, personal or mixed, received by the Foundation by bequest, devise, gift, grant or otherwise shall be held by the Foundation or disposed of by it on such terms and conditions, not inconsistent with the Articles of Incorporation, applicable federal tax law, or the terms, if any, of any bequest, devise, grant or other instrument, as the Board may determine.

Section 6.2 Investments. Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, the funds of the Foundation may be invested, from time to time, in such manner as the Board may deem advantageous, and in compliance with applicable federal tax law.

ARTICLE 7

DISSOLUTION AND LIQUIDATION

Section 7.1 Dissolution and Liquidation. The Foundation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Act. Any dissolution of the Foundation is subject to the approval by the SAMS Board of Directors. In the event of dissolution of the Foundation, no liquidating or other dividends and no distribution of property owned by the Foundation shall be declared or paid to any private individual, and the net assets of the Foundation shall be distributed in the manner set forth in the Articles of Incorporation.

ARTICLE 8

MISCELLANEOUS PROVISIONS

Section 8.1 Indemnification of Directors, Officers and Employees. The Foundation shall indemnify all Officers and Directors of the Foundation to the fullest extent permitted by the Act. The Foundation shall purchase insurance for such indemnification of Officers and Directors.

Section 8.2 Depositories. All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may designate.

Section 8.3 Checks, Drafts, Notes, Etc. All checks, drafts, and other orders for the payment of money and all notes or other evidence of indebtedness issued in the name of the Foundation shall be signed by such Officers or Officer, agent or agents, of the Foundation and in such manner as shall from time to time be determined by resolution of the Board.

Section 8.4 Fiscal Year. The fiscal year of the Foundation shall begin on January 1 and end on December 31 of each year.

ARTICLE 9

AMENDMENTS; CORPORATE TRANSACTIONS

Section 9.1 Amendments to Bylaws. Amendments to the Bylaws may be proposed by the SAMS Board of Directors or the Foundation Board of Directors. Any amendment must be approved by a two-thirds vote of all Foundation Board members in office, and must subsequently be approved by a two-thirds vote of all SAMS Board members in office. The proposed amendments must be provided to the respective Boards of Directors at least seven days prior to the respective Board meetings.

Section 9.2 Amendments to Articles of Incorporation. Amendments to the Articles of Incorporation must be approved by a majority of the Foundation Board of Directors present at a meeting at which a quorum is present. Amendments must then be approved by a majority of the SAMS Board of Directors present at which a quorum is present.

Section 9.3 Material Corporate Transactions. Any material corporate transaction, including but not limited to the dissolution of the Foundation, the merger or consolidation with a third party, or the transfer of all or substantially all of the Foundation's assets, must be approved by the Foundation Board of Directors in the manner specified in these Bylaws and the Act. Any material corporate transaction must then be approved by the SAMS Board of Directors.

ARTICLE 10

SAMS CHAPTERS' FOUNDATIONS

Section 10.1 Chapter Recognition. Approval of the Foundation Board of Directors is required for a SAMS Chapter to start its own foundation (each a "Chapter Foundation"). Each Chapter Foundation shall be a separately incorporated corporation, and shall seek recognition of federal tax-exemption under Section 501(c)(3) of the Internal Revenue Code.

Section 10.2 Chapter Bylaws. Chapter Foundations created in the manner set forth herein shall adopt bylaws that are consistent with these Bylaws and shall conduct activities solely in furtherance of the SAMS Foundation's mission. Chapter Foundation bylaws are subject to the approval of the SAMS Foundation.

Section 10.3 Chapter Objectives. The mission of the Chapter Foundations is to support the mission, the projects and operations of the SAMS Foundation and to assist in raising funds for its charitable and humanitarian activities within the laws of the Chapter Foundations' respective states. Such support of SAMS Foundation may include, but is not limited to, raising funds from Chapters' membership or in their localities, promoting the Foundation's projects and partnering with the SAMS Foundation to support different projects and initiatives. The SAMS Foundation may, in its sole discretion, promote Chapter Foundations' activities, help with logistics for Chapter Foundation events and provide guidance when appropriate.

Section 10.4 Chapter Activities and Intellectual Property. Any activities of Chapter Foundations that are not in accordance with the SAMS Foundation Bylaws, policies or standards or deviate from the mission stated in the Bylaws, including any inappropriate use of the Chapter Foundation's website, Facebook or other communications, may result in actions that include but are not limited to the following: termination of the Chapter Foundation's use of the "SAMS Foundation" name and logo, and the immediate termination of any fundraising or projects conducted under the SAMS Foundation affiliation, it being understood that SAMS retains any and all intellectual property rights in the name "Syrian American Medical Society" and the corresponding logo, and that the SAMS Foundation retains any and all intellectual property rights in the name "Syrian American Medical Society Foundation" and the corresponding logo.

Section 10.5 Disputes. Conflicts between a Chapter Foundation and the Board of Directors of the affiliated Chapter, or between a Chapter Foundation and the SAMS Foundation shall be arbitrated by the SAMS Board of Trustees. Decisions of SAMS Board of Trustees are binding.

CERTIFICATION OF RESOLUTION OF THE BOARD OF DIRECTORS

THE UNDERSIGNED hereby certifies that (i) he or she is the Secretary of the Syrian American Medical Society Foundation, (ii) the above Bylaws are a true, correct and complete duly adopted by the Board of Directors of the Foundation on the 10 day of June 2017 (the "Effective Date"), and in accordance with the laws of the State of Illinois, and (iii) these Bylaws are in full force and effect on the Effective Date hereof and have not been amended on or subsequent to the Effective Date.

IN WITNESS WHEREOF, I have hereunto executed this Certificate in my official capacity on this 10 day of August 2017

By: MOHAMMAD ALNAHAS
Name: _____
Title: Secretary

Ahmed Mostafa, hereby certify
that this is a true and correct copy of the original document
Ahmed Mostafa Signatory
District of Columbia: Subscribed and Sworn to before me
on the 14th day of August, 2017
Shirley M. Regall Notary Public, D.C.
My commission expires 8-14-2018

