

By-Laws of
E'rootha - Chaldean Assyrian Syriac Youth Union, Inc.



As of December 1st, 2009

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ARTICLE I - MEMBERSHIP

SECTION 1: Definition of Membership: Membership in E'rootha shall be open to persons and institutions concerned with, interested in, or having responsibilities for the Chaldean, Assyrian, Maronite, and Syriac people, their culture, and their language.

SECTION 2: Age Limits: Membership in E'rootha shall not be limited, but is a youth-driven organization.

SECTION 3: Further Membership Requirements: Further requirements such as dues and other responsibilities shall be prescribed by the Board of Directors.

SECTION 4: Participation of Non-members: Participation in events or programs held by E'rootha may be open to non-members at the discretion of the Board of Directors.

SECTION 5: Conduct of Members: Every member of E'rootha shall avoid conflicts between his or her individual interests and the interests of E'rootha in any and all actions taken by such member on behalf of E'rootha. Every such member shall conduct himself or herself in accordance with the requirements of law, these bylaws, and such other policies, including policies on conflicts of interest, as may from time to time be adopted by the Board of Directors. A member not in compliance shall forfeit their membership privileges, membership, title, and role as well as face legal consequences if applicable.

ARTICLE II – BOARD OF DIRECTORS

SECTION 1: Role: Responsibility for the ongoing operations of E'rootha shall rest with the Board of Directors, which shall establish and monitor E'rootha's policies. In addition, the Board of Directors shall:

- i. Develop and approve E'rootha's programs, projects, events, and strategic plan;
- ii. Review E'rootha's corporate business plan;
- iii. Review and authorize Board Committee objectives and receive and act on Board Committee recommendations;
- iv. Establish budgetary goals, monitor the budget and expenditure of funds; and
- v. Appoint the Chief Executive Officer.

SECTION 2: Composition: The Board of Directors shall consist of the following members:

- i. A maximum of twelve members; currently there shall be eight. There shall only be an even number of Directors on the Board at any time to maintain an odd number of voting (voting rights are extended to the CEO). The titles and roles are as follows:
 - a. *Director of Finance*: Shall handle and control all monetary functions of E'rootha as well as advise the Board and CEO on all applicable issues;
 - b. *Director of Public Affairs*: Shall handle all public relations issues and advise the Board and CEO on all applicable issues;

- c. *Director of Refugee Services*: Shall handle and deal with all refugee and community services matters as well as advise the Board and CEO on all applicable issues;
 - d. *Director of Political Affairs*: Shall handle and deal with all political issues, outreach to other organizations, institutions, and persons for any political purpose, maintain a maximum of three percent political activity for E'rootha, and advise the Board and CEO on all applicable issues;
 - e. *Director of Culture*: Shall deal with all cultural issues of E'rootha including the arts;
 - f. *Director of Operations Management*: Shall manage all logistic operations and concerns of E'rootha;
 - g. *Director of Philanthropy*: Shall handle and control all fundraising functions, marketing functions which include writing and applying for grants and securing donations, and advising the Board and CEO on all applicable issues;
 - h. *Director of Administration*: Shall handle and control all administrative duties and concerns of E'rootha.
- ii. There shall be a President of the Board who shall govern Board proceedings.
 - iii. The President of the Board will serve a one year term and is allowed to serve consecutive terms.
 - iv. The Board shall at most consist of a maximum of half the board being above the age of thirty.

SECTION 3: Term Lengths: Each Director shall serve a term of two years. Terms begin and end on the First of August. A Director may not serve back to back terms unless a situation meets the requirements below. After a one year period of being idle from a Board role, a past serving Director may apply to serve again.

- i. If an extreme situation arises in which there are no worthy candidates to take that position, a Director may serve a back to back term if certain requirements are made:
 - a. The Director must be willing to serve an additional term;
 - b. There must be three-fourths majority vote by the Board to allow it, otherwise the motion is dismissed;
 - c. The Director in question must abstain from the above vote and leave the proceedings until a decision is made;
 - d. If these requirements are met and a Director serves two consecutive terms, than he or she must wait a two year period before serving again; and
 - e. A director may not serve three consecutive terms.

SECTION 4: Voting Procedure: Of the qualified candidates and nominees (a candidate must be an active member of E'rootha) for a Board position, one must be chosen through a two-thirds majority vote of the Board of Directors three months in advance of taking that position. Once chosen, he or she must apprentice with the incumbent Director in order to learn the proper procedures and nuances of the position during those three months.

SECTION 5: Rules and Regulations: The Board of Directors may from time to time make such rules and regulations as it may deem proper for its own governance and for the transaction of its business, except as otherwise provided in the Constitution or Bylaws.

SECTION 6: Resignations: A member of the Board of Directors may resign for any personal reason. A written resignation must be received by the Director of Administration, President of the Board, and Chief Executive Officer two months prior to the proposed date of resignation.

SECTION 7: Conduct of Directors: Every member of the Board of Directors shall avoid conflicts between his or her individual interests and the interests of E'rootha in any and all actions taken by such Member on behalf of E'rootha. Every such member shall conduct himself or herself in accordance with the requirements of law, these bylaws, and such other policies. If there is any conflict of interest between any Board member and their personal interests, then there must be full disclosure and abstention from any vote regarding that particular issue. If it is found that a Board member is in violation, it is grounds for dismissal by a two-thirds majority vote of the remainder of the Board (the Director in question must abstain from the vote and may not be present during the proceedings). Furthermore, they shall forfeit their membership as well as face legal consequences if applicable.

ARTICLE III – EXECUTIVE COMMITTEE

SECTION 1: Role: Responsible for the administration of all affairs of E'rootha, reporting to and serving under the policy guidance of the Board of Directors.

SECTION 2: Composition: The Executive Committee shall be headed by a Chief Executive Officer (CEO) with other roles to be delineated by the CEO with Board approval. Any other Executive Committee member must be an active member of E'rootha.

SECTION 3: Naming: The CEO shall be named by a majority vote of the Board.

SECTION 4: Term Length: The CEO's term length is indefinite until the Board decides to end the CEO's term with a majority vote. The CEO must abstain from the vote and may not be present during the proceedings. If the Board vote comes to a stalemate, the President of the Board has the tie-breaking vote. This vote will take place yearly following the Performance Evaluation.

SECTION 5: Performance Evaluation: The CEO shall come under a yearly Board sanctioned evaluation where his or her performance is reviewed from the previous year. This shall occur every first of July.

SECTION 5: Voting Rights: The CEO shall attend all Board meetings and has voting privileges.

SECTION 6: Resignations: Section 6 of Article II applies.

SECTION 7: Conduct of the Executive Committee: Section 7 of Article II applies.

ARTICLE IV – ADVISORY COUNCIL

SECTION 1: Role: The Advisory Council exists for the sole purpose of providing sound counsel and judgment to the Board of Directors and Executive Committee of E'rootha.

SECTION 2: Composition: The Advisory Council shall be comprised of fifteen to twenty-five noteworthy individuals of various backgrounds.

SECTION 3: Term Length: Each member of the Advisory Council shall serve a two year term.

- i. Initially, half of the Advisors shall serve a one year term. This is to ensure a staggered replacement process by which each year half of the Directors are replaced.

SECTION 4: Voting Rights: No member of the Advisory Council has voting privileges and may not attend Board meetings unless invited by the Board.

SECTION 5: Meetings: The Advisory Council must meet once every six months to discuss the organization and all relevant topics. It must then make known to the Board its positions. All positions taken by the Council on any topic must be agreed upon by a majority vote at the Council meeting and a representative must be selected by a majority vote to represent the Council.

SECTION 6: Appointment: All Council members must be nominated and appointed by the Board.

SECTION 7: Resignations: Section 6 of Article II applies.

SECTION 8: Conduct of the Advisory Council: Section 7 of Article II applies.

ARTICLE V – COMMITTEES

SECTION 1: Formation: E’rootha shall have standing and ad hoc committees as may be specified from time to time by the Board of Directors. Committees may be created by the Board for specific purposes and terms. They are governed by the Constitution, By-Laws, and the Board of Directors. Only members of E’rootha may become Committee members and a Committee must be headed by a Director.

ARTICLE VI – MEETINGS

SECTION 1: Board Meetings: The Board shall meet at least once a month in order to maintain the business transactions and upkeep of E’rootha. If necessary the Board may meet more than the required amount. They shall meet at a set day and time designated by the Director of Administration which fits the Board members’ schedules.

SECTION 2: Quorum and Adjournments: Two-thirds of the serving membership of the Board of Directors, present in person or by teleconference shall constitute a quorum for the transaction of business; but in the absence of a quorum the President of the Board or CEO may adjourn the meeting from time to time until a quorum is present. Where a quorum is present the vote of the majority of the entire serving Board membership shall decide any question brought before the meeting.

SECTION 3: Representation by Proxy: Representation by proxy at meetings of the Board of Directors shall not be recognized.

SECTION 4: Notice of Meetings: The Director of Administration shall give to each Board member not less than fourteen calendar days written notice of each regular meeting of the Board of Directors. At the request of the President of the Board of Directors or CEO, the Director of Administration shall immediately call a special meeting of the Board of Directors, which may be held upon not less than seven calendar days notice, given to each member of the Board by mail, telegram, facsimile transmission, electronically, telephone, or delivered personally. The notice of regular or special meetings shall, in each case, state the time and place of meeting. Notice shall be deemed given on the day it is sent.

SECTION 5: Minutes: The Board of Directors shall keep regular minutes of its actions, which will be made available to the public. The Director of Administration shall be in charge of this task.

SECTION 6: Member Meetings: Meetings for the members of E'rootha, led by the Board and Executive Committee are allowed and advised. Time and place is at the discretion of the Board.

ARTICLE VII – FISCAL PROVISIONS

SECTION 1: Fiscal Year: The fiscal year of E'rootha shall be the twelve-month period ending on July 31st of each year.

SECTION 2: Authority to Withdraw Funds: Funds of E'rootha on deposit with any bank or trust company or other financial institution shall be subject to withdrawal on the signature of such person or persons as may be determined from time to time by resolution of the Board of Directors.

SECTION 3: Authority to Withdraw Securities: Securities of E'rootha deposited in any safe deposit box or held by a custodian shall be subject to withdrawal by such person or persons as may be determined from time to time by resolution of the Board of Directors.

SECTION 4: Delegation of Authority Regarding Transfer of Funds and Securities: Any person or persons designated by the Board of Directors shall have authority to execute, under seal, such form of transfer and assignment as may be customary to constitute the transfer of funds or securities in the name of the Society.

SECTION 5: Annual Budget: The financial operation of E'rootha shall be prepared in accordance with the budgetary guidelines as formulated by the Board of Directors.

ARTICLE VIII – AMENDMENTS

SECTION 1: Amendments: These By-laws may be amended at any meeting of the Board of Directors with a two-thirds majority vote, in which case the notice of meeting shall state the substance of the proposed amendments.

SECTION 2: Accordance: All amendments must be in accordance with the Mission Statement and the *Youth Declaration of Cultural Unity*, which was written and signed by the founding members.

ARTICLE IX – PARLIAMENTARY PROCEDURE

SECTION 1: Governance of Conduct: The conduct of the Board of Directors meetings and member meetings will be governed by Robert's Rules of Order, as most recently revised. In case of a conflict between Robert's Rules of Order and the Constitution and Bylaws, the Constitution and By-laws will govern.

ARTICLE X – INTELLECTUAL PROPERTIES POLICY

SECTION 1: Policy: Governance of E'rootha's intellectual properties shall be governed by the official policy, which is herein attached.

ARTICLE XI – GAMING POLICY

SECTION 1: Policy: Governance of E'rootha's gaming operations shall be governed by the official policy, which is herein attached.

E'ROOTHA – SUMMARY OF INTELLECTUAL PROPERTY POLICY

PURPOSE. The Intellectual Property Policy supports the Mission of E'rootha through the promotion of research and/or ideas that lead to improved education and the promotion of culture. This Intellectual Property Policy is specifically designed:

- (1) to encourage the development of intellectual property by members of E'rootha
- (2) to enable inventions or discoveries of E'rootha to be utilized to benefit the public;
- (3) to safeguard the intellectual property of E'rootha so that it may receive appropriate protection in accordance with the law; and
- (4) to provide for equitable distribution of ownership and royalty interests among inventor(s), E'rootha and, when applicable, a sponsor or licensee.

This policy establishes guidelines for determining the interests of E'rootha, inventors, investigators, sponsors and licensees with regard to all types and forms of ideas, inventions, developments, discoveries and improvements, including but not limited to computer software programs, computer logic and computer systems (collectively referred to in this Policy as "Intellectual Property"), and for the protection of Intellectual Property through patents and copyrights. In general, books and articles of a primarily professional or scholarly nature are not included within the purview of this Policy.

APPLICABILITY. This policy applies to all individuals who satisfy both of the following requirements. Individuals meeting the applicability requirements are referred to as "Inventors".

- (1) are full or part-time E'rootha employees, trainees, students or volunteers, or have a contractual or appointment relationship with E'rootha and/or its operating divisions, including all categories of involvement in E'rootha; and
- (2) receive financial support from E'rootha, or use the facilities, material or time of E'rootha to develop Intellectual Property.

OWNERSHIP OF INTELLECTUAL PROPERTY. E'rootha holds exclusive proprietary interest in all Intellectual Property, as well as all profits generated as a result of commercialization of Intellectual Property, to the extent the Intellectual Property is made, conceived, developed, contributed to, improved or derived as a result of an Individual's contractual, employment, appointment or other relationship with E'rootha. Ownership of Intellectual Property that results from sponsored and/or collaborative research shall be subject to negotiation with the sponsor and/or other party.

DISTRIBUTION OF ROYALTIES. Net Royalty Income derived by Henry Ford Health System from the commercialization of Intellectual Property is shared with the Inventor(s) as negotiated on a case by case basis.

ENFORCEMENT AND ADMINISTRATION. The Chief Executive Officer of E'rootha shall have authority for the administration of this Policy. The Chief Executive Officer shall delegate authority for procedural implementation of this Policy to an appropriate corporate administrative officer called the Intellectual Property Officer. An Intellectual Property Committee (the "Committee") shall be appointed and serve at the pleasure of the Chief Executive Officer. Both the Intellectual Property Officer and Intellectual Property Committee members will need board approval. Membership on the Committee shall reflect the broad interests of E'rootha. The Committee shall report to the Intellectual Property Officer and will review proposed inventions and approve contractual arrangements.

E'rootha Gaming Policy