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Short Form
Return of Organization Exempt From Income TaxUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)► Sponsoring organizations of donor advised funds and controlling organizations as defined in section 512(b)(13) must file Form 990. All other organizations with gross receipts less than \$500,000 and total assets less than \$1,250,000 at the end of the year may use this form
► The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-1150

2009

Open to Public
Inspection

A For the 2009 calendar year, or tax year beginning

, 2009, and ending

, 20

B Check if applicable
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

Please use IRS label or print or type.
 See Specific Instructions.

C Name of organization
Sponsor Iraqi Children Foundation, Inc

D Employer identification number
26-1394773

Number and street (or P O box, if mail is not delivered to street address)
701 W Broad Street

Room/suite
301

E Telephone number
703-635-7990

City or town, state or country, and ZIP + 4
Falls Church, VA 22046

F Group Exemption Number ►

o Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

G Accounting Method Cash Accrual
Other (specify) ►

I Website: ► <http://www.sicfiraq.org>J Tax-exempt status (check only one) — 501(c) (3) ▲ (insert no) 4947(a)(1) or 527K Check ► if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000 A Form 990-EZ or Form 990 return is not required, but if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6b, and 7b, to line 9 to determine gross receipts; if \$500,000 or more, file Form 990 instead of Form 990-EZ ► \$

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See the instructions for Part I.)

1	Contributions, gifts, grants, and similar amounts received	1	41,165
2	Program service revenue including government fees and contracts	2	0
3	Membership dues and assessments	3	0
4	Investment income	4	62
5a	Gross amount from sale of assets other than inventory	5a	0
b	Less: cost or other basis and sales expenses	5b	0
c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	0
6	Special events and activities (complete applicable parts of Schedule G) If any amount is from gaming, check here ► <input type="checkbox"/>		
a	Gross revenue (not including \$ reported on line 1)	6a	12,316
b	Less: direct expenses other than fundraising expenses	6b	2,140
c	Net income or (loss) from special events and activities (Subtract line 6b from line 6a)	6c	0
7a	Gross sales of inventory, less returns and allowances	7a	0
b	Less: cost of goods sold	7b	0
c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	0
8	Other revenue (describe ►)	8	0
9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6c, 7c, and 8	9	51,403
10	Grants and similar amounts paid (attach schedule)	10	27,299
11	Benefits paid to or for members	11	0
12	Salaries, other compensation, and employee benefits	12	10,000
13	Professional fees and other payments to independent contractors	13	0
14	Occupancy, rent, utilities, and maintenance	14	0
15	Printing, publications, postage, and shipping	15	93
16	Other expenses (describe ► Website, promotional pin, taxis/phone etc in Baghdad, etc.)	16	3,466
17	Total expenses. Add lines 10 through 16	17	40,858
18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	10,545
19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	19,751
20	Other changes in net assets or fund balances (attach explanation)	20	0
21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	30,296

Part II Balance Sheets. If Total assets on line 25, column (B) are \$1,250,000 or more, file Form 990 instead of Form 990-EZ.	(See the instructions for Part II.)		
22	Cash, savings, and investments	(A) Beginning of year	(B) End of year
23	Land and buildings	19,751	22
24	Other assets (describe ►)	0	23
25	Total assets.	0	24
26	Total liabilities (describe ►)	19,751	25
27	Net assets or fund balances (line 27 of column (B) must agree with line 21)	0	26
		19,751	27
			30,296

Part V Other Information (Note the statement requirements in the instructions for Part V.)

	Yes	No
33 Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	33	✓
34 Were any changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the changes	34	✓
35 If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, attach a statement explaining why the organization did not report the income on Form 990-T	35a	✓
a Did the organization have unrelated business gross income of \$1,000 or more or was it subject to section 6033(e) notice, reporting, and proxy tax requirements?	35b	
b If "Yes," has it filed a tax return on Form 990-T for this year?	36	✓
36 Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N	37a	0
37a Enter amount of political expenditures, direct or indirect, as described in the instructions. ► 37a 0	37b	
b Did the organization file Form 1120-POL for this year?	38a	✓
38a Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the period covered by this return?	38b	
b If "Yes," complete Schedule L, Part II and enter the total amount involved	39a	
39 Section 501(c)(7) organizations. Enter:	39b	
a Initiation fees and capital contributions included on line 9	40a	
b Gross receipts, included on line 9, for public use of club facilities	40b	✓
40a Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ► 0 ; section 4912 ► 0 ; section 4955 ► 0	40c	
b Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or is it aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	40d	
c Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ► 0	40e	✓
d Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization ► 0		
e All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T.		
41 List the states with which a copy of this return is filed. ► VA		
42a The organization's books are in care of ► Cynthia Fogleman	Telephone no. ► 703-635-7990	
Located at ► 701 W Broad St., Suite 301, Falls Church, VA	ZIP + 4 ► 22046	
b At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	42b	✓
If "Yes," enter the name of the foreign country: ► See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.	42c	✓
c At any time during the calendar year, did the organization maintain an office outside of the U.S.? If "Yes," enter the name of the foreign country: ►		
43 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year ► 43		
44 Did the organization maintain any donor advised funds? If "Yes," Form 990 must be completed instead of Form 990-EZ	44	✓
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)? If "Yes," Form 990 must be completed instead of Form 990-EZ	45	✓

Part VI.

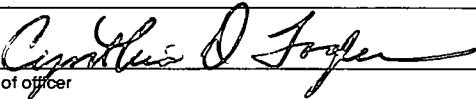
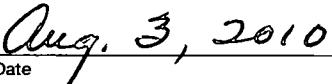
Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 46-49b and complete the tables for lines 50 and 51.

46 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I Yes No
 47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II
 48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E
 49a Did the organization make any transfers to an exempt non-charitable related organization?
 b If "Yes," was the related organization a section 527 organization?
 50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				
f Total number of other employees paid over \$100,000		0		

51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
None		
d Total number of other independent contractors each receiving over \$100,000		0

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge		
			Date
	Signature of officer	Preparer's identifying number (See instructions)	
	Cynthia D. Fogelman - Executive Director, US Liaison, Member of Board		
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP + 4	EIN	<input type="checkbox"/>
		Phone no.	<input type="checkbox"/>
May the IRS discuss this return with the preparer shown above? See instructions <input type="checkbox"/> Yes <input type="checkbox"/> No			

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

Employer identification number

Sponsor Iraqi Children Foundation, Inc

26 : 1394773

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
e Type I Type II Type III—Functionally integrated Type III—Other
f By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
g If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box _____
h Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
i A person who directly or indirectly controls, either alone or together with persons described in (ii) _____

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

For Pri

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")			19,168	1,800	53,481	74,449
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf					0	0
3 The value of services or facilities furnished by a governmental unit to the organization without charge					0	0
4 Total. Add lines 1 through 3			19,168	1,800	53,481	74,449
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4			19,168	1,800	53,481	74,449
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources			112	364	62	538
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
11 Total support. Add lines 7 through 10						74,987
12 Gross receipts from related activities, etc (see instructions)					12	0
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input checked="" type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A Part II line 14	15	%
16a 33½ % support test—2009. If the organization did not check the box on line 13, and line 14 is 33½ % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33½ % support test—2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33½ % or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test—2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%
19a 33 1/3 % support tests—2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3 %, and line 17 is not more than 33 1/3 %, check this box and stop here . The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
b 33 1/3 % support tests—2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3 %, and line 18 is not more than 33 1/3 % check this box and stop here . The organization qualifies as a publicly supported organization ▶ <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ <input type="checkbox"/>		

Part IV

Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

PART III. Statement of Program Service Accomplishments.
(Continued)

ORPHAN CONFERENCE IN BAGHAD. SICF co-hosted a conference on April 15, 2009 in Baghad to raise awareness of the orphan crisis in Iraq. It was attended by many Iraqi NGOs caring for orphans as well as Iraqi parliamentary and other officials, and the media. The Iraqi keynote speaker called for a national strategy to address the orphan crisis. Out of this conference came the concept of launching capacity building training which SICF then undertook with the Children's Village of New York. (See 28.) Grant/Expenses \$3,845

GOODY BAGS FOR ORPHANS VISITING CLINIC. Funds donated to SICF by a private Fairfax middle school were sent to supply 22 "goody bags" (containing flour, oil, canned food, socks, toothbrushes, etc.) to orphans visiting a clinic. Grant/Expenses. \$325

PART V. Other Information.

33. Please note that in its original filing, SICF expected to be involved in the construction or development of residential facilities and foster homes for orphans. After consultation with Iraqis, SICF is focused on capacity building training for Iraqi NGOs who provide support for orphans living with widowed mothers or extended families. In addition, SICF is involved in humanitarian projects, such as food, clothing, etc. In addition, a special pin was designed to help promote and draw attention to the cause of Iraqi orphans and as a token thank you to significant donors for their support

BY-LAWS OF THE SPONSOR IRAQI CHILDREN FOUNDATION
(A Delaware State not-for-profit corporation)

As adopted by the Board on December 9, 2009, and amended to include new section 6 in Article V Also as amended with technical amendments, relating to numbering, adopted July 28, 2010

ARTICLE I. OFFICES

Section 1 Principal Office. The principal office of The Sponsor Iraqi Children Foundation (herein after referred to as the ("SICF") shall be located in Falls Church, Virginia.

Section 2. Other Offices. The SICF may also have an office or offices at such other place or places as the Board of Directors may from time to time designate.

ARTICLE II. NONPROFIT PURPOSES

Section 1 IRC Section 501(c)(3) Purposes This SICF is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations of the Internal Revenue Code.

Section 2 Limitations on Activities. The SICF shall not engage in prohibited activities relating to lobbying, political campaigns, or which would conflict with the tax exempt status of the SICF. None of the funds of the SICF shall inure to the benefit of its directors or officers, except or reasonable compensation and expenses for the furtherance of the purposes of this SICF

Section 3. Specific Objectives and Purposes. The specific objectives and purposes of SICF is to help Iraqi orphans by providing food, shelter, health care and education

ARTICLE III. BOOKS AND RECORDS

Section 1 Maintenance of Books and Records. The SICF shall keep and maintain at its principal office accurate and complete books of account and minute books containing a record of the proceedings of its Board of Directors and Executive Committee.

ARTICLE IV. DIRECTORS

Section 1 Number. The SICF shall have at least 7 but not more than 9 directors and collectively they shall be known as the Board of Directors

Section 2. Qualifications Directors shall be of the age of majority in this State and have demonstrated capabilites essential to the performance of the mission of the SICF

Section 3 Powers. The activities and affairs of this SICF shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4 Duties. It shall be the duty of the directors to.

- a. Perform any and all duties imposed on them collectively or individually by law, the articles of incorporation, or these bylaws.
- b. Officers and Directors will, at all times, conduct their actions in full compliance, both in action and in spirit, with the approved 501(c)3 documentation. Officers and Directors will conduct their actions to avoid any conflicts of interest, either real or perceived
- c. Appoint and remove, employ and discharge, and prescribe the duties and compensation, if any, of all officers, agents, and employees of the SICF.
- d. Supervise all officers, agents and employees of the SICF to assure that their duties are performed properly
- e. Meet at such times and places as required by these bylaws

Section 5 Term of Office. Each director shall hold office for a period of 2 years and until his or her successor is elected and qualifies. There shall be no limit on the number of sequential terms a Director may serve

Section 6. Compensation. Directors shall serve without compensation, unless otherwise approved by the Board. They shall be allowed reimbursement of expenses in performance of their duties only with advance approval of the board

Section 7. Place of Meetings. Meetings shall be held at the offices of the SICF in Falls Church, VA, unless otherwise provided for by action of the Board

Section 8. Regular and special Meetings. Regular Meetings of the Board of Directors shall be held on the second Wednesday of the month, at 7:30 pm, unless otherwise agreed to by the Board. Special meetings may be called by the Chairperson in exigent circumstances

Section 9. Action by Written Consent. Unless otherwise provided in the Certificate of Incorporation, these by-laws or by statute, any action may be taken by the Board without a meeting if all members of the Board consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the Board shall be filed with the minutes of the proceedings of the Board

Section 10. Action by Telephone Conference. Any one or more members of the Board of Directors may participate in any Board meeting by telephone conference or similar communications equipment which allows all directors participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting for purposes of a quorum

Section 11 Elections and Removals. Directors shall be elected by written ballot of the Board of Directors at its February meeting. An election by majority vote of the Directors serving at the time of the adoption of these by-laws will occur immediately following the adoption of these by-laws. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to

be elected shall be elected to serve on the board. In the event of a board vacancy between regularly scheduled elections, Directors may vote to elect a candidate to fill such vacancy. Such director will serve until the next regularly scheduled election. Any member of the Board may resign or be removed by the Board with cause. The Board may appoint an ad hoc nominating committee to prepare a slate of candidates prior to February elections.

Section 12. Quorum. A quorum shall consist of 5 of the members of the Board of Directors. A majority of those present shall be required for Board action.

Section 13. Nonliability of Directors. The directors shall not be personally liable for the debts, liability or other obligations of the SICF.

Section 14. Indemnification by SICF of Directors and Officers. The directors and officers of the SICF shall be indemnified by the SICF to the fullest extent permissible under the laws of this state.

ARTICLE V. OFFICERS

Section 1. Designation of Officers and Term. The officers of the SICF shall be a Chairman of the Board, Vice Chairman, President, Vice President, Secretary, Treasurer, and U.S. Liaison/Executive Director and other officers with such titles as may be determined from time to time by the Board of Directors. Each officer shall serve for a one year term and may be re-elected with limit. Positions will become activated upon a majority vote by the Board based on the maturity level and/or needs of the organization. Additionally, duties of some positions may be combined, with the exception of the Chairman, Vice Chairman, President, and Vice President positions.

Section 2. Duties of the Chairman of the Board of Directors. The Chairman will convene Board meetings, establish an agenda for each Board meeting, and will assure that the activities of SICF are conducted in a matter consistent with Board-approved goals, objectives, and approved budgets.

Section 3. Duties of the Vice Chairman of the Board of Directors. The Vice Chairman shall perform such duties and exercise such powers as the Board of Directors or the Chairman may from time to time prescribe.

Section 4. Duties of the President. The President shall be a regular voting member of the Board and responsible for the vision of the charitable purposes of the SICF. The President is responsible for preparation of the strategic plan of SICF and for laying out at least annually a proposed plan of action and budget for Board review and approval. The role of President is an executive role, not an operational role, and as such will focus on advocating the vision of SICF. The President is the primary person to identify new areas of opportunity to improve the lives of the orphans in Iraq.

Section 5. Duties of the Vice President-US. The Vice President-US shall be a regular voting member of the Board and shall be responsible for the implementation of the policies of the SICF and the management of agency programs and services on an operating level in accordance Board approved goals and objectives. In the discharge of such responsibilities, the Vice President-US shall have authority to enter into such contracts, undertakings, and other transactions with other third parties as shall be necessary to carry out the aforesaid responsibilities. The Vice President-US shall submit such reports to the Board of Directors at each regularly scheduled meeting.

Section 6. Duties of the Vice President-Iraq The Vice President-Iraq shall be a regular voting member of the Board and shall be responsible for the implementation of the policies of the SICF and the management of agency programs and services on an operating level in accordance Board approved goals and objectives In the discharge of such responsibilities, the Vice President-Iraq shall have authority to enter into such contracts, undertakings, and other transactions with other third parties as shall be necessary to carry out the aforesaid responsibilities The Vice President-Iraq shall submit such reports to the Board of Directors at each regularly scheduled meeting

Section 7 Duties of the Secretary The Secretary shall be a regular voting member of the Board and shall have charge of the charter, seal and records of the SICF and shall keep the minutes of all meetings of the Board of Directors in books provided for that purpose, and shall attend to the giving and serving of all notices The Secretary may sign with the Chairman or a Vice Chairman, in the name of the SICF, contracts and other instruments authorized by the Board and may affix the seal of the SICF thereto. The Secretary shall have charge of such other books and records as the Board may direct, all of which shall, at all reasonable times, be open to the examination of any director.

Section 8 Duties of the Treasurer The Treasurer shall have charge of and responsibility for all funds and securities of the SICF from whatever source derived, subject to the supervision and direction of the Board of Directors He/she shall maintain accounts in such bank, banks or depositories as the Board of Directors may designate, and shall report to the board on all of his or her transactions as Treasurer and the financial condition of the SICF at each regularly scheduled meeting Each director shall have free access at all reasonable times to the financial books and records of the SICF

Section 9 Duties of the US Liaison/Executive Director. The US Liaison/Executive Director shall be a voting member of the Board The US Liaison/Executive Director shall be responsible for managing relationships with existing and prospective US-based donors and partners in programs and projects The US Liaison/Executive Director shall assist SICF officials with day-to-day responsibilities for developing and executing the strategic plan and annual action plans and budgets for SICF, developing speeches, policy documents and reports to stakeholders The Executive Director serves as the coordinator of all fund raising efforts

Section 10. Compensation. Compensation of officers, if any, shall be fixed from time to time by resolution of the Board of Directors. In all cases, any compensation received by officers of the SICF shall be reasonable and given in return for services actually rendered to or for the SICF

ARTICLE VI. FUNDS OF THE SICF

Section 1 Limits Unless so authorized by the Board, no officer, agent or employee of the SICF shall have any power or authority to bind the SICF by any contract or verbal commitment

Section 2 Cash assets. The funds of the SICF shall be maintained in a General Fund Upon request of a donor, the SICF may establish a designated account for a specified project or program. Other funds may be established as the Treasurer may deem necessary or advisable, with the approval of the Board of Directors

Section 3 Other assets In the event a donor wishes to contribute gifts of assets other than cash, such as securities or in-kind services or real property, the Board may authorize the establishment of an investment account or other arrangements for the receipt, safekeeping, and disposal of such assets

ARTICLE VII. AMENDMENT OF BYLAWS

Section 1. Amendment These bylaws may be amended or altered by approval of the Board of Directors

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of the SICF, and we consent to, and hereby do adopt the foregoing Bylaws, consisting of 4 preceding pages, as the Bylaws of this SICF

Dated 12/09/09

Signed by (signatures in file) Maxwell Quqa, Fred Schwien, Susan Carol Schwien, Cynthia D Fogleman, Stephan W Fogleman