

ALHUDA FOUNDATION - BY-LAWS



BY-LAWS FOR ALHUDA FOUNDATION, INC.

ARTICLE I: Governing Document, Organization, Principal Office and Registered Agent

1.01 Governing Documents

ALHUDA FOUNDATION INC. shall be governed by its Articles of Incorporation and these bylaws ("Bylaws").

1.02 Organization

ALHUDA FOUNDATION INC. ("ALHUDA FOUNDATION") owns various real and personal assets. Some of these assets are leased by ALHUDA FOUNDATION to EMAN SCHOOLS, INC. ALHUDA FOUNDATION is also the governing body for Alhuda Mosque located at 12213 Lantern Rd, Fishers, IN 46038 ("Alhuda Mosque"). ALHUDA FOUNDATION owns the real estate used for operations of Alhuda Mosque.

1.03 Name and Principal Offices

The name of the corporation shall be ALHUDA FOUNDATION INC., a non-profit corporation incorporated under the laws of INDIANA, and its principal offices shall be in INDIANA.

1.04 Other Offices

ALHUDA FOUNDATION may have such other office or offices, at such suitable place or places within INDIANA as may be designated from time to time by the Board of Trustees of ALHUDA FOUNDATION INC.

1.05 Registered Agent

ALHUDA FOUNDATION shall have and continuously maintain a registered office in Indiana and the Board of Trustees of ALHUDA FOUNDATION shall appoint and continuously maintain in service a registered agent in INDIANA, who shall be an individual resident of INDIANA or a corporation registered in INDIANA, whether for profit or not for profit

ARTICLE II: Purposes

ALHUDA FOUNDATION is organized and shall be operated exclusively for religious,

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educational, and charitable purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code. Such purpose shall include but is not limited to holding congregational prayers; undertaking and engage in religious, charitable, educational, and cultural activities; promoting friendly relations between Muslims and non-Muslims and fostering a Muslim community based upon Islamic principles of brotherhood, equality, mutual help and Islamic teachings of peace, love, and justice. ALHUDA FOUNDATION shall be empowered to cooperate with other Islamic organizations in achieving these goals and engage in such other activities as may be desirable or required to fulfill the purposes and objectives of ALHUDA FOUNDATION.

The foregoing enumeration of the purposes of ALHUDA FOUNDATION is made in furtherance, and not in limitation, of the powers conferred upon ALHUDA FOUNDATION by law and is not intended, by the mention of any particular purpose, in any manner to limit or restrict any of the powers of ALHUDA FOUNDATION, other than as provided below. ALHUDA FOUNDATION is formed upon the articles, conditions, and provisions relative to non-stock corporations which are contained in the general laws of INDIANA. No part of the net earnings or assets of ALHUDA FOUNDATION shall inure to the benefit of, or be distributable to the members, Trustees, Directors, other private individuals, or organizations organized and operating for profit (except that ALHUDA FOUNDATION shall be authorized and empowered to pay reasonable compensation for or make payments and distributions in furtherance of the purposes as hereinabove stated).

Nothing in these Bylaws shall permit ALHUDA FOUNDATION to carry on any activities not permitted to be carried on: by an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code; as an organization described in Section 501(c) of Such Code; and/or by an organization, contributions to which are deductible under Sections 170(c)(2), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code.

ARTICLE III: Board of Trustees of ALHUDA FOUNDATION

3.01 Powers of the Board of Trustees of ALHUDA FOUNDATION

The Board of Trustees of ALHUDA FOUNDATION (collectively referred to as “Board of

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Trustees” or “Trustees” and individually "Trustee") shall constitute the governance, planning and oversight body of the ALHUDA FOUNDATION. The Board of Trustees shall set the strategic direction of the ALHUDA FOUNDATION and have all powers necessary to carry out the purposes of the organization. The Trustees shall make all governance decisions including but not limited to:

- a) To manage, maintain, supervise, and control the property and affairs of ALHUDA FOUNDATION.
- b) To approve or disapprove any financial transactions relating to ALHUDA FOUNDATION real estate and other assets.
- c) To enact and implement the Bylaws of ALHUDA FOUNDATION and execute its purposes.
- d) To accept, deny, or revoke membership of any Regular Member (including that of any elected official).
- e) To mediate disputes in accordance with the Mediation Policy between Regular Members of ALHUDA FOUNDATION, and/or between Regular Members and the Board of Directors.
- f) All contracts and hires must be approved by Trustees (except as relates to positions related to upkeep of the masjid of maintenance)

The Board of Trustees, upon its sole discretion and via a majority approval of Trustees then in office (not just present at the meeting), may opt to delegate its duties under the law and these Bylaws, to another committee, individual, or group of individuals.

3.02 Number of Trustees

The total number of Trustees of ALHUDA FOUNDATION (the Trustees) shall be no more than thirteen (13) and no less than nine (9). The Trustees may at any time opt to elect more Trustees by a majority approval of Trustees then in office (not just present at the meeting) so long as the total number of Trustees does not exceed thirteen (13). The Trustees may vote to add new Trustees to the Board of Trustees in compliance with these Bylaws upon the majority approval of Trustees then in office (not just present at the meeting).

3.03 Term of Trustees

Each Trustee shall be appointed without any term limit.

3.04 Qualifications

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To be eligible for election as a Trustee, a person must (1) have been a Regular Member of Alhuda Masjid for the past thirty six (36) months; (2) never been convicted of a felonious criminal offense, (3) be at least 25 years old, and (4) not openly and persistently violate any of the established rules of Islamic Shari'ah.

3.05 Vacancies

Any vacancy occurring on the Board of Trustees may be filled from the pool of Regular Members qualified under Section 3.04 of these Bylaws, by the affirmative vote of majority of Trustees then in office (not just present at the meeting). If a vacancy in the Board of Trustees leaves less than the minimum amount of Trustees in office (as set forth under Section 4.03), the vacancy must be filled within sixty (60) days after the Trustee position becomes vacant.

3.06 Removal

(a) Removal of Trustees

Any Trustee may be removed for cause by a two-thirds majority vote of the Trustees then in office (not just present at the meeting), for: (1) violation of these Bylaws, (2) failing to stay engaged and/or failing to commit the requisite time and effort to fulfil the role of a Trustee, (3) performing acts repugnant to the Articles of Incorporation or Bylaws of ALHUDA FOUNDATION, (4) performing acts which are hurtful to the reputation, mission and operation of ALHUDA FOUNDATION or its assets; or (5) disqualification under Section 3.04. Prior to holding any Board of Trustee meeting to remove a Trustee ("Removal Meeting"), the Trustee involved must be provided a notice detailing the charges against him or her ("Statement of Charges") by the Board of Trustees via certified or registered mail sent to the last known address of such Trustee, at least forty-five (45) days prior to the Removal Meeting. The Trustee subject to the Removal Meeting shall have the right to respond to these charges. The Statement of Charges and any written response thereto must be shared with all Trustees prior to the Removal Meeting. The notice of Removal Meeting to the Trustees must: (1) provide the date, time, and location of the meeting; (2) explicitly note that a vote to remove a Trustee will be taken during the meeting; and (3) detail any charges against the Trustee subject to removal.

(b) Removal of an Elected Official

The Board of Trustees shall have a right to remove/replace an (1) officer; (2) committee member serving; (3) Director; (4) any officer, director, trustee, member, or committee member of an organization that has provided a legal right to ALHUDA FOUNDATION to



do so (“Elected Official”). The Trustees may remove an Elected Official by a two-thirds majority vote of the Trustees then in office (not just present at the meeting). Prior to holding any Board of Trustee meeting to remove an Elected Official (“Meeting to Remove an Elected Official”), the Elected Official must be provided a notice detailing the charges against him or her (“Statement of Allegations”) by the Board of Trustees via certified or registered mail sent to the last known address of such Elected Official, at least forty-five (45) days prior to the Meeting to Remove an Elected Official. The Elected Official involved shall have the right to respond to these charges. The Statement of Allegations and any written response thereto must be shared with all Trustees prior to the Meeting to Remove an Elected Official. The notice of Meeting to Remove an Elected Official to the Trustees must: (1) provide the date, time, and location of the meeting; (2) explicitly note that a vote to remove an Elected Official will be taken during the meeting; (3) detail any charges against the Elected Official subject to removal; and (4) must be furnished in accordance with 3.08(d). This provision is subject to any other conditions for removal of an Elected Official included in these Bylaws, resolution, or any other signed agreement between ALHUDA FOUNDATION and a third party.

3.07 Resignations

Any Trustee may resign at any time by giving written notice to the Chairperson. A Trustee’s resignation shall not take effect unless approved by the Chairperson and shall be deemed effective as off the date and time of acceptance. The successor to a resigning Trustee shall be selected in accordance with Section 3.05. In the event that more than two-thirds of the Trustees resign it shall be the obligation of the Board of Trustees to task the Election Committee to hold General Assembly elections within two (2) months of these resignations to elect a new Board of Trustees.

3.08 Meetings

(a) Annual Meetings

An Annual Meeting of the Board of Trustees shall be held annually at such place, on such date and at such time as may be fixed by the Board of Trustees.

(b) Regular Meetings

A regular meeting of the Board of Trustees of ALHUDA FOUNDATION shall be held every three (3) months, at such time, day and place as shall be designated by the Board of Trustees, for the purpose of transacting such business as may come before the meeting. The Board of Trustees may, by resolution, provide for holding of additional regular meetings.



(c) Special Meetings

Special meetings of the Board of Trustees may be called at the direction of the Chairperson of Board of Trustees, or by a majority approval of Trustees then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

(d) Notice

Fair and Reasonable notice of an Annual, Regular, and/or Special Meeting, should be provided to Trustees via email at least five (5) days prior to the meeting and include the date, place and time of the meeting. The notice of a Special Meeting shall be issued via email at least thirty (30) days prior to the meeting if the meeting agenda includes: (1) removal of a Trustee or Elected Official; (2) amending Bylaws or Articles of Incorporation of ALHUDA FOUNDATION; (3) sale or purchase of any asset valued at more than \$50,000; (4) dissolution or merger of ALHUDA FOUNDATION; and/or (5) removal of a member of the Election Committee or the dissolution of the Election Committee. Said notice shall include a description. Notice of any annual, regular and special meetings should also be posted on the special Bulletin Board of the ALHUDA FOUNDATION Center for public viewing. Trustees may waive notice of any meeting. The attendance of a Trustee at any meeting either physically or virtually shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(e) Agenda

The agenda for any Board of Trustee meeting shall be approved by the Chairperson or a majority approval of Trustees present at the meeting.

3.09 Quorum

At least seventy five percent (75%) of the Trustees must be present at a Board of Trustees meeting to constitute a quorum for the transaction of business at such meeting.

3.10 Voting

At all meetings of the Board of Trustees, each trustee present will be entitled to cast one vote on any motion presented at the meeting. Unless otherwise stated herein, the affirmative vote of a majority of Trustees in office (not just those present at the meeting) shall be needed to approve any action. The affirmative vote of Seventy Five (75) percent of the Trustees then in

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office (no just present at a meeting) is required to pass any motions involving: (1) removal of a Trustee or Elected Official; (2) amending Bylaws or Articles of Incorporation of ALHUDA FOUNDATION; (3) sale or purchase of any asset valued at more than \$50,000; (4) dissolution or merger of ALHUDA FOUNDATION; and/or (5) removal of a member of the Election Committee or the dissolution of the Election Committee. The affirmative vote of seventy-five (75) percent of Trustees then in office (not just present at the meeting) is required to approve the sale, assignment, transfer, or any other action involving the disposition of ALHUDA FOUNDATION's real estate.

Any action required or permitted to be taken by the Board of Trustees at a meeting maybe taken without a meeting if a quorum of Trustees agree in writing. For purposes of this section an email transmission from a Trustee constitutes a valid writing. The intent of this provision is to allow the Board of Trustees to use email to approve actions, as long as quorum of Trustees give consent. However, an in person, telephonic or virtual meeting must be held for any votes related to (1) removal of a Trustee or Elected Official; (2) amending Bylaws or Articles of Incorporation of ALHUDA FOUNDATION; (3) sale or purchase of any asset valued at more than \$50,000; (4) dissolution or merger of ALHUDA FOUNDATION; and/or (5) removal of a member of the Election Committee or the dissolution of the Election Committee.

Meetings may also be held virtually or by telephone conference to the extent permitted by law. Voting by proxy shall not be permitted. The Board of Trustees may adopt rules and regulations for the conduct of its business in accordance with these Bylaws. In addition, all Trustees must sign the confidentiality statement approved by Board of Trustees. In case there is a tie in the votes, the President's vote shall be deemed as a tie breaker.

3.11 Compensation

Trustees shall not receive compensation for their services. However, the Board of Trustees may authorize payment by ALHUDA FOUNDATION of the out-of-pocket expenses of Trustees for their services to ALHUDA FOUNDATION.

3.12 Officers of the Board of Trustees

The Trustees shall meet once a year to elect a President ("Chairperson") of the Board of Trustees, Vice President ("Vice Chair") of the Board of Trustees, a Treasurer of the Board of Trustees, and a Secretary of the Board of Trustees. The Officers of the Board of Trustees shall hold office for one year. No Chairperson, Vice Chairperson Treasurer and/or Secretary shall serve consecutive terms if Trustees, not currently serving are interested in replacing the current office holders. In the absence of the Chairperson, the Vice

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Chairperson shall preside over any Board of Trustee meetings. If the Vice Chairperson and the Chairperson are not present, the Treasurer shall preside over the Board of Trustee Meeting. If neither the Chairperson, Vice Chairperson or Treasurer are present, the Secretary shall preside over the Board of Trustee Meeting.

- (a) **Chairperson:** The duties of the Chairperson are to preside at all meetings of the Board of Trustees. He or she will execute on behalf of ALHUDA FOUNDATION all contracts, deeds, conveyances, and other instruments in writing that may be required or authorized by the Board of Trustees for the proper and necessary transaction of the business of ALHUDA FOUNDATION. The Chairperson may however, partially or fully delegate his right/duty to execute on behalf of ALHUDA FOUNDATION or any other duties under the law to another Trustee, Regular Member, or Employee of ALHUDA FOUNDATION. Any such delegation of duty shall be in writing via a Board of Trustee resolution approved by a majority approval of Trustees then in office (not just present at the meeting)
- (b) **Vice Chairperson:** It will be the duty of the Vice-Chairperson to act in the absence or disability of the Chairperson and to perform such other duties as may be assigned to him or her by the Board of Trustees. In the absence of the Chairperson, the execution by the Vice-Chairperson on behalf of ALHUDA FOUNDATION of any instrument will have the same force and effect as if it were executed on behalf of ALHUDA FOUNDATION by the Chairperson. Any notice required to be served upon the Chairperson under these Bylaws, the Articles of Incorporation, a Board of Trustee resolution, or the law, maybe served upon the Vice Chairperson if the Chairperson is absent and/or disabled. Similarly, any authority granted to the Chairperson under these Bylaws, the Articles of Incorporation, a Board of Trustee resolution, or the law, is temporarily conferred upon the Vice Chairperson if the Chairperson is absent and/or disabled. The Vice Chairperson may however, partially or fully delegate any duties under the law to another Trustee, Regular Member, or Employee of ALHUDA FOUNDATION. Any such delegation of duty shall be in writing via a Board of Trustee resolution approved by a majority approval of Trustees then in office (not just present at the meeting).
- (c) **Treasurer:** The Treasurer will have general charge of finances of ALHUDA FOUNDATION. When necessary and proper, he or she will endorse on behalf of ALHUDA FOUNDATION all checks, drafts, notes, and other obligations and evidence of the payment of money to ALHUDA FOUNDATION in such bank or banks as may be selected by the Board of Trustees. He or she will deposit the same, together with all other funds of ALHUDA FOUNDATION coming into his or her possession and will keep accurate accounting records of all receipts and disbursements made or received by the

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ALHUDA FOUNDATION. Said accounting records shall remain open at all times to the inspection of the Board of Trustees. He or she will present to the Board of Trustees, at its meetings, his or her report as Treasurer of ALHUDA FOUNDATION and will, from time to time, make such other reports to the Board of Trustees as it may require. The Treasurer shall be the custodian of all financial records of ALHUDA FOUNDATION not otherwise in the custody of the Secretary. The Treasurer may however, partially or fully delegate his/her duties on behalf of ALHUDA FOUNDATION or any other duties under the law to another Trustee, Regular Member, or Employee of ALHUDA FOUNDATION. Any such delegation of duty shall be in writing via a Board of Trustee resolution approved by a majority approval of Trustees then in office (not just present at the meeting).

- (d) **Secretary:** The Secretary will be responsible for keeping the corporate records. He or she will give all notices of meetings of the Board of Trustees and all other notices required by law or under these Bylaws. The Secretary will be the custodian of all books, correspondence, and papers relating to the business of ALHUDA FOUNDATION, except those of the Treasurer. The Secretary will also be charged with preparing minutes for all Board of Trustees meetings and all General Assembly meetings. The Secretary may however, partially or fully delegate his/her duties on behalf of ALHUDA FOUNDATION or any other duties under the law to another Trustee, Regular Member, or Employee of ALHUDA FOUNDATION. Any such delegation of duty shall be in writing via a Board of Trustee resolution approved by a majority approval of Trustees then in office (not just present at the meeting).

Any officer of ALHUDA FOUNDATION, in addition to the powers conferred upon him or her by these Bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Trustees. For the purpose of representing ALHUDA FOUNDATION, the Chairperson, Vice Chair, Secretary, and Treasurer of the Board of Trustees shall be regarded as the statutory Officers of the Corporation.

3.13 Board of Trustees Advisors

The Board of Trustees upon its sole discretion may form an advisory committee comprising of Regular Members not currently serving on the Board of Trustees.

ARTICLE IV: Governance of Alhuda Masjid - General Assembly

4.01 Membership for Alhuda Masjid

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The General Assembly of Alhuda Mosque shall consist of "Regular Members", who shall have the rights and obligations prescribed under these Bylaws. Unless otherwise specifically stated herein or any resolutions passed by the Board of Trustees, the rights and obligations of the Regular Members are limited to the operation and/or governance of Alhuda Masjid and do not extend to any other entities, assets, partners, or affiliates of the ALHUDA FOUNDATION.

4.02 Regular Member

A "Regular Member" shall be a Muslim of at least eighteen (18) years of age and a resident of Indiana (as defined by Indiana tax code) and must agree to abide by the Article of Incorporation and Bylaws of ALHUDA FOUNDATION. The membership of a Regular Member may be contingent upon compliance with an application process and/or payment of dues pursuant to guidelines set forth by the Board of Trustees. Applicants shall become Regular Members only after their membership is approved by the Board of Trustees. The Board of Trustees shall have the discretion to set the term of membership for the entire class of Regular Members. The Board of Trustees shall also have discretion to extend any existing term of membership for an entire class of Regular Members. Each Regular Member, in his/her capacity as a Member of the General Assembly, shall be entitled to one vote in all matters coming before General Assembly meetings.

4.03 Membership dues and Fees

The membership dues requisite to become a Regular Member of Alhuda Masjid shall be determined by the Board of Trustees.

4.04 Annual General Assembly Meeting

The Annual General Assembly Meeting of the Regular Members shall be held once each year in the month of November. The Board of Trustees may postpone the Annual Meeting, including any elections or votes scheduled for such Annual Meeting, for a maximum period of ninety days upon its discretion.

4.05 Special Meetings

Special meetings of the Regular Members may be called by the Board of Trustees.

4.06 Place of Meeting

The Board of Trustees may from time to time designate any place, within the greater



Indianapolis Area, as the place of meeting for any annual meeting or for any special meeting of the Members.

4.07 Notice of Annual and Special Meetings

Prior to an annual or a special meeting, the Board of Trustees shall issue a: (1) written notice stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) nor more than thirty (30) days before the date of the meeting, either personally, electronically or by mail; (2) published notice at least via email

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the member at his address as it appears on the records of ALHUDA FOUNDATION. Each Regular Member shall be responsible for informing ALHUDA FOUNDATION promptly of any change of his/her address. If the written notice is provided electronically, such notice shall be deemed to be delivered when electronically mailed to an email address as it appears on the records of ALHUDA FOUNDATION.

4.08 Waiver of Notice

Whenever any notice is required to be given to any Regular Member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the Regular Member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any Regular Member at a meeting, in person without objection to the lack of notice of such meeting, shall also waive the requirement of notice by such Member.

4.09 Quorum

At the annual or special meeting of ALHUDA FOUNDATION General Assembly, the presence of fifty one percent (51%) or more of Regular Members entitled to vote shall constitute a quorum.

If a meeting cannot be organized due to the lack of a quorum, the Chairperson of the Board of Trustee may adjourn the meeting once. If a Chairperson is not present, this power maybe exercised by the Vice Chairperson. Similarly, if the Vice Chairperson is also not present for the meeting, the power of the Chairperson to adjourn the meeting



maybe exercised by the Secretary. Once the meeting is adjourned, the Board of Trustees shall reschedule the meeting for a different date and reissue the notice (“Rescheduled Meeting”)¹. If the quorum is not present at the rescheduled meeting, presence of at least twenty five percent (25%) of Regular Members then entitled to vote shall constitute a quorum for the rescheduled meeting at which time any business may be transacted that may have been transacted at the meeting as originally called.

4.10 Vote

Each Regular Member shall have one vote. Whenever any action is to be taken by vote of the Regular Members, except as otherwise required by law, under these Bylaws or by the Articles of Incorporation, it shall be approved by a majority vote of Regular Member present at the meeting.

ARTICLE V: Operations of Alhuda Masjid - Directors

5.01 Powers and Responsibilities of Directors

The Board of Directors (collectively referred to as “Board of Directors”, “Board of Directors” or “Directors” and individually as “Director”) of Alhuda Masjid is not the statutory Board of ALHUDA FOUNDATION and shall strictly serve as the operational arm of the Alhuda Masjid working under the Board of Trustees. All Directors shall have the powers and authority expressly assigned to them by the Board of Trustees or by these Bylaws. Any power not expressly conferred to the Directors by these Bylaws or a duly adopted resolution of the Board of Trustees shall belong to the Board of Trustees. The responsibilities and duties of the Directors include but are not limited to the following:

- (a) Plan and implement social and religious activities consistent with the objectives and policies of ALHUDA FOUNDATION and associated with Alhuda Masjid.
- (b) Maintain and operate the Alhuda Masjid and other facilities associated with Alhuda Masjid.
- (c) Draft and propose rules and regulations for the use and operation of Alhuda Masjid an associated facilities for approval by the Board of Trustees.

¹ A Special Meeting rescheduled for a different date under this Section 4.09 only constitutes as a “Rescheduled Meeting” for purposes of this Section if the Rescheduled Meeting is called to vote on the same exact issues as the original adjourned meeting.



- (d) Implement rules and regulations for the use and operation of Alhuda Masjid and associated facilities approved by the Board of Trustees.
- (e) Prepare the annual budget for review and approval of Board of Trustees.
- (f) Create and Approve committees to help with the operations of Alhuda Masjid.

5.02 Election, Term and Number of Directors

The General Assembly shall elect the Board of Directors. Directors shall each serve a term of three years. An individual who has served three consecutive terms as a Director, shall not be eligible to serve another term in the Board of Directors until after the expiration of one full term. The Board of Directors shall consist of no more than nine (9) Directors and no less than six (6) Directors. The Trustees shall determine the number of Directors which will be elected in each election cycle in compliance with the limitation set forth in this Section.

5.03 Qualifications

To be eligible for election as Director, a person must: (1) have been a Regular Member for the past thirty-six (36) months; (2) never convicted for a criminal offense, (3) be at least 25 years old, (4) not openly and persistently violate any of the established rules of Shari'ah; (5) be a resident of Indiana; and (6) should not concurrently serve on the board or executive committee of any other masjid.

5.04 Vacancies

If a Director, prior to the completion of his/her term, resigns or is unable to perform his/her duties as a Director due to death or disability, the Board of Directors shall appoint a replacement to fill the vacancy.

In case of resignation or for any other reason including ineligibility or removal, a Director is unable to complete his or her term, the Directors shall nominate via a majority approval of Directors then in office (not just present at the meeting), a successor from the pool of active Regular Members to complete the unexpired term, within thirty (30) days after the office becomes vacant. When feasible, the Directors are encouraged to appoint the runner up from the prior election cycle for the specific office to fill the vacancy. The successor shall serve the remaining term thereof.



5.05 Removal of Directors of Alhuda Masjid

Directors can be removed in the following manner:

- (a) Any Director may be removed for cause from the office by a two-thirds majority vote of the Board of Directors then in office at any regular or special meeting of the Board of Directors at which a quorum is present, if the Director: (1) is in violation of these Bylaws; (2) failing to attend 70% (seventy percent) of the Board of Directors meetings in a calendar year without justifiable reason for which Board of Directors is timely informed; (3) performing acts repugnant to the Articles of Incorporation or Bylaws of ALHUDA FOUNDATION; (4) performing acts which are hurtful to the reputation, mission and operation of ALHUDA FOUNDATION or its assets; or (5) disqualification under Section 5.03. Prior to holding any Board of Directors' meetings to remove a Director ("Director Removal Meeting"), the Director involved must be provided a notice detailing the charges against him or her ("Statement of Charges Against Director") by the Board of Directors via certified or registered mail sent to the last known address of the Director subject to removal, at least forty five (45) days prior to the Director Removal Meeting. The Director subject to removal shall have the right to respond to these charges. The Statement of Charges Against Director and any written response thereto must be shared with all Directors prior to the Director Removal Meeting. A notice of Director Removal Meeting must be issued at least fifteen (15) days prior to such meeting to all Directors. The notice of Director Removal Meeting must: (1) provide the date, time, and location of the Director Removal Meeting; (2) explicitly note that a vote to remove a Director will be taken during the Director Removal Meeting; and (3) detail any charges against the Director subject to removal.
- (b) Any Director may be removed from the office by a two thirds majority vote of the Trustees then in office (not just present at the meeting) at any Regular Meeting or Special Meeting of the Board of Trustees at which the requisite quorum is present if the Director: (1) is in violation of these Bylaws; (2) failing to attend 70% (seventy percent) of the Regular or Special Meetings in a calendar year without justifiable reason for which Board of Trustees is timely informed; (3) performing acts repugnant to the Articles of Incorporation or Bylaws of ALHUDA FOUNDATION; (4) performing acts which are hurtful to the reputation, mission and operation of ALHUDA FOUNDATION or its assets; or (5) disqualification under Section 5.03.
- (c) Any Director may be removed from the office by a majority vote of the Regular Members present at an Annual or Special meeting of the General Assembly.

5.06 Resignation

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Any Director may resign at any time by giving written notice to the President of the Board of Directors. If the resignation is by the President, it shall be submitted to the Chairperson of the Board of Trustees or in his/her absence to any member of the Board of Trustees. If the President is unavailable, a Director may submit their resignation to any officer of the Board of Directors. Resignations are effective upon receipt by the designated officer.

5.07 Meetings

The Board of Directors shall meet regularly at such place, on such date and at such time as may be fixed by the Board of Directors. A Special Meeting of the Board of Directors may be called by the President of the Board of Directors or by a majority of the Directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting. Fair and Reasonable notice of a Regular, and/or Special Meeting should be provided to Directors via email at least five (5) days prior to the meeting and include the date, place and time of the meeting. The notice of a Special Meeting shall be issued via email at least thirty (30) days prior to the meeting if the meeting agenda includes removal or nomination of a Director. Directors may waive notice of any meeting. The attendance of a Director at any meeting either physically or virtually shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The agenda for any Board of Directors meeting shall be approved by the President or a majority of Directors in attendance.

5.08 Quorum

At least fifty percent (50%) of the Directors must be present at a special or regular Board of Directors' meeting to constitute a quorum for the transaction of business at such meeting.

5.09 Voting Rights

At all meetings of the Board of Directors, each Director present will be entitled to cast one vote on any motion presented at the meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an email transmission from a Director constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as quorum of Directors gives consent. Meetings may also be held virtually or by telephone conference to



the extent permitted by law. Voting by proxy shall not be permitted. The Board of Directors may adopt rules and regulations for the conduct of its business in accordance with these Bylaws. In addition, all Directors must sign the confidentiality statement approved by Board of Trustees. Any action required or permitted to be taken by the Board of Directors at a meeting shall be approved by a majority of Directors then in office (and not just present at the meeting).

5.10 Compensation

Directors shall not receive compensation for their services as members of the Board of Directors. However, the Board of Directors may authorize payment by ALHUDA FOUNDATION of the out-of-pocket expenses of Directors for their services to ALHUDA FOUNDATION.

5.11 Officers

The Directors shall meet within fifteen (15) days after their election and elect a President, Vice President, a Treasurer, and a Secretary (collectively referred to as "Operations Officers"). Operations Officers shall serve for a three-year term. No Operations Officer shall serve more than one term consecutively in the same office if any other Directors are interested in replacing the current officers. The President shall preside over all the Directors' Meetings. In the absence of the President, the Vice President shall preside over any Directors' meetings. If the Vice President and the President are not present, the Treasurer shall preside over the Directors' Meetings. If neither the President, Vice President or Treasurer are present, the Secretary shall preside over the Directors' Meeting.

- (a) **President:** The President shall be the Chief Executive Officer of Alhuda Masjid, serve as the presiding officer of the Board of Directors, and shall preside over all the meetings of the Board of Directors. The President shall perform all duties customary to the role of a Chief Executive Officer in accordance with resolutions of the Board of Trustees, Board of Directors, and these Bylaws. Notwithstanding anything included in these Bylaws, the President shall also exercise such other powers and perform other duties as delegated and/or assigned to him/her by the Board of Directors or the Board of Trustees. The President may however, partially or fully delegate his right/duties on behalf of ALHUDA FOUNDATION or any other duties under the law to another Regular Member, or Employee of ALHUDA FOUNDATION. Any such delegation of duty shall be in writing via a Board of Trustee or Board of Directors resolution approved by a majority of Directors then in office (not just present at the meeting).

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- (b) **Vice-President:** The Vice President of the Board of Directors shall have powers and duties as the Board of Directors shall determine, including serving as acting President of the Board of Directors in the absence of the President or during such time as the President of the Board of Directors is unable to carry out the duties of that office. Notwithstanding anything included in these Bylaws, the Vice-President shall also exercise such other powers and perform such other duties as delegated to him/her by the Board of Directors, the Board of Trustees or the President of the Board of Directors. The Vice President may however, partially or fully delegate his right/duties on behalf of ALHUDA FOUNDATION or any other duties under the law to another Regular Member, or Employee of ALHUDA FOUNDATION. Any such delegation of duty shall be in writing via a Board of Trustee or Board of Directors resolution approved by a majority of Directors then in office (not just present at the meeting).
- (c) **Secretary:** The Secretary of the Board of Directors of Alhuda Masjid shall have all powers and perform all duties as the Board of Directors may determine including the responsibility of taking, maintaining and being a custodian of meeting minutes for Board of Directors meetings. He/she shall prepare and distribute minutes of all such meetings to the Directors. Notwithstanding anything included in these Bylaws, the Secretary of the Board of Directors shall also exercise such other powers and perform other duties as delegated to him/her by the Board of Directors, the Board of Trustees or the President of the Board of Directors. The Secretary may however, partially or fully delegate his right/duties on behalf of ALHUDA FOUNDATION or any other duties under the law to another Regular Member, or Employee of ALHUDA FOUNDATION. Any such delegation of duty shall be in writing via a Board of Trustee or Board of Directors resolution approved by a majority of Directors then in office (not just present at the meeting).
- (d) **Treasurer:** The Treasurer of the Board of Directors shall have powers and duties as the Board of Directors shall determine, including assisting the Treasurer of the Board of Trustees in fulfilling his/her obligations. Notwithstanding anything included in these Bylaws, the Treasurer shall also exercise such other powers and perform other duties as delegated to him/her by the Board of Directors, the Board of Trustees or the President of the Board of Directors. The Treasurer may however, partially or fully delegate his right/duties on behalf of ALHUDA FOUNDATION or any other duties under the law to another Regular Member, or Employee of ALHUDA FOUNDATION. Any such delegation of duty shall be in writing via a Board of Trustee or Board of Directors resolution approved by a majority of Directors then in office (not just present at the meeting).



ARTICLE VI: Committees

6.01 General Rules

- (a) The Board of Directors or the Board of Trustees may elect to create standing or ad-hoc committees and delegate select duties to such a committee.
- (b) Unless otherwise stated in these Bylaws, if the Board of Trustees creates a committee, the Board of Trustees shall approve: the creation of a committee; appointment of committee members; removal of any committee members; and the mandate for work performed by a committee.
- (c) Unless otherwise stated in these Bylaws, if the Board of Directors creates a committee, Board of Directors shall approve: the creation of a committee; appointment of committee members; removal of any committee members; and the mandate for work performed by a committee.
- (d) Each committee created under these Bylaws shall consist of at least one committee chair and two or more committee members. Committee members can be any interested parties and are not required to be Regular Members.
- (e) Unless otherwise stated in these Bylaws, any Member of a committee created by the Board of Trustees may resign at any time by giving written notice to the Chairperson of the Board of Trustees. If the Chairperson is not available the notice maybe provided to any Trustee.
- (f) Unless otherwise stated in these Bylaws, any Member of a committee created by the Board of Directors may resign at any time by giving written notice to the President of the Board of Directors. If the President is not available the notice may be provided to any Director.
- (g) Any Member of a committee created by the Board of Trustees may be removed by a vote at a regular or special meeting of the Board of Trustees in accordance with Section 3.06(b).
- (h) Any Member of a committee created by the Board of Directors may be removed by a majority approval of Directors then in office (not just present at the meeting) at a regular or special meeting of the Board of Directors or by the Board of Trustee in accordance with Section 3.06(b).

6.02 Executive Committee

These Bylaws expressly mandate the creation of a standing Executive Committee (“EC”) to provide operational support to the Board of Directors. The EC shall report directly to the Board



of Directors.

6.03 Election Committee

Every election year the Board of Trustees shall appoint from the pool of Regular Members, a three-member Election Committee to serve for the duration of the elections and publication of its results. The Election Committee shall preside over the election process and ensure free and fair elections. The three members will elect, within fifteen days of their nomination, one of them as a chairperson of the Election Committee. The chairperson and the members of the Election Committee shall neither be candidates (or an immediate family member of a candidate) in the upcoming election of the Board of Directors, nor a member of the Board of Trustees, nor be paid agents or employees of ALHUDA FOUNDATION.

The Election Committee shall serve under the direct supervision of the Board of Trustees and act in compliance with these Bylaws, resolutions passed by the Board of Trustees, and any specific guidance provided by the Board of Trustees. The Election Committee shall be responsible for preparing the list of nominees for approval by the Board of Trustees, conduct the elections, tabulate the results, and report the results to the Board of Trustees and the General Assembly.

ARTICLE VII: Agents and Employees

7.01 Agents and Employees

The Board of Trustees, on behalf of ALHUDA FOUNDATION, may hire agents and/or employees to perform such duties as may be prescribed by the Board of Trustees. The agents or paid employees are required to abide by these Bylaws, resolutions passed by the Board of Trustees, and any policies and/or guidelines enacted by the Board of Trustees. An agent or paid employees shall not assume or exercise the power and authority vested in the Board of Trustees under any circumstance unless such power and authority is expressly delegated to the employee in writing. The Board of Trustees may remove any agent or employee at any time with or without any cause. No agent or employee of ALHUDA FOUNDATION shall hold any elected office of ALHUDA FOUNDATION or serve on a committee.

7.02 Compensation of Agents and Employees

ALHUDA FOUNDATION may pay compensation in reasonable amounts to the agents and employees for services rendered, in the amounts to be fixed by the Board of Trustees or by any other person who the Board of Trustees has delegate such authority to.



ARTICLE VIII: Mediation Policy

In the event a disagreement related to the governance or operations of Alhuda Masjid arises between a Regular Member of Alhuda Masjid and the Board of Directors, or amongst the Directors, the parties will attempt to resolve such disagreement through open communication and dialogue. If the Parties cannot resolve the matter by informal dialogue, the member(s) or Director(s) may give Notice of Dispute to the Board of Directors. The notice shall state the nature of the dispute and the corrective action necessary to remedy the dispute. If the dispute has not been resolved within sixty (60) days after such notice, then, it is hereby agreed that the dispute shall be referred to the Board of Trustees for Arbitration. It is hereby agreed that the decision of the Board of Trustees in any Arbitration involving a dispute between a Regular Member and the Board of Directors or amongst the Directors will be final. The Board of Trustees has discretion to make all decisions related to the creation, compositions, rulemaking, and workings of the Arbitration Panel.

ARTICLE IX: Miscellaneous

9.01 Fiscal Year

The fiscal year of ALHUDA FOUNDATION shall be the calendar year.

9.02 Corporate Seal

The corporate seal of ALHUDA FOUNDATION shall have the name of ALHUDA FOUNDATION inscribed thereon and shall contain the words "Corporate Seal" and "Indiana" and the year the Corporation was formed in the center or shall be in such form as may be approved from time to time by the Board of Trustees. The Secretary of ALHUDA FOUNDATION shall be custodian of the Corporate seal.

9.03 Books and Records

All the books and records of ALHUDA FOUNDATION shall be kept at its principal offices in INDIANA or at any other place in INDIANA designated by the Board of Trustees, including: (1) correct and complete books and records of financial accounts, (2) minutes of the proceedings of the meetings of the Board of Trustees, Board of Directors and any other committees established or appointed by ALHUDA FOUNDATION, and (3) an updated record of the names and addresses of the voting and non-voting members. All books and records of ALHUDA FOUNDATION may be inspected by any Regular Member having voting rights, or his agent or attorney, for any proper purpose at any reasonable time with a proper written notice.



9.04 Indemnification and Insurance

ALHUDA FOUNDATION will have the power to indemnify and hold harmless any Trustees, Directors, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee (except in cases involving willful misconduct). ALHUDA FOUNDATION will have the power to purchase or procure insurance for such purposes. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, attorneys' fees; court costs, expert witness fees, disbursements, judgments, fines, penalties, and settlement amounts.

In no case, however, shall ALHUDA FOUNDATION indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time ALHUDA FOUNDATION is deemed to be a private foundation within the meaning of §509 of the Code then, during such time, no payment shall be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in §491(d) or §4945(d), respectively, of the Code.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such trustee, arbitrator, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Trustees, decision of the Panel or otherwise and shall not restrict the power of ALHUDA FOUNDATION to make any indemnification permitted by law.

9.05 Loans to Trustees and Directors

No loans shall be made by ALHUDA FOUNDATION to its Trustees or Directors.

9.06 Restrictions on Elected Offices

Two or more immediate relatives (husband and wife, children and parents, and brothers and sisters) shall not hold an elected office simultaneously. A member of the Board of Trustees cannot be a member of the Board of Directors at the same time.

9.07 Coordination Between the Trustees and Directors

The Trustees and Directors will make every effort to perform their respective duties and use their respective powers in complete harmony with each other. The Trustees and Directors shall make every effort to accommodate meetings between the two bodies upon request.



9.08 Use of Terms

As used herein, words in any gender shall be deemed to include the other genders and the singular shall be deemed to include the plural, and vice versa.

9.09 Severability

If any provision of these Bylaws shall be held invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of these Bylaws shall not be impaired thereby, nor shall the validity, legality or enforceability of any such defective provision be in any way affected or impaired.

9.10 Rules of Order

Robert's Rules of Order will be the authority for all questions or procedure at any meetings of ALHUDA FOUNDATION.

9.11 Dissolution

In the event of the dissolution of ALHUDA FOUNDATION, the Board of Trustee shall, after paying or making provisions for the payment of all the liabilities, dispose of all the assets of ALHUDA FOUNDATION to the North American Islamic Trust. In the event that the North American Islamic Trust does not exist at the time of the dissolution of the ALHUDA FOUNDATION, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities, dispose of all the assets of ALHUDA FOUNDATION to another Muslim Organization in the USA, and that meet the requirements of exempt purposes within the meaning of section 501 (c) (3) of the IRS Code, or corresponding section of any future federal tax code. In the event, that such Muslim organization does not exist at the time of the dissolution of the ALHUDA FOUNDATION, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities, dispose of all the assets of ALHUDA FOUNDATION according with the rules set forth by the applicable state and federal law.

9.12 Indebtedness

No loans shall be contracted on behalf of ALHUDA FOUNDATION and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

9.13 Confidentiality

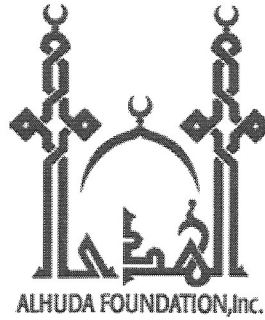
ALHUDA FOUNDATION - BY-LAWS



Trustees, Directors and employees of ALHUDA FOUNDATION shall not discuss or disclose information about the ALHUDA FOUNDATION or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the ALHUDA FOUNDATION's purposes or can reasonably be expected to benefit ALHUDA FOUNDATION. Trustees and employees of ALHUDA FOUNDATION shall use discretion and good business judgment in discussing the affairs of ALHUDA FOUNDATION with third parties. Without limiting the foregoing, Trustees may discuss upcoming fundraisers and the purposes and functions of ALHUDA FOUNDATION, including but not limited to accounts on deposit in financial institutions.

9.14 Conflict of Interest

No person shall serve on the Board of Trustees, Board of Directors, or any committee if he or she has a direct or indirect personal or financial relationship which would materially impair his or her ability to act solely in the interests of ALHUDA FOUNDATION. Whenever a Trustee, Director, or committee member has a direct or indirect personal or financial interest in a particular transaction or a decision he or she shall comply with the Conflict-of-Interest policy enacted by the Board of Trustees.



Board of Trustees:

Ahmed Aljebawi

1-Ahmed Aljebawi

Mohammed Alhaffar 3/20/22

2-Mohammed Alhaffar

Kashif Manzoor

3-Kashif Manzoor

Wa'el Bakdash

4-Wa'el Bakdash

M Reda Mossa-Basha 3/20/22

5-M Reda Mossa-Basha

Sohel Anwar 3/20/2022

6-Sohel Anwar

Adel Nada

13- Adel Nada

Mahmoud Hassuneh 3.20.2022

7- Mahmoud Hassuneh

Mahmoud Y. Kassab 3/20/22

8-Mahmoud Y. Kassab

Shaker Rashid 3.20.2022

9-Shaker Rashid

Jehad Sayyah 3-20-22

10-Jehad Sayyah

Taiseer Shatara 3-20-22

11- Taiseer Shatara

Ziad Jaradat 3-20-22

12- Ziad Jaradat