
Bylaws

for the

Al-Salam Foundation

an Indiana nonprofit corporation

ARTICLE I. NAME of ORGANIZATION

The name of the corporation is “Al Salam Foundation, Inc.” and is incorporated in the State of Indiana. The corporation shall be referred to in these Bylaws as the “Foundation.”

ARTICLE II. PURPOSE and STRUCTURE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Mission

The Mission of the Foundation is to fulfill the religious and communal needs of the American-Muslim families and individuals it serves on the north side of Greater Indianapolis, by establishing an inclusive and uplifting masjid, by providing opportunities to learn about Islam, by organizing social and entertaining events for Muslims of all ages, by promoting friendly relations between Muslims and people of other faiths, by undertaking and engaging in religious, charitable, educational and cultural activities, and by fostering a Muslim community based on Islamic principles of brotherhood, equality, mutual help and Islamic teachings of peace, love and justice, based on Quran and sunnah of Prophet Muhammad (PBUH).

Section 3. Structure

The Foundation's structure shall be based on the following three groups: (i) the members of the Foundation (“Members”), (ii) the Board of Directors (“Board” collectively or “Director” individually), (iii) the Board of Trustees (“BOT” collectively or “Trustee” individually) and (iv) those employed or retained for pay or as volunteers (“Staff”). The Members are the supreme authority of the Foundation. The Board shall govern the Foundation and shall have a fiduciary duty to the Members and the Foundation. The Board shall cause to be implemented through the Staff services and activities of the Foundation in addition to the strategic planning for future of the Foundation. The Board shall employ an Executive Director. The

Executive Director shall manage the Foundation by implementing the Goals enumerated by the Board and s/he shall have full control over the day-to-day operations of the Foundation including any Staff or committees formed by the Executive Director.

These Bylaws allocate the rights and responsibilities among the Members, the Board, the BOT and the Staff. This allocation of powers is by design and is to be reflected in the implementation and interpretation of the Bylaws. The intention of this allocation is to create accountability to Members, to prevent any individual or group from exercising undue authority, to ensure renewal in leadership and to provide Members appropriate opportunity to participate in the Foundation's affairs.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility for Membership

Application for membership shall be open to anyone who,

- A. Is a person of at least 18 years of age at the time of application;
- B. Is a Muslim;
- C. Is a legal resident or US citizen;
- D. Has not been convicted of a crime;
- E. Supports the Mission of the Foundation;
- F. Resides in, and has continuously resided for at least 12 months, in the general area surrounding Al-Salam (i.e. Boone, Hamilton or Marion counties of Indiana) in a non-transitory manner (such as an out-of-state/town student or migratory worker) at the time of application and all times during membership;
- G. Submits a membership application and fee.

Membership is granted after receipt of a membership application, payment of annual dues, and approval of the application by the Membership Committee (defined later in these Bylaws). Any dispute with the Membership Committee over an application shall be resolved by the Board.

Ongoing membership is contingent upon the Member continuing to meet the residency criteria (number F above), and paying the annual dues as set in Section 2 of this Article, for so long as that individual is a Member.

Section 2. Annual Dues

Annual dues shall be determined by the Board and detailed in the Manual. The annual dues shall not be an insignificant amount but shall not be burdensome either. The annual dues can be waived for applicants or Members with economic hardship; the Board will develop the criteria and process for such waiver and detail them in the Manual.

Membership shall begin on the day the application is approved. Membership shall be for one calendar year starting on that day and shall need to be renewed by that same day for future years. The Membership Committee shall notify Members timely of upcoming renewal deadlines.

Section 3. Rights of Members

Each Member shall be eligible to vote in elections for the Board. However, the Member must have become a member of the Foundation at least twelve (12) months before the day of the election, or of the first day of the election period if there is more than one day to vote, to be eligible to vote in that election, except for the first election following the adoption of these Bylaws.

Section 4. Resignation

Any Member may resign by filing a written resignation with the Secretary (defined later in these Bylaws). Resignation shall not entitle a Member to a refund of annual dues or any portion thereof.

Section 5. Termination

The Board, after an appropriate hearing that includes the Member in question, and by a minimum of five (5) votes in favor of such action, may suspend or terminate the membership of a Member if it finds that a Member is in violation of these Bylaws, or has exhibited conduct detrimental to the well-being of the Foundation or the community it serves.

ARTICLE IV. MEETINGS of MEMBERS

Section 1. Annual Meetings

An annual meeting of the Members shall take place in the month of March, the specific date, time and location of which will be designated by the Board. At the annual meeting the Members shall receive reports on the activities and finances of the Foundation, and be given an opportunity to give input on the direction of the Foundation for the future. A simple majority of the Board and the Executive Director shall attend the annual meeting of the Members.

Section 2. Notice of Meetings

Notice of the annual meeting of the Members shall be given to all Members, by mail or electronic mail, no less than six (6) weeks prior to the date of the annual meeting. The Board may call other meetings of the Members; notice of such meetings shall be given to all Members, by mail or electronic mail, no less than two weeks prior to the date of the meeting.

ARTICLE V. BOARD of DIRECTORS

Section 1. General Authority

The affairs of the Foundation shall be governed by its Board of Directors. The Board shall have control of and be responsible for overseeing the affairs and assets of the Foundation.

The Board shall interpret the Mission of the Foundation and define the goals needed to fulfill the Mission (“Goals”). The Board shall also determine the performance metrics for the Goals in consultation with the Executive Director.

The Board shall delegate management of the Foundation’s day-to-day activities to an Executive Director (“ED”). The Board shall monitor the performance of the ED based upon performance metrics that measure how well the Foundation is meeting its Goals.

The Board shall be accountable to the Foundation’s Members.

The Board shall develop the policies and procedures of the Foundation which shall be recorded in a Policies and Procedures Manual (hereinafter “Manual”). The Manual

may address in more detail matters addressed in these Bylaws and may address matters not addressed in these Bylaws. In addition, the ED or any committee may propose policies or procedures for the Manual in which case the Board need only approve them. The Manual shall not usurp the ED's authority to manage day-to-day activities of the Foundation so long as the ED's actions are not inconsistent with any part of the Manual.

Section 2. Eligibility

Only a Member in good standing is eligible to serve as a Director on the Board. Furthermore, a Member must meet these additional requirements.

- A. Being a Member for the three (3) year immediately preceding the date he or she would take office in the event of getting elected.
- B. Continuing to be a Member in good standing at all times during his or her tenure as a Director.
- C. Not be related as a spouse, child, parent, grandparent, grandchild, or cousin of any current Director. For purposes of this section, a Director shall not be considered current if that Director's term expires with the current election and the Director is not seeking re-election.
- D. Not being a full-time or part-time paid employee/contractor/consultant of the Foundation or any of its affiliates. Affiliates is defined as any school, organization, business or agency that is connected to or associated with the Foundation or is a subsidiary of the Foundation.
- E. Not being a Trustee or Director (or equivalent) of any other Islamic center or masjid.
- F. Not be convicted of a crime, willful misconduct or gross negligence.

Section 3. Number and Cohorts

Upon the adoption of these bylaws, the starting number of Directors constituting the whole Board shall be eleven (11), comprising of five (5) directors who are members of the Al-Salam BOT at the time of adopting these bylaws, plus six (6) additional directors to join the board through elections. The current members of the BOT are Mr. Ashhar Madni, Mr. Zakir Akbar, Mr. Ali Abufares, Mr. Khalid Mahmood and Dr. Ashraf Saeed.

To ensure that elections will not change more than three (3) directors at a time, the Board shall be divided into four (4) cohorts. The first cohort (cohort 1) comprises of five (5) members who are the current directors of the BOT. The six (6) elected directors are divided into three (3) additional cohorts. Three (3) cohorts shall each be comprised of two (2) Directors each (cohort 2, cohort 3 and cohort 4).

All cohorts of Directors shall be equal in authority except for the term limits as explained in Section 4.

The two (2) Directors receiving the most number of votes in the initial election shall serve in cohort 2, the next top two (2) shall serve in cohort 3, and the last two shall serve in cohort 4. In the event two or more nominees receive the same number of votes then the matter will be resolved by the Election Committee.

Section 4. Initial Board, Length of Term and Term Limit

The first election of Directors after the adoption of these Bylaws shall be for all six (6) directors on the Board, to serve alongside the five (5) BOT directors who are current at the time of adoption of these bylaws. Members of the four (4) different cohorts as described in Section 3 in this initial Board shall serve terms as follows:

- Cohort 1 shall serve until two (2) calendar years from the date that Al-Salam Foundation acquires a Certificate of Occupancy from the concerned city authorities for the soon-to-be built Islamic Life Center (141st street).
- Cohort 2 shall serve a term of three (3) years
- Cohort 3 shall serve a term of two (2) years
- Cohort 4 shall serve a term of one (1) year

Directors in cohort 1 will not be replaced upon the completion of their term. At each annual election of the Directors after the initial election cycle, the Members shall select the number of Directors to replace the Directors whose terms have expired, to serve for a term of three (3) years.

Directors may serve two consecutive three-year terms and then must take a three-year hiatus in order to be eligible to be elected again. Furthermore, an individual can serve on the Board a maximum of four terms in that person's lifetime. Directors who served one or two-year terms on the initial Board shall not have those terms counted against their two consecutive terms limit or four terms per lifetime limit.

Section 5. Quota for Women

Women will be given priority for up to two total Director positions.

In the event female Members are running for Director positions, and there are less than two female Directors at the time, then the female Members will be given priority for up to two total Director positions even if they do not have the greatest number of votes. Female Members shall receive the same priority when there are female Directors at the time but the terms of any of those female Directors ends with the current elections.

This quota gives priority to female Members running for Director positions but does not reserve those positions exclusively for women. In the event there are no female Members running for Director positions then this section shall not preclude a male Member from holding a position that otherwise would have gone to a female had one ran.

Section 6. Meetings and Quorum

Any meeting of the Board shall be held at the Foundation at an agreed upon time. All regular Board meetings shall be open to the Members. A portion of those meetings may be designated as closed sessions for the Board to discuss sensitive issues.

The Board shall meet regularly, but at least every third calendar month. All Directors must attend meetings in person. Exception will be made, at the discretion of the Chair, for Directors who are traveling, are ill or have extraordinary circumstances, in which case those Directors may attend by telephone or video conferencing.

A special or emergency meeting of the Board may be called at the request of the Chair or at least three Directors. The person or persons calling the special meeting of the Board shall fix the time of the meeting.

All matters to be decided or acted upon by the Board shall be done so at a meeting of the Board, with quorum, and by a simple majority vote unless otherwise authorized or required in these Bylaws.

Each Director in attendance shall be entitled to one vote. The act of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

Quorum shall be (i) five Directors in the event the Board has zero vacancies, or (ii) four Directors in the event the Board has one vacancy. If the Board has two or more vacancies then sufficient Directors must be appointed to meet quorum before the Board decides on any other matter.

Section 7. Notice and Agenda

Each Director shall have written notice at least two weeks in advance of a regular meeting. Notice shall be given to each Director in writing, by telephone communication, or by electronic mail. The agenda for all regular meetings shall be circulated to the Directors at least four (4) days prior to the meeting.

Each Director shall have written notice at least two days in advance of a special meeting. Notice shall be given to each Director in writing, by telephone communication, or by electronic mail. The agenda for all special meetings shall be circulated to the Directors at least one day prior to the meeting.

The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Vacancies

The Board may declare vacant the position of a Director if said Director, (i) has been judicially declared of unsound mind, (ii) fails to attend fully three consecutive meetings of the Board without being excused for such absences, or (iii) does not accept such position, or (iv) is deceased. Any vacant office shall be filled without delay for the unexpired term by the next nominee receiving the highest number of votes in the most recent election; if the unexpired term is less than two years then it shall not count towards any term limitations for that individual. If no available nominee accepts to serve, the Board can appoint any member, and such case, appointments to vacant positions require simple Board majority vote.

Section 9. Compensation

Directors shall not receive any compensation for their services as Directors. However, Directors may be entitled to reimbursement for expenses pre-authorized by the Board incurred in furtherance of the business of the Foundation.

Section 10. Informal Action by the Board

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be given by at least five of all of the Directors following notice of the intended action to all Directors.

Section 11. Confidentiality

Directors shall not discuss or disclose confidential information about the Foundation or its activities to any person or entity unless such information is already a matter of public knowledge or such person or entity has a need to know. Directors shall use discretion and good judgment in discussing the affairs of the Foundation with third parties.

Each Director shall execute a confidentiality agreement consistent herewith upon being voted into and accepting appointment to the Board.

Section 12. Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the Chairperson by reference to Robert's Rules of Order.

Section 13. Removal

Any Director may be removed or suspended for cause if a simple majority of, and at least five (5), Directors vote in favor of such action at a meeting of the Board. "Cause" shall be defined as (i) gross negligence, (ii) willful misconduct, (iii) conviction of a felony, or (iv) such other reason as may be appropriate under the circumstances.

Written notice of the intention to remove or suspend and reasons therefore shall be provided to the director at least ten (10) days prior to the meeting date. Electronic means of communication to the last known address or as appears on the membership rolls, shall constitute such notice. No director shall be removed, expelled, or suspended from the Board without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 14. Financial Responsibility

The Board is responsible and liable for all finances, assets, and financial commitments on behalf of the Foundation. No one shall have the right to make any financial commitment except if authorized by the Board.

- A. **Budgets:** The Directors shall approve every year prior to the annual meeting of Members and elections the capital and operations budget. These budgets shall be presented to the Members. The capital budget should include the cost of acquiring new real estate or facilities along with the cost of maintenance for the next three (3) years from the date of initial completion and use. The Directors must balance the budget every year.
 - i. **Operations Budget:** The Directors are authorized to appropriate the existing annual operating budget for the new year starting January 1 until the Board adopts a new operations budget.
 - ii. **Capital Budget:** The Directors are authorized to fulfill any and all contractual obligations, previously authorized and incurred, beyond the current fiscal year ending on December 31st, up to the extent of the funds available, until the Board adopts a new capital budget.
- B. **Investments:** The Directors have the responsibility to plan for the Foundation and its facilities so that the Foundation is financially independent. Hence, income providing investment programs should be initiated to sustain the activities of the Foundation. The Directors may invest in relatively safe investments (e.g., land, real estate, commodities of a non-speculative character, business, etc.) for appreciation of capital of the Foundation.
- C. **Solvency:** The Directors shall keep the Foundation solvent at all times and shall engage in fundraising on a regular basis.
- D. **The Board shall strive to have the Foundation's accounts audited every year by a well-known, independent and certified public accounting firm. Certified balance sheets and related financial statements should be presented to the Members in the annual meeting of Members and all previous records of the financial transactions in the last three years should be made available for public scrutiny on a request basis.**

Section 15. Board of Trustees

The Foundation had a Board of Trustees immediately prior to the adoption of these Bylaws. Those Trustees shall automatically become Directors on the newly formed Board, without the need for nomination or election, shall serve for a term as described in Section 4 above.

These Directors who hold their positions by virtue of having served as Trustees shall be in addition to the Directors elected pursuant to these Bylaws.

In the event a Director who holds his or her position by virtue of having served as a Trustee resigns, then that Director's position shall not be replaced but instead shall be terminated and therefore size of the Board shall decrease by one.

The initial term, or any portion thereof, of Directors who hold their positions by virtue of having served as Trustees shall not count towards that individual's lifetime quota. Furthermore, that Director shall be eligible for election immediately following the expiration of the initial term, or sooner in the event that Director resigns from the Board before the expiration of the term.

The Board of Trustees shall continue to manage the Foundation until the first elected Board takes office, at which time the Board of Trustees shall be dissolved and the Trustees shall become Directors pursuant to these Bylaws.

ARTICLE VI. OFFICERS of the BOARD

The Officers of the Foundation shall be the Chairperson, Vice Chairperson, Secretary and Treasurer. The Officers shall be elected from among the Board, by majority vote of the Board, at its first meeting following elections. All officers excluding Chairperson of the Board, shall hold their positions for a term of two years, renewable with positive Board approval. The Chairperson tenure will be for 1 year and rotated among the Directors by majority vote of board. The Chairperson, after completion of his/her 1-year term cannot rerun for the position until rotated among the Directors who are willing to accept the position.

Section 1. Chairperson

The Chairperson shall have the following rights and duties:

- A. Call and preside at all meetings of the Board and formal meetings of the Members.
- B. General and active management of the business of the Board.
- C. General superintendence and direction of all other officers of the Foundation and see that their duties are properly performed.
- D. See that all orders and resolutions of the Board and committees thereof are carried into effect.
- E. Appoint committee chairpersons and coordinate the work of the Officers and committees.
- F. Work with, oversee and be the point of contact for the Executive Director.
- G. In general perform all the usual duties incidental to the office of the Chairperson and such other duties as may be assigned to the Chairperson by the Board.

Section 2. Vice-Chairperson

The Vice-Chairperson shall be vested with all the powers and shall perform all the duties of the Chairperson during the absence of the latter.

Section 3. Secretary

The Secretary shall have the following rights and duties:

- A. Keep a record and take notes of the meetings, votes, resolutions and actions of the Board, and of such other matters as may be directed by the Chair.
- B. Have custody of the corporate records and corporate seal.
- C. Keep an accurate roll of the names and addresses of the Officers, Directors, and committees and notify Officers and members of committees of their election or appointment.
- D. Issue written notices of all meetings.
- E. Coordinate with the Chairperson and Directors to prepare the agenda, and make arrangements, for all meetings.
- F. Make the arrangements for the annual meeting of the Members.
- G. In general perform all the usual duties of the office of Secretary and such other duties as may be assigned to the Secretary by the Board.

All such records generated pursuant to this section shall be the official records of the Foundation and shall be maintained in perpetuity. Measures will be taken to ensure a

backup of all such records are maintained and that multiple Directors know of the whereabouts, and how to access, the records and the backup records.

Section 4. Treasurer

The Treasures shall have the following rights and duties:

- A. General supervision and oversight of the fiscal affairs of the Foundation.
- B. Ensure the safeguarding of all the funds received by the Foundation and to ensure their proper disbursement in accordance with budget parameters.
- C. Ensure that a full and accurate accounting of all financial transactions are made.
- D. Ensure that regular accounts in the books of the Foundation are kept, which books and accounts shall be open to inspection by any Director and shall at all times be subject to examination and audit as directed by the Chairperson.
- E. Cooperate in the conduct of an annual audit, if one is conducted, of the Foundation's financial records.
- F. Report at each meeting of the Board, or as and when directed by the Chairperson, the financial condition of the Foundation.
- G. In general perform all the usual duties of the office of Treasurer and such other duties as may be assigned to the Treasurer by the Board.

To be clear, however, the Treasurer shall not manage the daily finances of Foundation nor will the Treasurer substitute his/her opinion for the opinion of the Executive Director on financial matters so long as the Executive Director is acting pursuant to the budget of the Foundation.

Section 5. Bank Accounts and Signatures

The Treasurer and/or Executive Director, in accordance with the Manual, shall set up such accounts as necessary for the smooth operation of the financial affairs of the Foundation. The Treasurer and Executive Director shall each have signature power over such accounts as indicated in the Manual.

Section 6. Removal of Officer

Any Officer may be removed from that office with cause, at any time by an affirmative vote of no less than four Directors at any regular or special meeting of the Board. For clarification, this is removal from an office such as Chairperson or Treasurer, not removal from the Board all together. Any Officer may resign at any

time by giving written notice to the Chairperson or Secretary, and unless otherwise specified therein, such resignation shall be effective immediately and shall not be dependent on acceptance by the Board.

No officer of the Board shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the Director in writing at least seven days prior to the meeting at which the motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 7. Vacancies

Any vacant office shall be filled for the unexpired term by a majority vote of the Board.

ARTICLE VII. COMMITTEES

Section 1. Committee Formation

In pursuance of these Bylaws, the Board may designate and create committees (including but not limiting to standing committees as outlined in Article VII, Section 3), each of which shall consist of one or more Directors along with 2 to 10 Members appointed by the Board. The committees may only exercise the authority of the Board as delegated by the Board. The designation and appointment of any such committee and the delegation of authority thereto shall not operate to relieve the Board or any individual Director of any responsibility imposed upon it or him or her. The Chairperson shall appoint a chair to the committee and each committee shall appoint a secretary. The operation of these committees must not interfere with the management of the Foundation by the Executive Director.

Section 2. Procedures and Minutes

Each committee shall keep regular minutes of its meetings and report the same to the Board, when required. Unless otherwise specified in the Board's resolution appointing the committee, these Bylaws relating to meetings, action without meeting, notice and quorum and voting requirements of the Board apply, as well, to such committees and their members.

Section 3. Standing Committees

The Foundation shall have four standing Board committees: a Membership Committee, a Finance Committee, a Fundraising Committee and an Election Committee.

Section 4. Membership Committee

The Membership Committee shall consist of the Secretary, any other Director, and two Members. The Members shall be appointed annually by the Board.

The Membership Committee shall process all Membership applications as required by these Bylaws. The Membership application shall be prepared by the Membership Committee and approved by the Board.

The Membership Committee shall maintain a Membership book of records for the Foundation showing the Membership applications and date of approval, suspension or termination, if any, of a Member.

The Secretary shall be the chairperson of the Membership Committee and shall provide, in a timely manner, a copy of all Membership records to the Board.

Section 5. Finance Committee

The Finance Committee shall consist of the Treasurer, any other Director, and two Members. The Members shall be appointed annually by the Board, which shall give preference to Members with accounting or financial training. The Treasurer shall be the chairperson of the Finance Committee.

The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget with the ED and the Board. The Board must approve the budget and all expenditures must be within budget. Any change in the budget must be approved by the Board. The Finance Committee shall also oversee an annual financial audit of the Foundation by an outside accounting firm.

The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures, and pending income. The financial records of the Foundation are public information and shall be made available to the Members, the Board, and the public.

Section 6. Fundraising Committee

The Fundraising Committee shall consist of at least three Directors and at least four Members. The chairperson (which must be a Director) and Members shall be appointed annually by the Board.

The Fundraising Committee is responsible for spearheading efforts to raise funds for the operation and growth of the Foundation. To be clear, however, it is the responsibility of the entire Board to keep the Foundation solvent and sufficiently funded to fulfill its Goals, Vision and Mission.

Section 7. Election Committee

The Election Committee shall consist of two to five Members appointed by the Board. The Members appointed to this committee shall appoint a chairperson. Any Member is eligible to be on the Election Committee so long as,

- A. They have been a Member for at least two years.
- B. They are not related as a spouse, child, parent, grandparent, grandchild, or cousin to any current Director. For purposes of this section, a Director shall not be considered current if that Director's term expires with the current election and the Director is not seeking re-election.
- C. They are not a full time/part time paid or unpaid employee of the Foundation or any of its affiliates, or a paid contractor/consultant working for the Foundation or its affiliates. Affiliates is defined as any school, organization, business or agency that is connected to or associated with the Foundation or is a subsidiary of the Foundation.
- D. They shall not be a member of the board of trustees or directors (or equivalent) of any other masjid or Islamic center.

The Election Committee shall conduct the annual elections of Directors. A written report shall be filed by the chairperson of the Election Committee with the Board for the permanent record of the Foundation.

ARTICLE VIII. STAFF

Section 1. General

All staff of the Foundation may be paid or unpaid, full-time or part-time. All staff shall have their duties set forth in a written contract, if they are paid, or in a written document, if they are volunteers. The Board shall strive to pay the staff competitive wages and offer benefits.

Section 2. Executive Director

The Board shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Foundation, and shall direct the day-to-day business of the Foundation, maintain the properties of the Foundation, hire, discharge, and determine the salaries and other compensation of all staff under the Executive

Director's supervision, propose and maintain an annual budget, and perform such additional duties as may be directed by the Board. No Directors may individually instruct the Executive Director or any other employee. The Executive Director shall be an ad-hoc member of all committees, except the Election Committee.

The Executive Director may be hired or removed at any official meeting of the Board by a majority vote of the entire Board. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

The ED shall attend Board meetings as requested by the Board.

Section 3. Annual Report and Performance Evaluation.

The Executive Director shall provide a written annual report to the Board which would summarize the Foundation's activities and accomplishments over the preceding year and propose the Foundation's activities for the forthcoming year.

The Executive Director shall also provide to the Board an annual financial report, which shall consist of a balance sheet as of the Foundation's fiscal summary or receipts and disbursements and an income statement, and shall be prepared in such manner and form as sanctioned by sound accounting practices, and shall be certified by the Treasurer. This report shall be provided to the Members via email or published on the Foundation's official website 10 days prior to the annual meeting of Members.

Section 4. Accountant

An Accountant shall be appointed by the ED to manage the day-to-day finances of the Foundation. The Accountant shall require confirmation by the Board but may be terminated at the sole discretion of the ED; the ED shall notify the Board of such termination. The Accountant shall: (i) be responsible for safeguarding all the funds received by the Foundation and for their proper disbursements in accordance with budget parameters; (ii) see that a full and accurate accounting of all financial transactions are made; (iii) keep regular accounts in the books of the Foundation, which accounts shall be open to inspection by the Executive Director and any Board member and shall at all times be subject to examination and audit as directed by the Chair; (iv) provide a monthly financial report to the Executive Director including cash on hand, balance sheet, profit vs. loss, budget vs. actual; (v) cooperate in the conduct

of the internal and external audit of the Foundation's financial records; (vi) in general perform all the usual duties of an accountant and such other duties as may be assigned to him/her by the ED.

ARTICLE IX. CONFLICT of INTEREST and COMPENSATION

The purpose of the conflict of interest policy detailed in the Manual is to protect the Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Foundation or might result in a possible excess benefit transaction. The Foundation shall always maintain such a policy in order to avoid jeopardizing its tax-exempt status. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

ARTICLE X. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of Indiana, the Foundation shall indemnify any Director, Trustee, Member, officer, employee, or agent, or former Member, Director, officer, employee, or agent of the Foundation (each of the foregoing Members, Directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such Member, Director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Foundation in advance of the

final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The Foundation may purchase and maintain insurance on behalf of any person who is or was a Member, Director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Foundation would have the power or obligation to indemnify such person against such liability under this Article.

Section 4. Limitations on Liability

In every instance in which the law, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of Directors or Officers of a corporation to the corporation, the Directors and Officers of the Foundation shall not be liable to the Foundation.

ARTICLE XI. AMENDMENTS

Section 1. Amendment of Bylaws and Articles of Incorporation

Amendments to these Bylaws may be proposed at any regular Board meeting or meeting duly called for this purpose by an affirmative vote of at least 3 Directors. The notice for such a meeting shall be given to the Directors at least fifteen days before the meeting and shall include the exact language of the proposed amendment. Approval of any amendment requires minimum two third (2/3) affirmative majority of the Directors. Once approved by Board, Al Salam General body membership must be informed of any amendment by Board within seven (7) days. Minimum two third (2/3) of Al Salam General body membership constitute the quorum and must respond to approve or reject the amendment. A simple majority of minimum two third (2/3) of Al Salam membership can pass the amendment within twenty-one (21) days after notification.

The Articles of Incorporation may be amended by the same procedures, subject to applicable statutes.

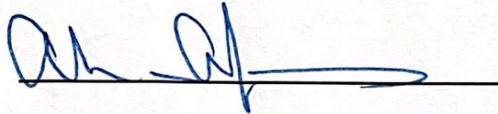
ARTICLE XII. DISSOLUTION

Section 1. Dissolution and Disposition of Assets. The Foundation may be dissolved solely upon a three-fourth vote of the entire Board and a subsequent three-fourth vote of the Members.

Upon dissolution of the Foundation, its assets remaining after payment or provision for payment, of all debts and liabilities of the Foundation shall be distributed to a non-profit organization that shares a similar purpose and mission of the Foundation.

APPROVALS


These bylaws were approved and signed by the Al-Salam Board of Trustees in September of 2020:



Ali Abufares

9/27/2020

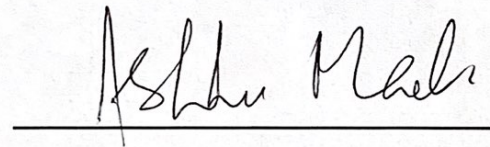
Date



Zakir Akbar

9/27/2020

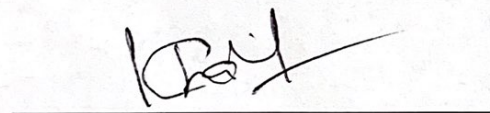
Date



Ashhar Madni

09/25/2020

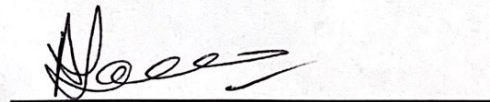
Date



Khalid Mahmood

09/25/20

Date



Ashraf Saeed

9/25/2020

Date