

Tamkeen Bylaws [2018]

[NOVEMBER 2018]

[TAMKEEN]



Article I: Name

The legal name of the non-profit corporation/organization shall be known as Tamkeen, and shall herein be referred to as “Tamkeen”.

Article II: Governing Law

Tamkeen, as a non-profit organization, shall be subject to and governed by the Non-Profit Corporation Act of Washington, the laws that govern a 501c(3) non-profit organization, Tamkeen Articles of Incorporation, and its bylaws. In the event of a direct conflict between the herein contained provisions of these bylaws and the mandatory provisions of the non-profit corporation act of Washington, said Non-profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these bylaws and the Articles of Incorporation of Corporation/Organization, it shall be these bylaws which shall be controlling. Tamkeen was incorporated in the State of Washington on February 14, 2017 pursuant to the _____ RCW, Washington Nonprofit Corporation Act.

All individuals attending, participating, or simply present in Tamkeen, regardless of their official or unofficial status, individuals including but not limited to registered participants, non-registered attendees, guests, or volunteers, must abide by Tamkeen’s bylaws and General Code of Conduct within the time, locality, and scope of the Tamkeen program.

All individuals attending, participating, or simply present in Tamkeen, regardless of their official or unofficial status, individuals including but not limited to registered participants, non-registered attendees, guests, or volunteers, must also abide by affiliate entities’ bylaws within the extent of the relationship between Tamkeen and the affiliate entity.

The Board of Directors, administrative staff, and all those with an official or unofficial leadership position in Tamkeen must abide by the bylaws, General Code of Conduct with respect to their positions, affiliate bylaws within the scope of Tamkeen’s relationship with the affiliate entity, as well as the Administrative Code of Conduct within the scope of their position.

Article III: Principal Office

The principal office to transact business for Tamkeen is located in Kirkland, Washington.

Article IV: Purpose

According to Tamkeen’s Articles of Incorporations, which are attached, the general purpose for which Tamkeen has been established are as follows:

Tamkeen has been established to be educational and religious. Tamkeen aims at the advancement of religion and the advancement of education of the youth in the Muslim community. Tamkeen is established within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

Tamkeen has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, Tamkeen shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

Tamkeen shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Washington and as many be necessary or expedient for the

administration of the affairs and attainment of the purposes of Tamkeen. At no time and in no event shall Tamkeen participate in any activities which have not been permitted to be carried out by a Tamkeen exempt under Section 501(c) of the Internal Revenue Code of 1986.

Tamkeen shall be operated for the purpose stated above. Toward this end, Tamkeen shall:

- A) Provide educational and/or religious lessons that abide by the principles as described in Article V
- B) Provide youth with opportunities for social interaction amongst themselves by means of discussion and/or activity
- C) Strive to create an Islamic environment that inculcates the principles outlined in section Article V
- D) Encourage personal and community growth by incentivizing youth to lead Tamkeen, and serve their immediate community and global *ummah* with their skill set
- E) Work within a hierarchical structure to establish cohesion and unity within Tamkeen
- F) be governed, within Tamkeen's entire scope, including but not limited to its administrative and organizational structure, administrative decisions, organizational conduct, internal and external activity, publications, and affiliations, by the principles expressed in Article V.

Article V: Principles

The principles of Tamkeen are derived from the entirety of the following sources;

- A) The Quran, as compiled by Zayd ibn Thabit and preserved unchanged from the time of revelation to Prophet Mohammed (pbuh)
- B) The Prophet's Sunnah, as relayed by the of the companions of the Prophet (pbuh), and documented by traditional Hadith scientists like Bukhari, Imam Ahmad, Nisa'i, Ibn Majah, Abi Dawud, and Tirmidhi.
- C) Aqeedah, as understood by near consensus of the four Islamic schools of jurisprudence within the Sunni tradition (Hanafi, Shafi'i, Maliki, and Hanbali), which shall be the theoretical baseline for all of Tamkeen's operations
- D) Sharia, the system comprised of all of the above (A-C) elements
- E) Fiqh, the study which analyzes, interprets, and derives rulings from the Quran and Sunnah, within the bounds of the four schools of jurisprudence (Hanafi, Shafi'i, Maliki, and Hanbali). Fiqh within the bounds of the four schools will be the mechanism of interpreting elements (A-D).

Article VI: Membership

Tamkeen is a non-member organization, but to become a registered participant a person must agree to abide by the Tamkeen bylaws in its entirety, and other subsequent guidelines like the General Code of Conduct for general members and Administrative Code of Conduct for those seeking a leadership position. Individuals and families must formally register into the Tamkeen system by means of contacting the registrar.

Article VII: Board of Directors

General Powers and Responsibilities

Tamkeen shall be governed by a Board of Directors (the "Board") which shall have all the rights, powers, privileges, and limitations of liability of directors of a non-profit corporation organized under the Non-profit Corporation Act of Washington.

The Board shall establish policies and directives governing business and programs of Tamkeen and shall delegate to the Executive Director and Tamkeen staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

The Board shall have up to 10, but no fewer than 3, Board members. The number of Board members may be increased beyond 10 members or decreased to less than 3 members by the affirmative vote of a simple majority of the then serving Board of Directors. A Board member need not be a resident of the State of Washington.

In addition to the regular membership of the Board, representative of other organizations or individuals as the Board may deem advisable to elect shall be Ex-Officio Board Members, which will have the same rights and obligations, including voting power, as other directors.

Board Compensation

The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to “Contracts Involving Board Members and/or Officers” as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving Tamkeen in any other capacity and receiving compensation for services rendered.

Board Elections

The Board members shall present nominations for new and renewing Board members at the board meeting immediately preceding the beginning of the next fiscal year. Members can also submit nominations for Board members. All recommendations shall be made known to the Board in writing before nominations are made and voted on by all board members. New and renewing Board members shall be approved by a majority of those Board members at a Board meeting at which a quorum is present.

Term of Board

All appointments to the Board shall be for a term of 1 year(s). No person shall serve more than 15 consecutive terms, unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 2 additional years.

Vacancies

A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- a) the death, resignation, or removal of any director;
- b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of any crime, found by final order or judgement of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a director, or has missed 6 consecutive meetings of the Board of Directors, or a total of 12 meetings of the Board during any one calendar year;
- c) an increase in the authorized number of directors; or
- d) the failure of the directors, at any annual or other meeting of directors at which director(s) are to be elected, to elect the full authorized number of directors

Removal

The Board of Directors, by way of affirmative vote of a 70% vote of the directors then currently in office, not including the individual in the position of removal, may remove any director if they are found to violate any codes applicable to a 501(c)3 or the Tamkeen bylaws. The director to be removed has must be given an opportunity to be heard by the Board, and must be notified in writing of their removal.

Any director may resign effective upon giving written notice to any of the Board members of Tamkeen, who then has a duty to inform every Board member of Tamkeen, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Washington is first notified, no director may resign when Tamkeen would then be left without a duly elected director in charge of its affairs.

Any vacancy on the Board may be filled by vote of a simple majority of the directors then in office, whether or not the number of directors then in office is less than a quorum, or by vote of a sole remaining director. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Meetings

The Board's regular meetings may be held at such time and place as shall be determined by the Board. Mixed meetings, consisting of both male and female Board members or Tamkeen members, should be avoided to the fullest extent.

The Chair of the Board, or any 3 regular Board members, may call a special meeting of the Board with 1 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via email or regular mail. Phone calls and text messages are additional methods of reaching board members, but only as supplemental methods of reaching the Board members.

The person(s) authorized to call such special meetings of the Board may also establish the place of the meeting to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

Minutes

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or their temporary replacement, shall prepare the minutes of the meetings, which shall be delivered to the appropriate person to be placed in the minute books. A copy of the minutes every week should be shared with all Board members every month, and stored in a minutes book with other Tamkeen archives.

Action by Written Consent

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of directors in office must constitute a quorum for an action taken by unanimous written consent. Such consent shall be placed in the minute book of Tamkeen and shall have the same force and effect as a unanimous vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

At each meeting of the Board of Directors or Board Committees, the presence of 3 persons shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote.

The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting

Voting

Each Board member shall only have one vote.

Proxy

Board members shall not be allowed to vote by written proxy.

Board Member Attendance

An elected Board Member who is absent from 6 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to Tamkeen. The Board may deem a Board member who has missed 3 consecutive meetings without such a reevaluation with the Chair to have resigned from the Board.

Article VIII- Officers

Officers and Duties

The Board shall elect officers of Tamkeen which shall include a Chair of the Board (Chief Executive Officer or President), Vice President, a Secretary, a Treasurer (Chief Financial Officer), and such other officers as the Board may designate by resolution. Board members must be at least 18 years of age.

The same person may hold any number of offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board or the President. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board, subject to all the rights, if any, of any officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any officer that may be under any contract of employment, any officer may be removed with or without cause by the Board. All officers have the right to resign at any time by providing notice in writing to the Chair of the Board, President, and/or Secretary of Tamkeen, without bias or predisposition to all rights, if any, of Tamkeen under any contract to which said officer is a part thereof. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed bylaws for regular appointments to such office. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Chair of the Board (Chief Executive Officer or president)

It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee. The Chair of the Board is authorized to execute, in the name of Tamkeen, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by Tamkeen. The Chair of the Board has the exclusive authority to appoint the succeeding Chair of Board among the current or the future board members. The Chair of the Board assigns offices (treasurer, secretary and vice president) to the current board members. The Chair of the Board cannot hold more than three consecutive one-year terms.

It shall be the responsibility of the President, in general, to supervise and conduct all activities and operations of Tamkeen, subject to the control, advice and consent of the Board of Directors. The President shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of Tamkeen, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the President under a contract of employment where appropriate. The President shall be empowered to act, speak for, or otherwise represent Tamkeen between meetings of the Board. The President shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board. The President, at all times, is authorized to contract, receive, deposit, disburse and account for all funds of Tamkeen, to execute in the name of Tamkeen all contracts and other documents authorized either generally or specifically by the Board to be executed by Tamkeen, and to negotiate any and all material business transactions of Tamkeen.

Vice President

In the absence of the President, or in the event of his/her inability or refusal to act, or in the event of the president delegating his responsibilities to the vice president, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

In the event that the office of the president is vacant with no appointed future president appointed by the retiring president, the vice president serves as an interim president, and appoints the new president among the male representatives of the board. In the case of new male representatives are not willing to serve as the president, the vice president requests nominations from the boys administrative committees and selects the new president.

Secretary

The Secretary, or his/her designee, shall be the custodian of all records and documents of Tamkeen, which are required to be kept at the principal office of Tamkeen, and shall act as secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of Tamkeen and shall see that the seal of Tamkeen, if any, is affixed to all documents, the execution of which on behalf of Tamkeen under its seal is duly authorized in accordance with the provisions of these bylaws.

Treasurer (Chief Financial Officer)

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of Tamkeen, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of Tamkeen, as may be ordered by the Board of Directors, and shall render to the Chair of the Board and directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of Tamkeen. The Treasurer shall give Tamkeen a bond, if so requested and required

by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to Tamkeen of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. Tamkeen shall pay the cost of such a bond.

Board Vote/Decision-Making Process

The Tamkeen board will regularly check in and consult the two Administrative Committees to listen and understand their concerns, requests, and opinions on different matters in Tamkeen.

In addition, an issue in controversy amongst board members must be presented to an objective group of Muslims well-versed in Islamic thought, as outlined in the Principles of Section V, so that decisions made by board members can be reasonably justified using Islamic evidence, which comprises of the sources listed in Principles of Section V.

During the discussion process between board members themselves, the Administrative Committees themselves, and discussion between board members and the Administrative Committees, the Principles as outlined in Section V must be the foundation of decision making and argumentation on either side of an issue.

When presenting an opinion on a certain topic in the decision making process, board and committee members must appeal to the Principles in Section V to support their opinion to the extent that it is credible.

Article IX: Committees

Committees of Directors

The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. The Board of Directors may nominate and conduct a majority vote to create a committee, or include new committee members.

Each such committee shall consist of two (2) or more directors, and may also include persons who are not on the Board but whom the directors believe to be reliable and competent to serve at the specific committee. However, committees exercising any authority of the Board of Directors may not have any non-director members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present.

Tamkeen shall have at least two Administrative Committees, one for male administrators, and optional sub-administrators, and the other for female administrators and optional sub-administrators. These committees will maintain the primary operations of the Tamkeen program, in its entire scope, with respect to the group of Tamkeen registered participants (male, or female) they are serving.

Each of the two Administrative Committees must manage tasks for their respective population, (male or female Tamkeen), included but not limited to;

- A) Activities and events
- B) Media and publicity
- C) General Administrator Committee and Tamkeen management

- D) Website and tool development
- E) Asset management

The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Directors or any committee that has the authority of the Board.
- c) Fix compensation of the directors serving on the Board or on any committee.
- d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- f) Appoint any other committees of the Board of Directors or their members.
- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of Tamkeen otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to law. Unless otherwise authorized by the Board of Directors, no committee shall compel Tamkeen in a contract or agreement or expend Tamkeen funds.

Meetings and Actions of Committees

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article VII - Board of Directors of these bylaws concerning meetings and actions of the directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with Tamkeen records. The Board of Directors may adopt rules not consistent with the provisions of these bylaws for the governance of any committee. If a director relies on information prepared by a committee of the Board on which the director does not serve, the committee must be composed exclusively of any or any combination of (a) directors, (b) directors or employees of Tamkeen whom the director believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the director believes to be within that person's professional or expert competence.

Executive Committee

Pursuant to Article VII - Committee of Directors, the Board may appoint an Executive Committee composed of a minimum of 3 directors, one of whom shall be the Chair of the Board of the Board and another shall be either the Secretary, or the Treasurer, to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of Tamkeen between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 7 - Committee of Directors. The Secretary of Tamkeen shall send to each director a summary report of the business conducted in any meeting of the Executive Committee.

Article X: Standards of Care

General

A director shall perform all the duties of a director, including, but not limited to, duties as a member of any committee of the Board on which the director may serve, in such a manner as the director deems to be in the best interest of Tamkeen and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a director, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of Tamkeen whom the director deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the director deems to be within such person's professional or expert competence;
- or c) A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director deems to merit confidence,

so long as in any such case the director acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted. Except as herein provided in Article X- Standard of Care, any person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which Tamkeen, or assets held by it, are dedicated.

Loans

Tamkeen shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the Washington Attorney General; provided, however, that Tamkeen may advance money to a director or officer of Tamkeen or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Conflict of Interest

The purpose of the Conflict of Interest policy is to protect Tamkeen's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities. Restriction on Interested Directors Not more than 0% (percent) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by Tamkeen for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

Establishing a Conflict of Interest

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists

Addressing a Conflict of Interest

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The Chair of the Board of the Board shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether Tamkeen can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of Tamkeen, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

Violations of Conflict of Interest Policy

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action

Procedures and Records

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

Acknowledgement of Conflict of Interest Policy

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;

- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands that Tamkeen is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes

Violation of Loyalty-Self-Dealing Contracts

A self-dealing contract is any contract or transaction;

(i) between this Tamkeen and one or more of its Directors, or between this Tamkeen and any corporation, firm, or association in which one or more of the Directors has a material financial interest ("Interested Director"), or

(ii) between this Tamkeen and a corporation, firm, or association of which one or more of its directors are Directors of this Tamkeen. Said self-dealing shall not be void or voidable because such Director(s) of corporation, firm, or association are parties or because said Director(s) are present at the meeting of the Board of Directors or committee which authorizes, approves or ratifies the self-dealing contract, if:

a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Director in good faith (without including the vote of any membership owned by said interested Director(s));

b) All material facts are fully disclosed to or otherwise known by the Board of Directors or committee, and the Board of Directors or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the interest Director(s)— and the contract is just and reasonable as to Tamkeen at the time it is authorized, approved, or ratified; or

c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to Tamkeen at the time it was authorized, approved, or ratified.

Interested Director(s) may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

Article XI: Indemnification

To the fullest extent permitted by law, Tamkeen shall indemnify its "agents," as described by law, including its board members, directors, officers, employees and volunteers, and including persons formerly or those with a high potential of occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of Tamkeen, by reason of the fact that the person is or was a person as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

Tamkeen shall have the power to purchase and maintain insurance on behalf of any agent of Tamkeen, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

Article XII: Execution of Corporate Instruments

Execution of Corporate Instruments

The Board of Directors may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or

signature shall be binding upon Tamkeen. Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of Tamkeen, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of Tamkeen, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by Tamkeen shall be executed, signed, and/or endorsed by the Chair.

All checks and drafts drawn on banks or other depositories on funds to the credit of Tamkeen, or in special accounts of Tamkeen, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Loans and Contracts

No loans or advances shall be contracted on behalf of Tamkeen and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of Tamkeen may enter into any contract or execute and deliver any instrument in the name of and on behalf of Tamkeen.

Article XIII: Records and Reports

Maintenance and Inspection of Articles and Bylaws

Tamkeen shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns

Tamkeen shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Maintenance and Inspection of Other Corporate Records

Tamkeen shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of Tamkeen. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of Tamkeen shall turn over to his or her successor or the Chair of the Board or President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of Tamkeen as have been in the custody of such officer, employee, or agent during his or her term of office. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of Tamkeen and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Preparation of Annual Financial Statements

Tamkeen shall prepare annual financial statements using generally accepted accounting principles. Tamkeen shall make these financial statements available to the Washington Attorney General and registered participants of the public upon request.

Reports

The Board shall ensure an annual report is sent to all directors within 45 days after the end of the fiscal year of Tamkeen, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of Tamkeen for both general and restricted purposes during the fiscal year.
- d) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of Tamkeen that such statements were prepared without audit from the books and records of Tamkeen.

The Board shall share with its registered participants an annual report as to where all funds have been spent to maintain transparency.

Article XIV – Fiscal Year

The fiscal year for this Tamkeen shall end on December 31.

Article XV: Corporate/Organization Seal

The Board of Directors may adopt, use, and alter a corporate/organization seal. The seal shall be kept at the principal office of Tamkeen. Failure to affix the seal to any corporate/organization instrument, however, shall not affect the validity of that instrument.

Article XVI: Amending the Bylaws

Amendments to the Tamkeen bylaws can be done at the annual meeting of the Board or a special meeting called for this purpose. Notice for such a meeting should be made at least ten days in advance, by the form of email or mail. Phone calls and text messages are supplemental but not dispositive means of notice.

The notice shall describe the amendments wanted to be made to the bylaws, and a vote of at least two-thirds is required to amend the bylaws.

Article XVII: Arbitration

Bringing Charges against Tamkeen Board of Directors and Administrative Committee Members

Any registered member of Tamkeen may bring charges of misconduct, misdemeanor, misappropriation of funds, fraud, corruption, or cover-up of such offenses against any Board of Director, ex-Board member who served within the previous one year, or Administrative Committee Member of Tamkeen.

The following procedure applies;

- A) Charges shall be given in writing to the Tamkeen president.
- B) Administrative proceedings shall not be invoked more than once within any twelve month period by an individual registered member

Formation of an Arbitration Panel

Within thirty days of receipt of the written charges, the Board shall form an Arbitration Panel to address any charges brought against Board of Directors or Administrative Committee Members of Tamkeen.

- A) The Arbitration Panel shall consist of seven members, two selected by the accuser(s), two selected by the accused, and one chairperson selected by the Board of Directors, and two objective, outside persons who have a substantial understanding of Islam as outlined in Principles, Article V.
- B) If the accused is a member of the Board of Directors, that person will not be included in the Board of Directors' selection of the panel member
- C) Neither the accused nor accuser shall be on the panel, but have the opportunity to speak and bring witnesses and other evidences as necessary to make their argument
- D) At least four of the panel members must be a Tamkeen registered participant for at least one year, or have someone in their immediate family who was a registered participant of Tamkeen for at least one year
- E) Both the accuser and the accused must agree to accept and abide by the decision of the panel

Responsibilities of the Arbitration Panel

- A) The panel shall be considered a panel of judges, rather than advocates for either party
- B) The panel should understand the entirety and context of the allegation, as well as the intricacies of the Tamkeen organizational structure, custom, and the orders of operation
- C) The panel must speak to and listen to Board of Directors and Administrators Committee Members, if the Board and Committee so are open to communication
- D) The chairperson of the panel shall fix the time for the first session of the panel within a week after the formation of the panel and shall notify, in writing, the panelists at least three days before the scheduled session
- E) Decisions shall be made by a simple majority vote of the panel
- F) Decisions shall be reached within a month after formation of the panel
- G) The panel shall hear the charge(s) as well as witnesses from both sides, examine all evidences, pass a verdict of "Guilty" or "Not Guilty", and determine punitive and/or corrective measures
- H) The panel shall report its findings to the Board of Directors which is obliged to enforce the decision of the panel
- I) If the panel finds clear evidence of criminal violation according to State and/or Federal laws, it may recommend to the General Body to consider the possibility of legal suit against the person(s) accused.

Article XVIII: Dissolution

A decision to dissolve Tamkeen can only be reached after the Board of Directors approve by a 90% vote, and then brought to a General Body meeting held for that purpose and requires approval by at least 4/5 of the members of the Administrator Committees.

Article XIX: Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Tamkeen registered member as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

Article XX: Review and Approval of Bylaws

CERTIFICATE OF SECRETARY I, _____, certify that I am the current elected and acting Secretary of the benefit Tamkeen, and the above bylaws are the bylaws of this

Tamkeen as adopted by the Board of Directors on this day of _____, and that they have not been amended or modified since the above.

EXECUTED on this day of _____, in the County of United States Of America in the State of Washington.

_____ (Duly Elected Secretary)

Signature of board members

_____ (President)

_____ (Vice President)

_____ (Secretary)

_____ (Treasurer)

_____ (Board member)