

# Al Falah Academy



## By-Laws

### Revision:

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**BYLAWS  
OF  
Al Falah Academy, Inc.**

**Article A. ORGANIZATION**

**Section A.1. NAME**

The name of the corporation shall be Al Falah Academy (“Corporation”). The words Al Falah Academy and CORPORATION are used interchangeably in these bylaws.

**Section A.2. PRINCIPAL OFFICE**

The principal office for the transaction of the business of Al Falah Academy is located at 1835 Shackelford Ct. Norcross, GA 30093

**Section A.3. MAILING ADDRESS**

The mailing address of the School is: 1835 Shackelford Ct. Norcross, GA 30093

**Article B. PURPOSE**

**Section B.1. PURPOSE**

1. Al Falah Academy is organized exclusively for charitable, religious, educational and scientific purposes, including, for such legal purposes as the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue code (or the corresponding section of any further Federal tax code.)
2. The purpose for which this CORPORATION is organized is to operate a school:
  - a. Based on the principles of the Quran and Sunnah, that nurtures, cultivates and fosters creative and critical thinking skills, academic excellence and strong moral values, to develop in each student a positive identity as a Muslim, who is prepared intellectually, socially, emotionally and physically for the betterment of family, community and humanity.
  - b. To offer academic excellence so that students can be prepared to take active and productive roles in the societies in which they live.
  - c. To enable students to enhance their understanding of the Arabic language and Islam in accordance with Ahlas Sunnah wal Jama’ah.
3. The CORPORATION shall not be formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the CORPORATION is distributable to, or ensures to the benefit of, its Trustees or officers.
4. Notwithstanding any other provision hereof, the CORPORATION shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section (501) (c) (3) of the Internal Revenue Code of 1986 (or any corresponding provisions of any subsequent Federal tax laws) and by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code (or any corresponding provisions of any subsequent Federal tax laws).
5. Such purposes are to be carried out through any and all lawful activities, including others not specifically stated above, but permissible for use by non-profit corporations in furtherance of their interests.

## **Article C. POLICIES**

The following are the basic policies of the Corporation:

1. The CORPORATION shall be non-profit, nonpolitical, and nonpartisan.
2. The name of the CORPORATION or the name of any officers or Trustees in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purposes not appropriately related to the promotion of the objectives of the CORPORATION.
3. This CORPORATION may collaborate with other legal organizations concerned with the purposes for which this CORPORATION is formed. Al Falah Academy will maintain a cordial relationship and operate in harmony with other mosques and Islamic institutions in the greater Atlanta area and other areas in North America.
4. Al Falah Academy admits students of any race, color, and national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to its students. Al Falah Academy does not discriminate in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school administered programs.
5. Al Falah Academy is not affiliated with any local, national or international organization or institution.

## **Article D. MEMBERSHIP**

The CORPORATION will be a nonmembership corporation.

## **Article E. GOVERNANCE**

These Bylaws and its Board of Trustees shall govern Al Falah Academy.

## **Article F. BOARD OF TRUSTEES**

### **Section F.1. PURPOSE**

Board of Trustees, hereon also referred as Board, shall be the body that shall govern and hold the Al Falah Academy in trust in the name of Allah (swt). The Board of Trustees shall:

1. Provide long-term strategic direction.
2. Ensure financial and legal viability.
3. Maintain and respect the confidentiality with regards to the applications and the staff past and current.
4. The Board shall be responsible to the community for providing the best school and environment for the children.
5. Be held legally and morally accountable to ensure the vision and goals of the school, are followed by all the individuals involved in the school.

6. Select administration and create leadership depth.
7. Recruit and staff the school, including entering into any contracts with staff. The board shall also be final authority on dismissal of any staff.
8. In the event of absence or gap in school leadership, the board will assume this role until the gap is filled.
9. Set policies that are implemented by administration as processes and procedures.
10. Set annual goals with administration, aligned with the strategic plan.
11. In the initial years, as needed, volunteer in the school as parents and support the administration of the school as parents (and not as board members).

**Section F.2. POWERS**

The business and affairs of the School shall be managed, and all powers shall be exercised, by or under the direction of the Board. Without prejudice to these general powers, and subject to the same limitations, the Board shall have the power to:

1. Control and manage the property, affairs, and funds of the CORPORATION.
2. Select and remove all officers, agents and employees of the Corporation with these by-laws, and with the Articles of Incorporation; and prescribe any powers and duties for them that are consistent with corporate law and with these By-laws.
3. Empower the School Principal to act as the executive officer of daily operations in order to conduct the affairs and business of the School.

**Section F.3. LIMITATIONS**

The limitations on powers of the Board are subject to the Articles of Incorporation and these By-laws.

**Section F.4. COMPOSITION**

1. If any vacancy is created due to any of these Trustees leaving the Board of Trustees, then the rest of the Trustees will use the process defined in Section F.6 for Vacancies.
2. The initial Board of Trustees will serve two terms of three years and will then stagger off by drawing a name to retire or by a Board of Trustees member volunteering to leave the Board of Trustees. This is dependent on the position being filled with a qualified new member as per Election Process defined in Section F.5.
3. The membership to the Board of Trustees will continue to be renewed for additional terms of 3 years until a qualified successor is selected as per the Election Process defined in Section F.5

**Section F.5. ELECTION PROCESS:**

The Board of Trustees shall follow the below process in electing and filling any vacancy in the Board of Trustees:

1. The Board of Trustees shall seek nomination from the community, which includes the Founder’s body, Advisory body, parents and others.

2. The nominated member must be:
  - a. Accept and be committed to the vision, goals and structure of Al Falah Academy.
  - b. Accept the principles and policies of Al Falah Academy as defined at the time of nomination.
  - c. Be willing to serve as a Trustee of Al Falah Academy and perform all the duties as defined in these by-laws.
  - d. Known to be of good character and integrity by the person offering the name into nomination.
3. The Board of Trustees, by simple majority elects the member to the Board of Trustees. The Trustee, who is being replaced, cannot participate in the election process on his/her own nomination.
4. Each Board Member is eligible for nomination and re-election for only two consecutive terms or until a qualified successor is elected as per this section.
5. Each Board Member shall be elected for a term of 3 years or until a qualified successor is elected as per this section.
6. Each Board Member, including a member elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor is elected.

#### **Section F.6. VACANCIES**

Any vacancy occurring in the Board of Trustees and any Trusteeship to be filled by reason of an increase in the number of Trustees may be filled using the Election Process defined in Section F.5. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office and until his successor is elected and qualified. Service of less than half a term in a vacant position shall not count as a term in office for purpose of reelection to two consecutive terms.

A vacancy or vacancies on the Board of Trustees shall occur in the event of:

1. The death or resignation of any Trustee; or
2. Action by Board of Trustees as per Removal of Trustees as defined in Section F.7.

#### **Section F.7. REMOVAL OF TRUSTEES**

Board of Trustees may remove a Trustee in the event of:

1. The declaration by resolution of the board of a vacancy in the office of a Trustee who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under the Un-annotated Georgia Code, Chapter 14-3 Georgia Nonprofit Corporation Code;
2. The vote by a three-fourths majority of all remaining Board members, to remove the Trustee(s) provided that such action is taken at a meeting of the Board called expressly for that purpose; This may also be brought against a Trustee for violation of Islamic norms or for bringing the corporation into disrepute.

## **Section F.8. RESIGNATIONS**

Except as otherwise required by law, any Trustee of the Corporation may resign at any time by giving written notice to the Board or to the President or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. As a principle, Trustees are expected to give 60 day notice for resignation.

## **Section F.9. QUORUM**

A majority of the number of Trustees shall constitute a quorum for the transaction of business. No proxy vote shall be allowed. Except as otherwise provided by law or by the Articles of incorporation or these By-laws, the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board. All Ex-Officio members of the Board will not be considered while constituting the quorum.

## **Section F.10. MEETINGS**

Meetings of the Board of Trustees, regular or special, may be held at such place within or without the state of Georgia, and upon such notice as may be prescribed by resolution of the Board of Trustees. A Trustee's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the Trustee for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Trustees need be specified in the notice or waiver of such meeting. Board meeting shall be conducted using Roberts's rules of procedure.

1. Annual Meetings The Board of Trustees shall meet annually on or at such time as may be designated by the Board.
2. Special Meetings. The Board of Trustees shall meet for special meetings when called by a majority of the Board upon written request submitted to the president of the Board. The President of the Board may call a special meeting on his/her own authority.
3. Other Regular Meetings Other regular meetings of the Board shall be held once a month. The Board secretary shall notify all Board members of the date, time and place of such meetings.

## **Section F.11. INFORMAL ACTION BY TRUSTEES**

Meetings by Conference Telephone: Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any action required or permitted to be taken by the Board may be taken without a meeting if all Trustees consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Trustees shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Articles of Incorporation or these By-Laws, any or all Trustees may participate in a meeting of the board or a committee of the board by means of conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.



## **Section F.12. VOTING**

Each member of the Board shall have one vote upon all matters presented to the Board of Trustees. In case of a tie, the President of the Board may cast a tie-breaking vote or at her/his discretion table the tied resolution. Ex-officio Board members do not have voting rights.

## **Section F.13. ORDER OF BUSINESS**

The order of business at all meetings of the board shall be as follows

1. Roll Call
2. Approval of the Minutes of the preceding meeting(s)
3. Reports of Committees (if applicable)
4. Old and Unfinished Business (if applicable)
5. New Business
6. Adjournment

## **Section F.14. EX-OFFICIO MEMBERS**

The Principal of Al Falah Academy shall be ex-officio member of the Board of Trustees with no voting rights in the proceedings of the Board.

Board of Trustees at its own discretion may add other as Ex-officio members to the board without the need to revise the by-laws.

When deemed necessary, Board of Trustees will call meetings in the absence of one or all of the Ex-Officio members.

## **Section F.15. NON-VOTING INVITEES**

The President of the Board, with the approval of the majority of the voting Members of the Board, present and voting, may invite a person or persons not members of the Board to attend a meeting of the Board. Such invitees shall not have voting rights in the proceedings of the Board meeting to which they are invited

## **Section F.16. COMPENSATION OF TRUSTEES**

The Corporation shall not pay any compensation to Trustees for services rendered to the Corporation except that Trustees may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board. However, nothing contained herein shall be construed to preclude any Trustee from serving the organization in any other capacity and receiving compensation therefore.

## **Section F.17. RESTRICTIONS ON INTERESTED PERSONS**

Restriction on interested persons as Trustees (public benefit corporation, no more than 49 percent of the persons serving on the board may be "interested persons." An interested person is (a) any person

compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time employee or as independent contractor; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Corporation

### **Section F.18. DUTIES OF BOARD MEMBERS**

1. Board members are expected to be dedicated to the work of the organization and its vision for the future.
2. In addition to attending meetings, Board members lend their skills, expertise and talents to the organization through committees and special projects.
3. It is expected that each Board member regularly attends Board meetings and serves at least on one committee. A member of the Board should chair each committee.
4. Board members are expected to educate themselves about the school’s history, goals, current operations, fiduciary matters, policies, and concerns in order for casting an informed vote.
5. Each member of the Board should provide support to the growth of the organization.
6. It is expected that Board members would come to meetings prepared, having read the minutes of previous meetings and other pertinent materials, and would participate in the discussion of all matters before the Board.
7. Board members always respect confidentiality of Board discussions.
8. A Board member should never seek to impose a personal agenda on the staff of the school or become involved in curricular issues as a Trustee, unless specifically authorized by the Board.
9. Board members are expected to be careful against any conflict of interest, whether business related, or personal, in jeopardizing the effective functionality of the Board.
10. All Board members must sign a Code of Conduct.

## **Article G. FOUNDERS BODY**

### **Section G.1. DESCRIPTION:**

The Founding body is a shura (consultative) group established by Board of Trustees to actively assist in the operation of the school and share the Vision and Mission of Al Falah Academy. This group shall include parents and non-parents who desire and wish to strive and assist with starting and participating in the operation of the Al Falah Academy under the policies and strategies defined by the Board of Trustees of Al Falah Academy.

Board of Trustees will present a school progress report to Founders Body on a quarterly basis and seek their guidance and input. The Board of Trustees may also seek advice and guidance from Founders body on matters that the Board deems necessary.

## **Section G.2. COMPOSITION:**

The Board of Trustees shall, at its own discretion, establish a founder's body at the inception of the Al Falah Academy through invitation to individuals that are:

1. Muslim parents and volunteers, who expressed interest to be active in the establishment of Al Falah Academy.
2. Accept the Vision, Mission, goals and structure of Al Falah Academy.
3. Accept the principles and policies of Al Falah Academy as defined by Board of Trustees.
4. Each member of the Founders body will be required to sign an affidavit, similar to the one signed by Board of Trustees, to not violate the principles and policies of Al Falah Academy as provided by Board of Trustees in writing.

## **Section G.3. DUTIES OF FOUNDERS**

1. Actively participate in the operational establishment of Al Falah Academy.
2. Provide support to Al Falah Academy in time and/or funds.
3. Participate in quarterly School Review meetings scheduled for Founders body by Board of Trustees.
4. Founders will refer to the Board of Trustees any issue related to policy and procedural matter that has not been previously documented.
5. Unless specifically authorized, no member of the Founders body will enter into any contract on behalf of Al Falah Academy.
6. Unless specifically authorized, no member of the Founders body will issue public statements on behalf of Al Falah Academy that have not been documented and/or issued by Board of Trustees of Al Falah Academy.
7. Operational committees of Al Falah Academy should include at least two members from the Founders body.

## **Article H. ADVISORY BODY**

### **Section H.1. DESCRIPTION**

The Advisory Body is a shura (consultative) body established by Board of Trustees to act as the trusted advisor and counsel to the Board of Trustees in matters of religious jurisprudence, educational strategies, social integration, organizational design, and long term financial viability of the school.

### **Section H.2. COMPOSITION**

The Board of Trustees shall select the members of the Advisory Body and shall use the following criteria:

1. Imams, educators and board members of other Islamic Organizations within the United States.
2. Muslims and Non-Muslims, who are excellent in their fields of expertise and agree with the Vision and Mission of Al Falah Academy.

### **Section H.3. DUTIES OF ADVISORY BODY**

1. Advise the Board of Trustees on religious and secular curriculum.
2. Create an externality effect for the school through networking and communications with the larger community.
3. Review and provide guidance to the Board of Trustees, based on the quarterly report submitted by the Board of Trustees.
4. Advisors will refer to the Board of Trustees any issue related to policy and procedural matter that has not been previously documented.
5. Unless specifically authorized, no member of the Advisory body will enter into any contract on behalf of Al Falah Academy.
6. Unless specifically authorized, no member of the Advisory body will issue public statements on behalf of Al Falah Academy that have not been documented and/or issued by Board of Trustees of Al Falah Academy.

### **Article I. COMMITTEES**

The Board may, by resolution adopted by a majority of the Board then in office, designate one or more committees for operation of the School. The following represent standing Board committees:

1. **Principal Advisory Committee:** This committee is responsible to advise the Principal for policies and procedures related to the day-to-day activities of the school. These include determining, implementing/enforcing school policies as outlined in the Parent Student Handbook and adopted at regular committee meetings. The Committee is responsible for advising the Principal to help establish and oversee the curriculum of the School. The Principal is the chairperson of the committee. The Principal is in charge of the actual day to day running of the school including but not limited to overseeing of teachers, the implementation of school policies, sending out school notices, providing report cards, ordering books, resolving any problems that occur with parents, teachers and students.
2. **Finance Committee:** This committee oversees the maintenance of the School's short term and long-term financial stability. This committee shall also prepare budget for review and approval by the Board of Trustees before publishing and setup and oversee financial aid.

Board of Trustees shall establish the Finance Committee by inviting community members or parents they consider are qualified and maintain the required high confidentiality level. All the members on this committee will be required to sign a affidavit confirming strict adherence to maintain high-level of confidentiality to donors, salaries, financial aid and other specific policies applied to staff, students and parents.

3. **Marketing/Public Relations:** This committee shall reach out to community for student registration, parents relationship and any other public relation but strictly adhere to the policy set forth in Public and Parent Relationship above.
4. **Administration:** Organizational policies, School operational policies, recruitment, record keeping, etc.
5. **Facility:** Building, furniture, etc.

6. **Academic:** Board of Trustees will establish this committee with individuals who are academicians and individuals who are closely familiar with teaching, curriculum development, etc.
7. **Strategy Committee:** This committee establishes the long-range goals and strategy for the school. This Committee shall comprise of all board members, two parents, two staff members or Principal.

## **Article J. DECISION MAKING PROCESS ON POLICIES AND PROCEDURES**

Board of Trustees is the final authority on policies and procedures governing Al Falah Academy. Board of Trustees shall define and amend all strategic and organization structure related policies and procedures. Individual work streams/committees may evaluate and recommend changes related to their function as necessary for review by Board of Trustees. Board of Trustees may approve, reject or amend the recommendations.

## **Article K. BUDGET**

1. The Treasurer shall prepare and present the budget for review and approval by the Board of Trustees at a meeting. The Board shall meet to approve the operating budget and to regularly gauge school's performance against approved budget. The itemized budget shall contain a schedule of income, fees, and expenses for the fiscal year. The Treasurer of the Board will approve the financial reports comprising of Balance Sheet, Income Statement, and Cash Flow Statements. The Principal will present these reports to the treasurer every month.

## **Article L. OFFICERS AND PRINCIPAL AGENTS**

### **Section L.1. OFFICERS**

The officers of the CORPORATION shall be a President, Secretary and a Treasurer. Officers shall be made up of the Board and elected by the Board by majority vote, and shall serve a term of one year or until their successors have been appointed and have assumed office. The elections shall be held within two weeks after the end of School year.

President: The President shall be the chief executive officer of the CORPORATION. He/She shall preside at each meeting of the Board. He/She shall perform all duties incident to the office of the President and chief executive officer and such other duties as may from time to time be assigned by the Board.

Secretary: The Secretary shall:

1. Certify and keep the original or a copy of the Articles of Incorporation and Bylaws as amended to date;
2. Keep a record of minutes of all meetings of the Board and its committees, including notice, place, names present, and proceedings thereof;
3. Keep a register or database of the post office addresses and e-mail addresses of all members of the Board;
4. Give notice of all meetings of the Board or any committees;

5. Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or the Board. The Secretary shall perform other duties as are incident to his/her office, or are properly required of him/her by the Board or the President.

Treasurer: The treasurer shall be the financial officer of the CORPORATION and under the directions of the Board, shall have the custody and control of all of the funds and securities of the CORPORATION, excluding the ones that have been allocated to the Principal through an approved budget. The Treasurer shall deposit such funds and securities of the CORPORATION in such bank or depositories as may be designated by the Board, and shall disburse such funds of the CORPORATION as directed by the Board. The Treasurer shall perform all such other duties as may from time to time be assigned by the Board.

The Treasurer shall prepare and present the budget as listed in Article K for Budget.

Other Officers: The Board may appoint additional officers or assistant officers as it deems necessary and delegate their duties and responsibilities.

Vacancies: Vacancies among the CORPORATION'S officers may be filled by a majority vote of the Board at any meeting of the Board.

Removal: An officer of the Corporation shall be subject to removal without cause at any time by two-thirds vote of the rest of the Board members at any meeting of the Board provided notice of the proposed removal is given to all members of the Board at least ten days prior to such a meeting. All board members have to be present physically for such a drastic action.

Compensation: An officer may not receive any compensation for his or her services as an officer of the Organization. Expenses incurred by an officer on account of the corporation shall be reimbursed, as per any established Expense Policies of the Corporation.

Resignation: Any officer may resign effective on giving written notice to the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

All officers shall:

1. Perform the duties prescribed in the parliamentary authority in addition to those outlined in these By-Laws and those assigned from time to time; and
2. Deliver to their successors all official material no later than ten days following the appointment of their successors.

## **Section L.2. PRINCIPAL**

The Principal will provide an annual estimate of operating costs as relates to educational needs for budgeting purposes to the Treasurer. Any operating expenditure excluding salaries should be subject to fund availability. The Principal informs the Board of the issues as related to financial and legal matters, and other school matters as deemed necessary.

1. Events causing the replacement of the Principal: Replacement of the Principal shall be deemed necessary upon the occurrence of any of the following:

- a. The death or resignation of the Principal;
  - b. The declaration by resolution of the Board concerning the Principal who has been declared of unsound mind by a final order of court or convicted of a felony; and
  - c. A two-thirds vote of the Board members at any meeting of the Board provided notice of the proposed removal is given to all members of the Board at least ten days prior to such a meeting. All board members have to be present physically for such a drastic action.
2. Procedure for the replacement of the Principal: Upon the need to replace the Principal, the following procedures shall be implemented:
- a. The Board shall issue a resolution appointing the acting Principal. The acting Principal shall be appointed for 60 days and this can be extended for an additional 30 days any number of times;
  - b. The Board shall appoint a Search Committee consisting of two current Board members and the Principal Advisory Committee. The purpose of the Search Committee is to find candidates for Principal, evaluate their qualifications, and make a final recommendation to the Board by a two-thirds vote of the Committee;
  - c. The Board shall accept or reject the Search Committee's final recommendation by a 2/3 of vote;
  - d. If the Board rejects the Search Committee's recommendation, then the existing or newly appointed Search Committee must find a new candidate to recommend to the Board;

## **Article M. RECORDS AND REPORTS**

### **Section M.1. MAINTENANCE OF RECORDS**

The Board shall keep among other things:

1. Adequate and correct books and records of account;
2. Minutes in written form of the proceedings of the Board and its committees.
3. A record of its Board members, giving their names, addresses and telephone numbers.
4. All such records shall be kept at the School's principal office or a location as deemed necessary by the Secretary of the Board.

### **Section M.2. EXECUTION OF CONTRACTS**

The Board, except as otherwise provided in these By-laws, may authorize any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the Al Falah Academy, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind Al Falah Academy by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

## **Article N. AMENDMENTS**

These ByLaws may be amended, repealed, or altered in whole or in part by a three-fourth vote of the Board of Trustees at any duly organized meeting of the Board. The proposed change shall be mailed to the last record address of each Board member at least ten days before the time of the meeting, which is to consider the change.

## **Article O. FISCAL YEAR**

The fiscal year of the Corporation shall begin on July 1<sup>st</sup> of each calendar year and end on June 30<sup>th</sup> of the following calendar year.

## **Article P. DISPOSITION OF ASSETS**

No part of the net revenue over/under expense of Al Falah Academy shall inure to the benefit of, or be distributable to its members, Trustees, officers or other private persons, except that Al Falah Academy shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of Al Falah Academy shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Al Falah Academy shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf, or in opposition to, any candidate for public office.

1. Notwithstanding any other provision of these articles, Al Falah Academy shall not carry on any other activities not permitted to be carried on:
  - a. By a corporation/organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or
  - b. By a corporation/organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.).
2. Upon the dissolution of Al Falah Academy, the net assets shall be distributed to Islamic organizations approved for 501(c)(3) status and to be used exclusively for educational purposes.

## **Article Q. INDEMNIFICATION**

1. The CORPORATION shall indemnify any officers or former officer, any advisor or former advisor, any member of the Board of Trustees or former members of the Board of Trustees, or any other person who may have to serve at the Board of Trustees' request as Advisor, or officer of another corporation, against all liabilities, losses, fines, costs and expenses (including council fees and amounts reasonably paid otherwise then to the CORPORATION in the settlement or to secure the termination of litigation) reasonably incurred by or imposed upon such person in connection with or resulting from any action, suit or proceeding, civil or criminal, in which such person is made a party by reason of having been a Trustee or officer or advisor, except in relation to matters to which such person shall finally be adjudged, without right of further appeal in such action, suit or proceedings, to have been liable for willful misconduct in the performance of their duty as a Trustee or officer.



2. Such indemnification shall extend to the respective heirs, executors and administrators of each person so indemnified. The foregoing right of indemnification shall not be exclusive of other rights to which such Trustees or officers may be entitled as a matter of law, by the articles, regulations, agreements, insurance, vote of members or otherwise. Expenses of each person indemnified hereunder may be paid by the CORPORATION in advance of the final disposition of any action, suit or proceeding if authorized by the Board of Trustees whether a disinterested quorum exists or not, upon receipt of a letter agreement from the person to be indemnified to repay such expenses unless it shall ultimately be determined that the person is entitled to be indemnified by the CORPORATION.

## **Article R. LIMITATIONS OF THESE BYLAWS**

The By-laws of Al Falah Academy are subject to the Articles of Incorporation.