

Tarbiya Institute bylaws

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ARTICLE I - ORGANIZATION

Section 1.01 Location: The principal office of Tarbiya Institute (“the Corporation”) shall be located within or without the State of California. The Corporation may maintain additional offices at such other places as the Board of Trustees or the Director may designate. The Corporation shall continuously maintain within the State of California a registered office.

Section 1.02 Name: The name of the organization shall be Tarbiya Institute (herein referred to as “Tarbiya Institute”). The Board of trustees may change the name of the organization by a unanimous vote of all trustees in office.

ARTICLE II – PURPOSES AND MISSION

Section 2.01 Purpose: Tarbiya Institute is a religious non-Profit organization that strives to primarily serve the spiritual interests of the Muslim community. Tarbiya Institute will organize prayer services, sermons, religious classes, and Quran study programs. In addition to that, Tarbiya Institute will conduct educational services in the fields of religion, culture, education, society, and history concerning Islamic issues in the United States.

Section 2.02 Mission: The mission of Tarbiya Institute is to offer spiritual and educational services to the Muslim community, enhance understanding of Islam, encourage dialogue, empower American Muslims and build coalitions that promote justice and mutual understanding through prayers, study groups, media relations, research, internships, publications, education (conferences, seminars, and workshops), outreach and interfaith efforts.

The foregoing enumeration of the purposes of Tarbiya Institute is made in furtherance, and not in limitation, of the powers conferred upon Tarbiya Institute by law and is not intended, by the mention of any particular purpose, in any manner to limit or restrict any of the powers of Tarbiya Institute, other than as provided below. Tarbiya Institute is formed upon the articles, conditions and provisions relative to non-profit corporations which are contained in the general laws of the State of California.

Tarbiya Institute is organized and shall be operated exclusively for educational and charitable purposes within the meaning of sections 501(c)(3) of the Internal Revenue Code.

No part of the net earnings or assets of Tarbiya Institute shall inure to the benefit of, or be



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distributable to members, trustees, Officers, other private individuals, or organizations organized and operating for profit (except that Tarbiya Institute shall be authorized and empowered to pay reasonable compensation for or make payments and distributions in furtherance of the purposes as hereinabove stated).

Tarbiya Institute shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions herein, Tarbiya Institute shall not carry on any activities not permitted to be carried on:

(a) By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c) of Such Code, and/or

(b) By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code.

ARTICLE III – MEMBERS

Section 3.01 Membership: The Corporation may elect to have one class of non-voting members.

ARTICLE IV – BOARD OF TRUSTEES

Section 4.01 Powers of the Board: The Board of Trustees (hereinafter referred to as “Board”) shall offer general guidance on the affairs of the Corporation and will act in an advisory capacity to the Director. Members of the Board of Trustees shall be referred to as “Trustees” or “Members”. The main purpose of the board is to ensure the financial viability of the organization and help build its future vision.

Section 4.02 Duties: The Board shall support and guide the policies, goals, and direction of the corporation as defined and outlined by the Director of the corporation. The Director may consult with his employees, advisors and/or consultants prior to creating the policies, goals and directions of the corporation. The Board shall delegate responsibility for day-to-day operations to the Director and any staff that the Director chooses to hire, retain and compensate as he desires. Trustees need not be residents of the State of California.

Section 4.03 Cycle of the board: The cycle of the board of trustees shall be one calendar year starting in February. Upon the completion of each cycle, one board member's term expires, a new member is selected by the board, a new chairperson is elected who shall appoint the officers of the board as stated by these bylaws.

Section 4.04 Other duties and powers of the Board shall be the following:

- a) Supervise the management and control of the business and property of Tarbiya Institute.
- b) To approve or disapprove any financial transactions relating to Tarbiya Institute's real estate and other assets. The Board shall ensure that the title to Tarbiya Institute's real estate and other assets shall be kept in Tarbiya Institute's name. No sale, assignment, transfer, or any other action involving the disposition of Tarbiya Institute's real estate can be authorized without the written consent of all Trustees in office.
- c) To determine the policies of Tarbiya Institute and work with the Director to execute Tarbiya Institute's purposes.
- d) To approve the financial transactions and disbursement of Tarbiya Institute's major transactional funds (including borrowing, lending and investing for and on behalf of Tarbiya Institute).
- e) To adopt rules and regulations for the conduct of Tarbiya Institute's business, and to delegate the responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with or repugnant to the Articles of Incorporation or bylaws of Tarbiya Institute (in their present form or as they may be amended) or to any applicable law.
- f) To provide guidance for the execution and development of long-range plans for Tarbiya Institute.
- g) In order to avoid managerial confusion, board members are free to assist as volunteers at large in the execution of services and programs established by Tarbiya and will ultimately report to the staff member under whose jurisdiction the project falls.

Section 4.05. Number of Trustees: The number of members of the Board of Trustees (herein referred to as "Trustees") of the Corporation shall be five (5), namely the Chairperson, the

Vice-Chairperson, the Secretary, the Treasurer and the Director, who shall be the officers of the Board. No Trustee shall hold more than one office at a time, unless and until a vacancy is created. In such case, a Trustee may hold the office until a successor is chosen, but in no case for longer than six (6) months.

The number of Trustees may be increased or decreased from time to time by amending the Bylaws but will never exceed 9. No decrease in the number of trustees shall have the effect of shortening the term of any incumbent trustee.

Section 4.06. Qualifications and background investigation: To be eligible for election as an officer, a person must (1) have been an active member of the community in good standing for the past twelve (12) months; (2) have successfully performed documented voluntary service to Tarbiya Institute for a minimum of one (1) year, including but not limited to lending advice, counsel, and guidance to the organization, (3) be at least 25 years old, and practice Islamic, ethical and professional behavior. Such considerations will be made at the discretion of the sitting board. The nominee must also reside in the Continental United States of America for six (6) months prior to becoming a member of the Board and for the entire time of their term as a trustee and (7) they must be either citizens or permanent residents of the United States of America at the time they are elected onto the Board.

Candidates for office must be willing to submit to a detailed background investigation if asked, prior to election. Each elected member shall sign a confidentiality/non-disclosure agreement.

Section 4.07. Election of Trustees by Board: The Board of Trustees shall elect its remaining members every year. Unless otherwise stated in these bylaws, each Trustee is to hold office for a term of four (4) years or until the Trustee resigns. Board membership will be staggering. Each year, the term of one board member will expire and the board will have to nominate and elect a new member with a unanimous vote. The board has 3 months to decide from the date a vacancy is created, otherwise the Director will select the new member.

Section 4.08. Term of Trustees: Unless otherwise stated in these bylaws, each Trustee of the Corporation shall hold office for a term of four (4) years and must wait for one year before being eligible to serve again as Trustee. This one year wait period is waived if a board member served an incomplete term, in which case he/she is still eligible for re-election without a one year wait. There are no limits to how many terms a Trustee may serve.

Section 4.09. Vacancies: Any vacancy occurring amongst the officers of the Board of

Trustees due to the resignation of a trustee, or in the event of his/her death, may be filled by a unanimous vote of all of the Trustees then in office. A Trustee nominated to fill a vacancy shall be selected for the unexpired term of his/her predecessor in office and until his/her successor is nominated and elected.

She/He shall be eligible for election to the office at the natural expiration of his/her predecessor's term. The vacancy should be filled as soon as practicable, through a regular or a special meeting of the Board of Trustees. If the board fails to fill a vacancy within three months, the Director will select the new member, and his/her board term will start effective immediately.

Section 4.10 Removal of trustees: Unless otherwise mentioned in these bylaws, a trustee may be removed with cause for:

- 1) Violation of these Bylaws,
- 2) Failing to attend three meetings (either telephonic or physical) of the Board in a calendar year without justifiable reason for which the Board is timely informed (unexcused absence),
- 3) Performing acts repugnant to the Articles of Incorporation or Bylaws of Tarbiya Institute, or
- 4) Becomes disqualified under Section 4.11 below.

Such removal may occur by motion of any Board member. Upon such motion, the Board shall appoint a committee to conduct an investigation and make recommendations to the Board. The trustee involved shall have the right to respond to the charges. The Board then shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of Tarbiya Institute. Removal occurs by a unanimous vote on the motion, not including the trustee in question. The removal of a trustee shall be without prejudice to his/her contract rights, if any, and the election of a trustee shall not by itself create contract rights.

Section 4.11 Resignations: Except as otherwise required by law, any trustee of the Corporation may resign at any time by giving written notice to Chairperson of the Board or in his/her absence to any member of the Board. Such resignation shall take effect at the time specified therein. If no time is specified, at the time of acceptance thereof as determined by the Board.

The successor to a resigning Member shall be selected in accordance with Section 4.08. and will serve the remaining of his predecessor's term. In the presence of vacancies

that cause the board to not meet quorum, it becomes the responsibility of the Director to select the remaining board members.

Section 4.12 Conflicts of Interest: Unless otherwise mentioned in these bylaws, Board members shall determine by a unanimous vote whether or not a Board member has a conflict of interest (the vote will not include the board member in question). A Board member who declares a conflict of interest or who has been declared so by the Board shall not enter into vote concerning the matter. The trustee may resolve the conflict of interest or appeal the decision to the Director. The Director can request from the board to reconsider its decision, after which, that decision becomes final.

Section 4.13 Quorum of trustees and Action by Board: Two Trustees in addition to the Director shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by the Articles of Incorporation or these bylaws, the act of a majority of the Trustees present at a meeting at which a quorum is established shall be the act of the Board. If less than a quorum of Trustees is present at a meeting, a majority of the Trustees present may adjourn the meeting without further notice.

The act of the members of the Board, having met quorum, shall be the act of the Board of Trustees. Each Trustee shall have one vote. Meetings may be held by telephone conference to the extent permitted by law. Voting by proxy shall not be permitted. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently voted on, in conformance with quorum requirements of the Board of Trustees.

In the absence of a quorum, the Board shall give notice to all Board members that a quorum was not present at the meeting and that a second meeting will be called. The Board shall give the time and location of the second meeting. The attendance of any Board member in addition to the Director to the second meeting shall thereby constitute a quorum for the purpose of conducting business at that particular meeting only.

The Board of Trustees may adopt rules and regulations for the conduct of its business in accordance with these Bylaws.

Section 4.14 Meetings of Board: Meetings of the Board of Trustees, regular or special, may be held at such place within or without the State of California, and upon such notice as may be prescribed by resolution of the Board of Trustees. The trustees may consider or transact any business either special or general at any meeting of the Board. Notice of such meetings shall be e-mailed, mailed, delivered, telephoned or faxed to each trustee not less than 48 hours prior the meeting's scheduled commencement.

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 to be specified in the notice or waiver of such meeting.

- a) Meetings. A regular meeting of the Board of Trustees of Tarbiya Institute shall be held at least once every year, at such time, day and place as shall be designated by the Board of Trustees, for the purpose of transacting such business as may come before the meeting. This may be conducted physically or telephonically. The Board of Trustees may, by resolution, provide for holding of additional regular meetings. The Board must meet in person at least once per fiscal year.
- b) Special Meetings. Special meetings of the Board of Trustees may be called at the direction of the Chairperson of Board of Trustees or Director or by a majority of the voting trustees then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Trustees may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Any employee of Tarbiya Institute who desires to attend the regular or special meetings, may be allowed to participate as an observer. The Board of Trustees may, in its absolute discretion, hold a closed door meeting when the subject matter of the meeting so requires.

Section 4.15 Informal Action by trustees-- Meetings by Telephone Conference: Unless otherwise restricted by the Articles of Incorporation or these bylaws, 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 consent 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 bylaws, 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 4.16 Voting at each meeting: Each member of the Board shall have one vote upon all matters presented to the Board of Trustees. Such voting may not be done by proxy. Questions arising at any meeting of trustees shall be decided by a majority of votes, unless otherwise stated in these bylaws. All trustees may vote on any question. In case of an equality of votes the motion shall be defeated. A declaration by the Chairperson that a motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution. In absence of the Chairperson, her/his duties may be performed by the Vice- chairperson, and then any other trustee as the Chairperson of the Board may from time to time appoint for the purpose of conducting a meeting.

Section 4.16 Order of Business: The order of business at all meetings of the board shall be as follows:

- 1) Roll Call
- 2) Approve of the Minutes of the preceding meeting
- 3) Approval of the minutes
- 4) Election of new Members, if necessary
- 5) Reports of any Committees
- 6) Old and unfinished business
- 7) New Business
- 8) Adjournment

Section 4.17 Compensation of trustees: Unless otherwise stated in these bylaws, 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 in office.

ARTICLE V – BOARD CONSTRUCTION

Section 5.01 The Board of Trustees: The Board of Trustees may consist of the following positions as of the effective date of these bylaws:

- 1) Chairperson of the Board
- 2) Vice-Chairperson
- 3) Secretary
- 4) Treasurer
- 5) Director

Section 5.02 Powers and Duties of Officers: Subject to the control of the Board of Trustees, all officers as between themselves and the Corporation shall have such authority and perform such duties in the management of the property and affairs of the Corporation as may be provided in these bylaws or by resolution of the Board and, to the extent not so provided, as generally pertain to their respective offices.

The Board of Trustees shall also elect a Chairperson by a unanimous vote. The Chairperson shall appoint a Vice-Chairperson, a Secretary and a Treasurer. If the board fails to reach a unanimous vote to elect the Chairperson during the first board meeting after, the Director will make such call.

Section 5.03 Chairperson of the Board: The Chairperson shall convene regularly scheduled Board meetings and shall preside over those meetings.

The Chairperson will:

- 1) Ensure that meetings are held regularly, with no less than once per year.
- 2) Run the Board of trustees meetings.
 - a. Work with the Director to develop the meeting agenda.
 - b. Ensure that the secretary is present and that minutes are recorded. If the secretary couldn't be present, the Chairperson will assign another board member to take the minutes.
 - c. Ensure that a quorum is present.
 - d. Ensure that the agenda is followed, and that Robert's Rules of Order are used to conduct the meeting.

Notwithstanding the foregoing, the Chairperson of Tarbiya Institute shall have the following specific powers and duties:

- 1) He/she shall develop the agenda in collaboration with the Director for the meetings of the Board.
- 2) He/she may appoint such standing or special committees, or subcommittees, as may be required by these bylaws or as may be necessary by a unanimous vote of the board, and may be an observing ex officio member without vote, as the appointment shall state, of all such

committees of Tarbiya Institute. All such committees shall be approved by the Board unanimously.

- 3) He/she shall also perform such other duties as the Board of Trustees may designate from time to time.

Section 5.04 Vice-Chairperson of the Board: In the absence of the Chair or in the event of his inability or refusal to act, the Vice-Chairperson shall perform the duties of the Chairperson, and when so acting shall have all the powers of and be subject to all the restrictions placed upon the Chair. The Vice-Chairperson shall perform such other duties and have such other powers as the Board of Trustees may from time to time prescribe by standing or special resolution, or as the Chairperson may from time to time provide, subject to the powers and the supervision of the Board of Trustees.

She/he shall serve on any number of committees, with preference to chairing committees, serving as a leader within the organization, guiding, advising and helping the organization when needed.

Section 5.05 Secretary: The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Trustees, shall give or cause to be given all notices in accordance with these By-Laws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall be the custodian of Tarbiya Institute's meeting records and the seal and shall have the authority to affix the seal of Tarbiya Institute, if required, to attest the instrument by affixing his/her signature. The Board may authorize any other Officer to perform such tasks.

He/she shall give or cause to be given the agenda to each Board member, and assure that corporate records are maintained. The Secretary of Tarbiya Institute shall have all powers and perform all duties commonly included in the office of secretary, including the following duties and responsibilities:

- 1) He/she shall be member of the Board of Trustees.
- 2) He/she shall attend all meetings of the Board of Trustees and prepare and distribute minutes of all such meetings to the Board of Trustees.
- 3) He/she shall ensure that all notices are given in accordance with these Bylaws.
- 4) He/she shall prepare agendas for the meetings of the Board of Trustees in collaboration with the Director.

- 5) He/she shall be present when quarterly reports are prepared which shall describe the achievements, present status, future plans, proposed budget and other matters of interest.
- 6) He/she shall perform such other responsibilities as the Board of Trustees or the Chairperson of Tarbiya Institute may, from time to time, prescribe.

Section 5.06 Treasurer: The Treasurer shall have access to information regarding all funds and securities of the Corporation. S/he shall ensure that complete and accurate accounts of receipts and disbursements of the Corporation are being kept, and shall ensure that all monies and other valuable property of the Corporation are being deposited in the name and to the credit of the Corporation in such banks or depositories as the Director of the Corporation may designate. The Treasurer shall advise the bookkeeper/accountant of the Corporation on best practices and policy, but shall not be responsible for the day-to-day financial operations of the Corporation.

The treasurer shall, if required by the Board, chair the Finance Committee, assist in the review of the budget, and help develop fundraising plans and policies. The Treasurer of Tarbiya Institute shall have the following additional powers and responsibilities:

- 1) He/she shall be a member of the Board of Trustees.
- 2) He/she shall be responsible for developing and reviewing the fiscal policies of Tarbiya Institute for the approval of the Board.
- 3) Besides ensuring that the Corporation maintains monthly accounts and semiannual reports, whenever required by the Board, the treasurer shall ensure that a financial report is prepared which shall include the balance sheet, detailed statements of income and expenses for the auditors. The treasurer shall also be able to review the books and accounts at any reasonable time and exhibit them to any officer or trustee of the Corporation.
- 4) He/she shall render a report of the finances of the Corporation at any meeting of the Board of Trustees or whenever requested by the Chairperson or the Board showing all receipts and expenditures for the current year.
- 5) He/she shall provide assistance for filing all tax returns.

- 6) He/she shall also furnish, if required by the Board, fidelity bonds or security for the faithful performance of the duties of all Officers or the Board of Trustees, at Tarbiya Institute's cost and expense.
- 7) He shall also perform such other duties as the Chairperson or the Board may, from to time, designate.

ARTICLE VI – DIRECTOR

Section 6.01 Appointment: The Director of Tarbiya Institute is the Senior Imam of Tarbiya Institute, its religious leader, a voting member of the board with a non-expiring term of office and the top executive of the organization. The Director is tasked with ensuring the long term implementation of Tarbiya Institute's vision for which the organization was created and to maintain its spiritual and education mission.

Section 6.02 Duties: The Director of Tarbiya Institute will manage the day to day affairs, including but not restricted to hiring and firing of employees, organizing events, programs, and projects, recruiting volunteers, conducting fundraising events, managing expenses, signing checks, creating executive committees of volunteers or staff, expanding the regional reach of the organization and its presence, and all matters related to the management of Tarbiya Institute. The Director shall present the board with the general guidelines of an annual plan.

Section 6.03 Resignation: The Director may resign by filing a written notice of resignation with the Chairperson or the Secretary of the corporation either personally or by mail. The outgoing Director of the corporation shall select the incoming Director to be ratified by a simple majority vote of the Tarbiya Institute Board of Trustees. Once that replacement is ratified, he/she is confirmed as Tarbiya Institute's permanent Director effective 30 days from the day the sitting Director's resignation was approved by the board. If the sitting director resigned without proposing a successor within 3 months, it becomes the task of the board to search for the new Director.

Section 6.04 Compensation: The Board of Trustees may elect to offer a financial compensation to the Director. Such compensation shall be recommended by a two-third majority of the Board of Trustees and shall be included in the budget.

ARTICLE VII – MISCELLANEOUS



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Section 7.01 Fiscal Year: The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Trustees.

Section 7.02 Corporate Seal: The corporate seal shall be in such form as may be approved from time to time by the Board of Trustees. The Director may use the seal and sign any documents requiring the seal.

Section 7.03 Books and Records to be kept: The Corporation shall keep at its principal office in the State of California correct and complete books and records of account, as well as minutes of the proceedings of the Board of Trustees and any committee having any of the authority of the Board. Including: (1) correct and complete books and records of financial accounts, (2) minutes of the proceedings of the meetings of the Board of Trustees, Executive Committee and any other committees established or appointed by Tarbiya Institute, and (3) an updated record of the names and addresses of the members of the National Council. The Board may designate this duty to the Director.

Section 7.04 Amendment of Articles and By-Laws: The Articles of Incorporation may be amended, by a unanimous vote of the trustees then in office. These bylaws may be altered, amended or repealed by a unanimous vote of the trustees then in office.

Section 7.05 Indemnification and Insurance: Unless otherwise prohibited by law, the Corporation shall indemnify any trustee or officer, any former trustee or officer, any person who may have served at its request as a trustee or officer of another corporation, whether for profit or not for profit. The corporation may, by resolution of the Board of Trustees, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by him or imposed on him in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he may be or is made a party by reason of being or having been such trustee, officer, or employee. However, that there shall be no indemnification in relation to matters as to which he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own negligence or misconduct in the performance of a duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such trustee, officer or employee. The Corporation may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any trustee, officer, or employee; provided, however, that such trustee, officer or employee shall undertake to repay or to reimburse such expense if it



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should be ultimately determined that he is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.

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

Section 7.06 Use of Terms: As used herein, words in any gender shall be deemed to include the other genders and the singular shall be deemed to include the plural, and vice versa.

Section 7.07 Severability: If any provision of these Bylaws shall be held invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of these Bylaws shall not be impaired thereby, nor shall the validity, legality or enforceability of any such defective provision be in any way affected or impaired.

Section 7.08 Loans to trustees and Officers: No loans shall be made by Tarbiya Institute to any of its trustees or other Officers.

Section 7.09 Dissolution: The Corporation may be dissolved at any time by an adopted resolution signed by all board of trustees then in office. In the event of the dissolution of the Corporation, whether voluntary or involuntary or by operation of law, other than for purposes of reorganization, after payment of the debts of the Association, its property and assets shall be given to a charitable organization selected by the Board. After dissolution, the Board shall file or cause to be filed Articles of Dissolution and any other reports required under local or federal law.