

In the name of Allah, the Beneficent the Merciful



BYLAWS OF THE ROSWELL COMMUNITY MASJID, INC.

As amended through March 21, 2021

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ARTICLE I: PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1.01 Name and Principal Offices

The name of the corporation will be The Roswell Community Masjid, Inc. (hereinafter referred to as "RCM"), a nonprofit corporation incorporated under the laws of the State of Georgia, located in Roswell, Georgia.

Section 1.02 Other Offices

RCM may have such other office or offices, at such suitable place or places within the State of Georgia as may be designated from time to time by the Board of Trustees of RCM.

Section 1.03 Registered Agent

RCM will have and continuously maintain a registered office in the State of Georgia (which may be identical with the principal offices) and the Board of Trustees of RCM will appoint and continuously maintain in service a registered agent in the State of Georgia, who will be an individual, shall be a US citizen or permanent resident of the State of Georgia or a corporation registered in Georgia, whether for profit or not for profit.

ARTICLE II: PURPOSES

The purpose for which RCM is formed is to arrange and hold congregational prayers for Muslims and for propagation of Islamic education among all persons, irrespective of their gender, faith, creed, color or belief, undertake and engage in religious, charitable and educational activities; promote friendly relations between Muslims and non-Muslims and to foster a Muslim community based on Islamic principles of brotherhood, pursuit of knowledge, equality, mutual help and Islamic teachings of peace, love and justice.

The foregoing enumeration of the purposes of RCM is made in furtherance, and not in limitation, of the powers conferred upon RCM 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 RCM, other than as provided below. RCM is organized and will be operated exclusively for religious, educational and charitable purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code. No part of the net assets of RCM will inure to the benefit of, or be distributable to the community members, Trustees, Officers, other private individuals, or organizations organized and operating for profit (except that RCM will be authorized and empowered to pay reasonable compensation for or make payments and distributions in furtherance of the purposes as indicated herein).

No part of the activities of RCM will be the carrying on of propaganda or otherwise attempting to influence legislation, and RCM will be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code.

RCM will 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, RCM will 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: DECISION-MAKING: Consultative (SHURAH)

Section 3.01 Consultative Process

All community members are encouraged to participate in community decisions if they possess the skills, knowledge, and experience in the subject matter. Consultation and consensus building are the main principles for decision making in the Roswell Community Masjid. This applies to all groups that are charged with certain short term or long-term responsibilities (Board, committee, task force, etc.). Groups in charge of making decisions at any level within the organization shall work cohesively and select a Chairperson from among them. The Chair has the responsibility to facilitate full consultation. The consultation process must be geared towards:

1. Collecting all the information relevant to the decision, and
2. Including all the group members and all available subject experts in the consultation process.

Should either of these two elements not be completed, the Chair is not expected to make the decision unless it is a time sensitive matter where a decision is needed immediately. In such case the Chair (or any group member acting in his/her absence) should make his/her best effort to come up with a decision consistent with the organization's mission and goals, or delegate this responsibility to the most qualified person available at the time, with a preference towards temporary rather than irreversible decisions if possible. The decision should then be reviewed and possibly modified by the group according to the normal decision-making process as soon as possible.

Exceptions to this decision-making process are the removal of a Governing Board member, releasing an Employee from their duties, and amending these bylaws. These three decisions require a super majority vote (2/3) of the Governing Board.

Group leaders must view themselves as facilitators, and decision-making is a responsibility and not an authority; therefore, it should be taken with a great sense of accountability to Allah and to the community.

Section 3.02 Consultative Procedures

Whenever a decision needs to be made, it is the group leader's responsibility to ensure that the following steps are thoroughly implemented:

1. The leader shall consult the group to make sure it is this group's responsibility to make such decision. If not, the leader shall refer the decision-making responsibility to the appropriate entity in the organization. This step can be taken at any time during the decision-making process when the group feels the issue has developed or information has revealed that the decision should be made by another entity within the organization.
2. If the decision is similar to a previous decision made by the group, the leader may conduct a quick consultation to confirm this fact and make a decision based on the previous, similar decision under parallel circumstances without going through the subsequent steps.
3. Information shall be collected. Sources of information shall be identified and pursued to collect the most verifiable information available. Information shall be made available to all individuals involved in the decision-making process.
4. Individuals with expertise on the subject matter within or outside the community shall be identified and consulted. Their input shall be made available to all involved in the decision-making process.
5. Each individual in the group making the decision shall be asked to state their input. The leader shall ensure that each group member gets an opportunity to fully state her/his perspective.
6. The leader may choose to facilitate a discussion for the purpose of developing a solution that satisfies all required criteria, is consistent with the information available, and is aligned with the organization's mission, goals, and values. Building consensus should be the focus of this discussion.
7. At the end of the discussion, if there is a consensus or a majority deemed by the leader to be sufficient for the matter under discussion in favor of some decision, that decision will be made and clearly stated by the leader on behalf of the group. It is expected that most decisions will be made in this manner. Otherwise, the leader may proceed with one of the following two options:
 - a) Move forward with the majority perspective (breaking a tie if needed) and provide justification (such as time limitation) for ending the process at that stage and full explanation why it is believed that the decision is consistent with the objectives, mission and values of the organization.
 - b) Determine that enough information is not available to make a decision, and more research is needed before the group can make a decision (go back to step 3).

8. Once a decision is made and regardless of how it was made, it is the responsibility of every member of the group to support the decision and focus the discussion and action on the execution of the decision.
9. The group will coordinate specific steps to communicate the decision to the appropriate stakeholders. It is the leader's responsibility to see that the decision is clearly communicated to all concerned parties in a timely and appropriate manner.
10. The group leader may allow a proxy only if he/she feels that the absence of a member is legitimate and that the absent member has attended enough debate and grasped the general context of the subject under discussion. Otherwise, the members may not be equipped to state his/her perspective.
11. Quorum: during the time a significant decision is made, a minimum of two thirds (66.67%) of the members of the group should be present and participating in the consultation during the decision-making process.

Section 3.03 Ground Rules for Building Consensus

1. Leader or a delegated member in his/her absence should moderate the discussion.
2. Allow only one speaker at a time
3. Discussion should be conducted in a civil and respectful manner.
4. Every member should be given an equal and fair chance to express his/her point of view
5. Leader shall entertain one subject at a time

ARTICLE IV: BOARD OF TRUSTEES

Section 4.01 Responsibilities of Board of Trustees

The Board of Trustees (hereinafter called the Board) is the legal entity representing Roswell Community Masjid. Serving on the Board is a serious responsibility. Individual Board members have no authority unless they are specifically authorized to be acting on behalf of the Board. The Board has the following primary responsibilities:

1. Determine and steward the Mission and Purpose of the organization
2. Ensure adequate financial resources
3. Select, support and evaluate the executive director and religious leader (s)
4. Ensure effective strategic planning
5. Monitor and strengthen programs and services from a strategic perspective
6. Ensure legal and ethical integrity
7. Build a competent Board through support, evaluations, and elections
8. Protect assets and provide financial oversight
9. Enhance the organization's public standing.

Section 4.02 Number of Trustees

The Board shall consist of nine (9) members. In the event of a resignation or vacancy on the Board for any other reason, this number may be temporarily modified while the Board works expeditiously to fill the vacancy.

Section 4.03 Election, Term and Onboarding of Board Members

RCM's Board of Trustees will be comprised of 9 members. All Board member terms will be 3 years. The terms shall be staggered so 3 Board members are elected every year. The start of a term is December. Newly elected members must go through an onboarding process.

All Board members may be re-elected if nominated, and may serve a maximum of two consecutive terms. All nominations must include justifications on how the candidate will provide the needed skills and experience to serve effectively. Nomination is open to all community members. The Board will appoint an election committee which will include Board members and other community members. The Election committee will consider all nominations, and will interview candidates, and make recommendations for the board. All nominations shall be turned in to the election committee by the deadline determined by that committee. The Election committee will provide a list of eligible candidates with recommendations to the sitting Board Chair to facilitate the election (If the Board Chair term is up, the Vice Chair or another eligible officer shall facilitate the election). The election will include consultation with the non-departing Board members, exiting Board members, Executive committee, other community leaders, and the religious leader. Qualifications, skills, character, and experience must all be considered. Non-departing Board members will hold at least one private session for final deliberation and will vote the new members from the list of nominees developed by the Election committee.

Section 4.04 Qualifications

To be eligible for election as a Board Member, a person must:

- (1) Have been an active community member in good standing for the past twenty-four (24) months
- (2) Have successfully performed documented voluntary service, or have been participating actively in the affairs of RCM, for a minimum of one (1) year
- (3) Be at least 21 years old
- (4) Submit documentation to verify that he/she is a US Citizen, or has legal immigration status in the United States, throughout the term of the service. The requirements for qualifications may be adjusted, if necessary, by the Board in exceptional cases.
- (5) The Governing Board may grant exceptions to one or more of these requirements if it deems appropriate.

Section 4.05 Vacancies

Any vacancy occurring in the Board of Trustees may be filled by election within the remaining Board members from the pool of candidates qualified and developed in the previous election. If no qualified candidates are available from that list, the Board may ask the election committee to convene and hold a special election that parallels the regular elections. The newly elected Board

member will serve the remainder of the term outlined in 4.03 above. If the departing Board Member holds an officer position (Chair, Vice Chair, Treasurer, or Secretary), the Board will elect an officer from among all members after that vacant position is filled.

Section 4.06 Removal of Board Member

Any Trustee may be removed from the office by a two-thirds vote of the members of the Board at any regular or special meeting of the Board of Trustees, with cause for:

- (1) Intentional violation of these Bylaws, or Board policy.
- (2) Failing to attend two meetings of the Board in a calendar year, without justifiable reason, and/or for which Board is not informed within reasonable advanced notice
- (3) Performing acts repugnant to the Articles of Incorporation or Bylaws of RCM, or
- (4) Becomes disqualified under Section 4.03 above.

Such removal may occur only if the Trustee involved is first provided with adequate notice of the charges against him or her in the form of a statement of such charges by the Board of Trustees, sent by certified or registered mail to the last known address of such Trustee. The Trustee involved will have the right to respond in writing to these charges within seven days of mailing of the charges. Each member of the Board will review any response independently. The Board then will act based on reasonable and consistent criteria, always with the objective of advancing the best interests of RCM.

Section 4.07 Resignations

Any Trustee may resign at any time by giving written notice to the Chairperson of the Board or in his/her absence to any member of the Board. Such resignation will take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board. The successor to a resigning Trustee will be selected in accordance with Section 4.05. In the event all the members of the Board resign it will be the obligation of the Chairperson to hold a new election within forty days of this resignation. However, should the Chairperson be incapacitated or unable to conduct such elections, the responsibility of holding such elections will then be transferred to the Executive Director.

Section 4.08 Arbitration

Any Trustee who has been removed from the Board of Trustees, may arbitrate the matter in accordance with Article VIII of these Bylaws.

Section 4.09 Regular Meetings

A regular meeting of the Board of Trustees of RCM will be held at least quarterly, at such time, day and place as will be designated by the Board of Trustees, for the purpose of transacting such business as may come before the meeting. The Board may choose to establish an annual calendar that schedules all regular Board meetings and post the calendar.

Section 4.10 Special Meetings

Special meetings of the Board of Trustees may be called by the Chairperson of Board of Trustees by a request of at least two Board members, to be held at such time, day, and place as will be designated in the notice of the meeting. The notice to call Special Meeting and stating the purpose of such Special Meeting shall be given to the Board of Trustees in writing three days in advance. An emergency Board meeting may be called by the Chairperson, should there be a matter that must be addressed in a shorter time frame that requires Board action.

Section 4.11 Quorum

More than fifty (50) percent of all members of the Board will constitute a quorum for the transaction of business at any meeting of the Board, except when decisions requiring a super majority vote are on the agenda of the Board. In those cases, the quorum will be 2/3rd of the Board members.

Section 4.12 Compensation

Trustees will not receive compensation for their services as members of the Board of Trustees, but the Board may authorize payment by RCM of the out of pocket expenses of Trustees for their services to RCM.

Section 4.13 Conflict of Interest

All Board members shall be in full compliance of the Conflict on Interest policy adopted by the Board.

ARTICLE V: OFFICERS

Section 5.01 Officers

The Board officers: Chairperson, Vice Chairperson, Secretary and Treasurer will be elected from Board members after every election cycle. All Board members may nominate eligible candidates. Officers may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws.

Section 5.02 Chairperson of the Board of Trustees

The duties of the Chairperson of the Board are to:

1. Lead the Board in delivering on responsibilities as outlined in section 4.01 of this document.
2. Facilitate Board decision(s) on Policy, and all other matters on which the Board needs to make decisions. Consultative, consensus building decision making process must always be followed (see Article III).
3. Lead the development of the Board agenda for each Board meeting

4. Facilitate all Board meetings: Establish an agenda by seeking agenda items from Board members, Executive Committee, and other community members, moderate discussions of agenda items, communicate Board activities and decision to the community.
5. Sign and execute any deeds and contracts on behalf of the organization.
6. Ensure the Board committees are delivering on their responsibilities and reporting requirements
7. Ensure Board assessments and evaluation are conducted.

Section 5.03 Vice Chair

Responsibilities of the Vice Chairperson of the Board are:

1. Assume and execute the responsibilities of the Board Chairperson in his/her absence as needed
2. Lead and facilitate the Board meetings in cases when the Board Chair is absent
3. Facilitate and represent the Board in Board-staff communication process discussions
4. Participate as a Board liaison by facilitating Board support in requested Executive Committee and Staff Meetings
5. Perform special assignments as requested by the Board.

Section 5.04 Secretary

The Secretary of the Board will have all powers and perform all duties commonly included in the office of secretary, including the following duties and responsibilities:

1. Maintain Board records, and documents and ensure that documents are properly certified and sealed when appropriate.
2. Ensure that Board meeting minutes are recorded and distributed timely.
3. Ensure that all notices are given in accordance with these Bylaws.
4. Ensure the Board is in compliance with all legal matters and that all the corporation registration and permits are up to date.
5. Ensure that Board member directory is accurate and is posted appropriately
6. The Secretary will be the custodian of RCM's meeting records, board manual and the seal and will have the authority to affix the seal of RCM, if required, to attest the instrument by affixing his/her signature.
7. Ensure proper insurance is in place to protect the organization
8. Heads the Governance Committee.

Section 5.05 Treasurer

The Treasurer of RCM will have the following responsibilities

1. Oversees assets including all bank accounts, pay accounts, credit and debit cards

2. Establish and monitor internal controls related to RCM's finances and accounting
3. Makes recommendations to the Board regarding authority levels, budget, systems, financial personnel, and fiscal policies for approval of the Board
4. Ensure financial filings are prepared and submitted timely.
5. Help RCM in acquiring financial audit/review services when necessary
6. Member of the Finance Committee.

Section 5.06 Resident Scholar(s)

The Resident Scholar(s) is the cornerstone of the community, providing spiritual and scholarly advice as well as a broad world view and an understanding of civic and social life.

The Resident Scholar may also receive compensation and full benefits from RCM. The Board and the Executive committee shall rely heavily on the Scholar's input in making decisions.

Specific responsibilities of the Scholar include:

1. Serve as chair of the Religious Affairs committee and the primary consultant for all Islamic law-related decisions; provide Islamic guidance to questions and matters presented by either the Executive Team or the Board of Trustees in accordance with the general guidelines of decision-making outlined in the RCM bylaws (consultative model).
2. Teach one general halaqua that is open to the community at large at least once a week; the scholar will select the topic, the day, the time and the approach.
3. Conduct a sister's-only halaqua at least once a week; the scholar will select the topic, the day, the time and the approach.
4. Lead Eid prayers and deliver Friday Khutbah at least twice a month.
5. Conduct or delegate specific topic workshops periodically when applicable (i.e. Zakah workshop, Ramadan workshop, Hajj Workshop, etc.).
6. Represent RCM at activities that advance interfaith and public relations for Islam and Muslims.
7. Provide counseling for members of the community at least one day a week.
8. Oversee educational program for new Muslims.
9. Participate in monthly Executive Committee meetings as well as called staff orientation and/or training events.
10. The role and responsibilities of the Resident Scholar may be further refined from time to time as indicated by the needs of the Masjid and by the mutual agreement of the Resident Scholar and the Executive Committee.

The Resident Scholar is employed by the Board. When searching for a Resident Scholar the Board will consult with the Executive Committee (EC) and other community leaders, and form a Scholar Search Committee (SSC) to include members of the EC and other leaders. The SSC shall include members from both genders and a wide range of age groups. The SSC will conduct a

search, screen and interview candidates and recommend a candidate to the Board based on criteria extracted from the organization's Vision, Mission and strategic and tactical goals.

Section 5.07 Executive Director

The Executive Director is the head of the Executive Committee, and is the person responsible for the day to day operation of the organization including all tactical operational decisions. The Executive Director will work closely with the scholar. The Scholar will provide guidance to the Executive Director in all community issues. Additionally, the Executive Director shall seek guidance from the Scholar on operational matters to ensure that the operations are in full compliance with all Islamic law and guidance. Additional responsibilities of the Executive Director include:

1. Be the liaison between the EC and the Board to help bridge the strategic planning and the operational matters.
2. Lead the Executive Committee to ensure cohesive and synchronized operations.
3. Establish the agenda and facilitate the EC regular and special meetings to ensure effective communication among all subcommittees.
4. Select Subcommittee coordinators based on thorough consultation with the EC committee, Board members and other community members.
5. Develop an annual plan for operation of the organization that is consistent with the strategic plan, vision and mission.
6. Provide supervision and management to subcommittee coordinators when needed.
7. Recommend policies to the Board after consultation with the EC to enhance operations.
8. Report to the Board at least monthly of the state of the operations.
9. Ensure full compliance with the decision-making process within the EC and the subcommittees.
10. Provide leadership, empower and inspire community members to become active in the organization.

The Board may determine, based on need, whether the Executive Director position is full time or part time. The Board will form an Executive Director Search Committee who will search, screen and recommend a candidate to the Board. Upon consultation with the EC, the Board will proceed with hiring that person.

Section 5.08 Resignation of Officers

An officer (Chair, Vice Chair, Secretary, or Treasurer) may resign as a Board officer and remain as a Board member. Should that happen, the Chairperson shall conduct consultation and assign the office to another Board member within 30 days. If the officer resigning is the Chairperson, then the Secretary will facilitate an election of a new Chairperson. All Board members including the exiting Chairperson may participate in the election.

ARTICLE VI: COMMITTEES

In addition to the committees listed below, the Board may form additional committees as/if needed.

Section 6.01 Executive Committee

The second layer of the RCM organizational structure is the Executive Committee. The Executive Committee will be headed by the Executive Director. The Executive Committee is responsible for the day to day operation of the organization. The Executive Director shall report to the Board in each regular Board meeting.

Section 6.02 Religious Affairs Committee:

The Religious Affairs Committee is headed by the religious leader (Imam or Scholar) and includes community members who have relevant Islamic knowledge. The Board may designate a Board Liaison to serve on this committee. Responsibilities of this committee include

1. Make decisions on religious services, make decisions on staffing, scheduling and delivering all religious services.
2. Provide guidance to the Board and Executive Committee on all matters that touch or intersect with religious matters.
3. Lead and guide social services including counseling and charity distribution.
4. Provide spiritual guidance and help the Board and executive committee maintain a spiritual connection to the purpose of the organization.

Section 6.03 Election Committee

In August of every year the Board will ask one Board member, to form an election committee. Election committee members may include an additional 3 to 5 community members. Election committee members may be Board members (not eligible to re-election that year), former Board members, volunteers, or other leaders in the community. Staff and agents, who receive compensation from the organization may not serve on the election committee. The Election Committee will follow the election procedures set by the Board. These procedures will be made available by the Board to the Members before the solicitation of nominations for elections. The Election Committee will scrutinize the validity of the nominations in accordance with Sections 4.06 and 5.03 of these bylaws, prepare the listing of the eligible candidates and the ballot papers to be distributed to be distributed to each voting board member, conduct the election, tabulate the results, and submit the report to the Board of Trustees for announcement to the community.

Section 6.04 Finance Review Committee and Auditors

Each year within ninety (90) days of the election, the Board will appoint an internal Finance Review Committee from the Regular Board members (Non-Officers). The Committee will review the quarterly finance reports presented to the Board and submit the results of its reviews to the

Board. Each year the Board of Trustees will have an independent annual financial review or audit conducted to review the accounts of RCM.

ARTICLE VII: AGENTS AND EMPLOYEES

Section 7.01 Agents and Employees

The Executive Committee may nominate agents and employees who will have such authority and perform such duties as may be prescribed by the Board. The Board of Trustees will approve all nominations. The agents or paid employees are required to abide by the policy and guidelines set up by the Board and follow the instructions of the Executive Committee for day to day operations. In no circumstances any agent or paid employees can assume or exercise the power and authority vested in the Board of Trustees or Executive Committee unless explicitly given the right by the board. The Board may remove any agent or employee at any time with or without any cause. Removal without cause will be without prejudice to such person's contractual rights, if any, and the appointment of such person will not itself create contractual rights. No agent or employee of RCM will hold any elected office of RCM or serve on the Election Committee, on the Finance Review Committee, or on the Arbitration Panel.

Section 7.02 Compensation of Agents and Employees

RCM may pay compensation in reasonable amounts to agents (a person or entity acting on behalf of RCM) and employees for services rendered in the amounts to be fixed by the Board or, if the Board delegates power to any officer or officers, by such officer or officers. The Board may require agents or employees to provide security bonds for the faithful performance of their duties.

ARTICLE VIII: ARBITRATION

Section 8.01 Arbitration Panel of RCM

Disputes within RCM shall be resolved as much as possible through informal means of mediation. As a last resort, disputes may be resolved through arbitration. The members of the Arbitration Panel will be elected by the Board of Trustees. The knowledge, integrity, character and maturity of the nominees to serve as arbitrators will be taken into consideration by the Board. Members of the Panel will not concurrently occupy any other elected or non-elected office of RCM. The members of the Panel will select a Chairperson. The decision of the Arbitration Panel shall be final and binding to the different parties.

Section 8.02 Matters to be Submitted to Arbitration

Concerning any claim, demand, dispute, controversy, and difference arising out of or related to RCM between any member (in any category) and an officer, employee, trustee, or member of a committee of RCM, among themselves or between any of them and RCM, the matter of difference is to resolved among the parties involved in an amicable spirit of Islamic brotherhood.

If mutual agreement cannot be reached between the parties then the matter will be exclusively settled by arbitration as set forth in this Article pursuant to O.C.G.A. §991, et seq. of the Code of Georgia.

ARTICLE IX: MISCELLANEOUS

Section 9.01 Fiscal Year

The fiscal year of RCM will be the August through July of the following year.

Section 9.02 Corporate Seal

The corporate seal of RCM will be circular in form, will have the name of RCM inscribed thereon and will contain the words "Corporate Seal" and "State of Georgia" and the year the Corporation was formed in the center, or will be in such form as may be approved from time to time by the Board of Trustees. The Secretary of RCM will be custodian of the Corporate seal.

Section 9.03 Budget, Checks, Notes and Contracts

The Board of Trustees must approve and authorize disbursement of funds. Once a budget is authorized the executive director may authorize specific expenses if they are covered in the budget. Additionally, the Board may establish a level of authority chart for large expenses at its will. Any expenses exceeding budget number in each category of expenses require Board approval. Any contracts for major expenses in excess of the budgeted limit shall be approved by the Board before execution.

Section 9.04 Books and Records

All the books and records of RCM will be kept at its principal offices in the State of Georgia or at any other place in the State of Georgia designated by 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 and Executive Committee, and (3) an updated record of the names and addresses of the voting and non-voting members. All books and records of RCM may be inspected by any member having voting rights, or his/her agent or attorney, for any proper purpose at any reasonable time with a proper written notice.

Section 9.05 Indemnification and Insurance

Unless otherwise prohibited by law, RCM will indemnify any trustee, arbitrator, or officer, any former trustee, officer, or any person who may have served at its request as a trustee or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Trustees, indemnify any employee or former employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he/she may be or is made a party by reason of being or having been such trustee, arbitrator, officer, or employee; subject to the limitation, however, that there will be no indemnification in relation to matters as to which

he/she will 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/her own gross negligence or misconduct in the performance of a duty to RCM. Amounts paid in indemnification of expenses and liabilities may include, but will 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, arbitrator, director, officer, or employee. RCM may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any trustee, arbitrator, officer, or employee; provided, however, that such trustee, arbitrator, officer, or employee will undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article.

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

The Board of Trustees may authorize the purchase of insurance on behalf of any trustee, arbitrator, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a trustee, officer, employee, or agent or out of acts taken in such capacity, whether or not RCM would have the power to indemnify the person against that liability under law. In no case, however, will RCM indemnify, reimburse, or insure any person for any taxes imposed on such individual under Title 26 of the United States Code, as amended. Further, if at any time RCM is deemed to be a private foundation within the meaning of 26 U.S.C.A. §509, as amended, during such time, no payment will be made under this Article if such payment would constitute an act of self-dealing or a taxable expenditure, as defined in 26 U.S.C.A. §4941 or §4945 as amended, respectively, of the Code.

Section 9.06 Loans to Trustees and Officers

No loans will be made by RCM to its Trustees or Officers.

Section 9.07 Gender and Diversity Equity

As a matter of standing policy, RCM will provide for the full and unrestricted participation of all members of the RCM community, men and women, in all of RCM's activities and services, being inclusive and tolerant of various legitimate interpretations of the Islamic Jurisprudence and points of view. Voting Board members shall include at least one male and one female to help represent the brothers/sisters in the community, and bring that point of view to matters considered by the Board.

Section 9.08 Severability

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

Section 9.09 Amendment of Bylaws

These Bylaws may be amended, from time to time and in as many respects as may be permitted by law. Amendments to the bylaws require vote of two-third (2/3) of the maximum number of the Board of Trustees constituting the Board.