

**BY LAWS
OF
TEBNINE.ORG
DEARBORN, MICHIGAN**

**ARTICLE I
Incorporation, Location and Term**

Tebnine.Org., was incorporated on June 26, 2015 under such name pursuant to the Act No. 327, Public Acts of 1931, of the State of Michigan as amended, known as TEBNINE COUNCIL OF NORTH AMERICA, a Michigan non-profit corporation. On January 10, 2017, the name of Corporation changed from Tebnine Council of North America to Tebnine.Org. Currently doing business as TEBNINE.ORG. The current registered office of the Corporation is located at 6554 Greenfield Rd. Dearborn, Wayne County, Michigan 48126, and the term of existence is perpetual and unlimited. The Corporation may also have offices at such other places both within and outside the State of Michigan, as the Board of Trustees may from time to time determine or the business of the Corporation may require.

ARTICLE II

Mission Statement

The purpose for which the Tebnine.Org. is formed is to receive, administer and distribute funds for the following purposes:

- 1- Permitted by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The Corporation shall be non-profit and non-partisan. No substantial part of the activities in the Corporation shall be devoted to or attempt to influence legislation by propaganda or otherwise. The Corporation is further prohibited either directly or indirectly from participating or intervening in any political campaign on behalf of or in opposition to any candidate for public office; the Corporation is further prohibited from engaging in any activities which, under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future

United States Internal Revenue Law), or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), would deny it exemption as an exempt organization under said section.

The property and lawful business of the Corporation shall be held and managed by its Members which may exercise all such powers of the Corporation and do all such lawful acts and things in connection with the management of the Corporation.

ARTICLE III

Board of Trustees Membership and Meetings

The Membership of the Corporation as of the date of adoption of these Bylaws shall consist of the current Members of its Board of Trustees, hereinafter referred to as the Board.

Section I. Types of Members

The Board of Tebnine.Org. shall be comprised of Active and Emeritus Members (collectively the "Board Members").

Board Membership shall be personal to each Board Member, shall not be transferable or assignable by any Board Member, and shall not pass to any Board Member's personal representative, heirs, or legatees. No Board Member may serve in the capacity of a board member or officer in any other organizations similar to that of the Tebnine.Org.

A. Active Members: The Active Members of the Board shall be defined as, only those persons elected to and currently serving on the Board. Active Members shall not exceed fifteen (15) in number. Active Members shall serve for one (1) term of three (3) years only. There must be a two (2) year period of non-service between every term of three (3) years of service on the Board.

B. Emeritus Members: Active Members, after serving on the Board for three (3) full terms, may request to change his/her status from Active to Emeritus, however, the Board shall not exceed eighteen (18) Emeritus Members at any given time. If

there are less than 18 Emeritus Members on the Board at any time, the sitting Emeritus Members shall nominate from a list of eligible (serving three full terms) Active Members and elect new Emeritus Members in the same manner described in Article III, Section 2 below. An Emeritus Member has the option to return to being an Active Member, provided there is a vacancy on the Board, and s/he obtains the approval of a simple majority of the Board. Emeritus Members may request a change of status to Honorary Member at any time and such grant will be subject to Board approval as noted in Article III, Section 1, Subsection C below; however, such change in status, if approved, shall be permanent and irreversible.

C. Honorary Members: Honorary Members may be granted to individuals who have provided exemplary services to Islam, Muslims, and our community. Honorary Members may not attend any Board meetings and shall not have any voting rights. An Active or Emeritus Member of the Board at an official meeting may nominate individuals to become Honorary Members. A simple majority of Emeritus Members in a subsequent meeting may approve and bestow Honorary Membership status upon a nominee.

Section 2. Qualifications/Nomination of Members

Board Member shall be sincere and loyal to the mission of the Tebnine.org. and shall participate actively. The age of a Board Member shall be at least twenty-five (25) years.

Any Board Member may propose new Active Members. Proposed member names shall be submitted for review to the Nominating Committee (pursuant to Article VII) which shall be comprised of seven (7) Members: three (3) Active Members, four (4) Emeritus Members. Nominations approved by a simple majority of the Nominating Committee shall be submitted to the Board for election during the annual elections. A two-thirds (2/3) vote of Emeritus Members present shall be required to approve new Active Members.

Section 3. Voting

Unless otherwise provided, all Board Members have voting rights. However, Active Members who are absent for three consecutive regular Board meetings shall not be permitted to vote during the fourth Board meeting. The absent Active Member(s) will be eligible to vote at the fifth meeting.

Section 4. Meetings

E. Annual Meetings and Elections: The annual meeting shall be held in the month of May, on the date to be set by the Chairperson. This will be considered the annual General Assembly of Tebnine.org, unless otherwise determined by most of the Board. At this General Assembly meeting, approximately one-third of the Active Members' positions on the Board will be elected. Any Active Member may nominate candidates for election. For purposes of election of Members, Members present shall constitute a quorum. Provided, however, a first-time candidate must first be sanctioned by the Nominating Committee as referenced in Section 2. The general election process is by secret ballot. Election for an Active Member of the Board must receive the approval of at least two-thirds of the Active Members present at the meeting. Persons seeking election may not vote or be present at the meeting during the voting process. Vacancies on the Board are filled at the discretion of the current Active Board Members.

B. Regular Meetings: The Board shall hold monthly regular meetings during the third week of each month or on a date to be selected by the Chairperson.

C. Special Meetings: Special meetings may be called solely by the Chairperson. Furthermore, any four Members may request a special meeting must inform the Chairperson or, if absent, the Vice Chairperson who must comply with this request within seven (7) days after notifying each Member, either personally, by mail, e-mail or by phone. The Chairperson shall notify the Members through the Correspondence Secretary of the scheduled special meeting. Provided, however, the Chairperson or a Vice Chairperson shall preside over any special meeting.

D. Correspondence for Meetings: The Correspondence Secretary or Chairperson's designee shall e-mail or mail a written notice to Board Members at their mailing address of record. The purpose of the meeting shall be stated on the notice. In urgent situations, verbal notification of a meeting by the Chairperson or his /her designee shall be deemed be adequate notice. All meetings of the Board shall be held at the registered office of the Corporation or any of its corporate facilities.

E. Quorum: At all meetings of the Board, a quorum for the transaction of business shall consist of five (5) Active Members. If a quorum exists, the act of a simple majority of the Members present at any meeting shall be a lawful act of the Board,

unless otherwise provided by statute or by the Articles of Incorporation. A simple majority will constitute a binding decision regardless of the number abstentions.

ARTICLE IV

Board of Trustees

Section 1. Number of Board Members.

The Board shall consist of not less than Fifteen (15) Board Members, When a vacancy occurs, the Board shall continue to function with the same powers. The vacancy shall be filled in accordance with the nomination and election procedure outlined in Article III, Section 2 and the vacancy shall be filled within ninety (90) days. Individuals who have previously served as Active Members will be considered for nomination first. The Active Member elected to fill a vacancy will serve the remainder of the term originally vacated only.

Section 2. Remuneration.

The Board Members shall serve without any fee, salary, or any other compensation for their services as Board Members. Furthermore, this Corporation is organized and shall be operated exclusively for the previously described purposes, and no part of any earnings realized by it on account of any of its activities or property shall accrue to the benefit of any Member of the Corporation or any other private individual.

Section 3. Removal of Members or Officers.

If a Members of the Board commits an untrustworthy act, or an obvious immorality, or is otherwise engaged in unacceptable conduct (collectively "Cause"), s/he may be requested to resign from their position, membership, or both. Once due process occurs (as hereinafter defined), and if found guilty of any of the above misconduct, Officer or a Member will be advised by the Chairperson to voluntarily resign. If the officer, or Member does not resign, the Members shall convene a special meeting, and the vote as noted in Article III, Section 3 supra shall be final and binding in all respects.

A written resignation of a Member, Officer, shall also serve to disqualify and

terminate Membership, position, or employment effective one week from the date of submission. The Board automatically accepts such written resignations. An Executive Committee Member may resign his/her office and remain an Active Member of the Board. Resignation presumed from absence shall occur when an Active Member is absent for four (4) consecutive meetings without the permission of the Board Members. Active Members shall submit a request for such absence by communicating the same, in writing, to the Correspondence or Recording Secretary. If an Active Board Member relocates, creating a hardship for his/her attendance, that Member shall be respectfully released as a Board Member.

Due Process: Any accusation made by a Board Member shall be forwarded in writing to the Chairperson. The Chairperson shall convene with the Executive Committee to consider, investigate, and make recommendations regarding the complaint. The findings must be forwarded to the Board. The Emeritus Members only will make the final decision for removal or non-removal by secret ballot vote per the voting requirements set forth in Article III, Section 3.

Section 4. Duties and Powers.

1. General duties and powers. The Board shall develop all policies, administer the affairs, business, finances, and properties of the Corporation; elect its officers, and have such other powers, authorities, duties, and responsibilities as are provided for a Board of a non-profit Corporation under the laws of the State of Michigan.

B. Election of officers. The Board shall hold an annual meeting in January of each year to elect the officers of the Corporation to serve until the next annual meeting of the Board, as previously described.

C. Additional duties. Except where otherwise noted in these Bylaws, the Board and/or its appointee shall also have exclusive powers and authority, including but not limited to the following:

2. Set the vision and policies.
3. Hire and dismiss all employees (subject to Article III, Section 3).

4. Negotiate and approve all business transactions including contracts to purchase or sell real estate or other assets (subject to Article III, Section 3);
5. Establish an annual budget as well as special projects' budget.
6. Select an auditor for the Corporation when it deems such an audit is required.
7. Approve, support, and enhance all appropriate programs and/or activities proposed by the Executive Committees or affiliates and consistent with the Corporation's exempt purposes.
8. Delegate duties and responsibilities as deemed necessary to conduct the affairs of the Organization.
9. Authorize the Treasurer, and in the absence of the Treasurer, collectively, the Comptroller to open or close accounts, make withdrawals, transfer money, and perform any other related financial operations.
10. In the event of approving an issue, the minority shall not work verbally or in action against the majority decision; and
11. All Board Members must maintain a high level of professionalism and not breach the confidentiality of the Board.

ARTICLE VI

Executive Committee

Section 1. Executive Committee Members.

Members of the Executive Committee of the Corporation shall include the following:

Chairperson
First Vice Chairperson
Second Vice Chairperson
Treasurer

Comptroller
Recording Secretary
Correspondence Secretary

Section 2. Term.

The term of all Members begins January 1st and ends December 31st of the following year.

Section 3. Duties of Members.

A. Chairperson:

The Chairperson shall have the responsibility for the general and active management of the business of the Corporation and his duties shall include:

1. Presiding at all meetings of the Board.
2. Preparing a strategic plan annually relating to goals and objectives to be accomplished, which shall be approved by the Board.
3. Signing all Board approved contracts, deeds, leases, and other legal documents on behalf of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation.
4. Signing all the checks with the Treasurer or Comptroller.
5. Coordinating the work of all officers.
6. Performing all other duties incidental to the office, and such other duties as the Board may authorize or direct, such as representing the Organization at various functions and organizations.
7. Appointing the Chairpersons of all standing committees.
8. Serving in an Ex-Officio capacity on all committees and shall be notified of meetings.

9. Signing all letters concerning policies, administration, and non-religious activities of the Corporation, approved by the Board.

B. First Vice Chairperson:

In the absence of the Chairperson, the First Vice Chairperson shall assume all the duties of the Chairperson. S/he shall also monitor the activities of the Education Committee, Nominating Committee, Public Relations Committee, Building Committee, and Youth Committee. The First Vice Chairperson shall also act as liaison between the previously mentioned committees, if necessary.

B. Second Vice Chairperson:

In the absence of the Chairperson and First Vice Chairperson, the Second Vice Chairperson shall assume all of their duties. S/he shall also monitor the activities of Policy and Bylaws Committee, Planning Committee, Administrative Committee, Publications Committee, Congregation Committee, and Human Resources Committee.

C. Treasurer:

The Treasurer shall have custody of and keep accounts of all money, funds, and property of the Corporation, make deposits, approved withdrawals, keep legal and appropriate records of all donations and expenditures of the Corporation. S/he shall sign, with the Chairperson, checks. The Treasurer will present to the Board during each regular meeting a complete report of revenues and expenses, and shall prepare the yearly financial report, the budget, and all matters related to finance. The Treasurer may delegate any of the above functions to the Comptroller, with the approval of the Board. The Treasurer shall produce bank statements or CDs upon request.

D. Comptroller:

The Comptroller shall perform all lawful duties delegated by the Treasurer. If there is a conflict regarding expenditures, the item shall be submitted to the Chairperson for resolution. In the absence of the Treasurer, the Comptroller and the Chairperson shall assume those duties.

E. Recording Secretary:

The Recording Secretary shall be the Corporate Secretary and shall record and maintain the minutes of all meetings of the Membership and the Board. Copies of minutes shall be given to Members upon request. A copy of Board minutes shall be stored in a safe place.

D. Correspondence Secretary:

The Correspondence secretary shall prepare and mail all notices of meetings, receive, read, and report all correspondence to the Board.

Section 4. Vacancies.

A vacancy in any office shall be filled within ninety (90) days by the Board for the remainder of the term.

ARTICLE VII

Committees

Section 1. Type.

The purpose of Committees is to implement the goals and objectives of the Tebnine.org. The Chairperson shall approve or select committee Chairpersons, or the Chairperson may authorize the Members of a committee to elect a Chairperson. The Chairperson of the Board may establish or eliminate a committee upon a simple majority approval of the Board. All Board Members shall serve on committees to implement the Organization goals and objectives. The standing committees are as follows:

Administrative Committee
Building Committee
Congregation Committee
Education Committee
Finance Committee
Human Resources Committee

Nominating Committee
Planning Committee
Policy and Bylaws Committee
Publication Committee
Public Relations Committee
Religious Committee
Youth Committee

Each Committee Chairperson may select committee members from the Board and/or the congregation.

Section 2. Term.

Individuals serving on a Committee shall serve for only one year, unless earlier removed by the Chairperson.

Section 3. Function.

All the above Committees shall function as an advisory group only, as to the matters assigned by the Board to each committee. All Committee recommendations shall be subject to the review and approval of the Board. Each Committee Chair will identify budgets and objectives annually or as needed. The Committee Chairpersons are responsible for resolving issues and reporting to the Board at least quarterly.

ARTICLE VIII

Branches

The Members may establish branches for the organization in any city, state, or country. However, any new branch must be first discussed at two different meetings of the Board, shall be voted on during their second meeting, and shall require approval of at least two-thirds of the voting Members of the Board. No branch shall provide programs, adopt any policies, or pass any resolutions, which contradict the contents of these Bylaws, or other established policies of the Board.

ARTICLE IX

Auxiliaries

The Board may establish auxiliaries consistent with the Corporation's exempt purpose, including but not limited to youth, young adults, educational institutions and women auxiliary divisions. The requirements and restrictions mentioned in Article VIII for branches shall also apply to auxiliaries.

ARTICLE X

Amendments

Any amendment(s) to these Bylaws of the Organization must be initiated and approved by the Board in the following manner:

A. Proposed amendments to the Bylaws may be recommended either by the Chairperson of the Board or by any of the five (4) Board Members.

B. The proposed amendment(s) shall be submitted in writing to the Chairperson who will call a special meeting of the Members. The Members shall be notified not less than ten (10) days before the meeting. Proposed amendments shall then be forwarded to the Members for two readings in two consecutive meetings before a final vote of approval. There must be two-thirds (2/3) of the members present to vote. The approval of at least two-thirds (2/3) of Members present at the meeting, shall be required to pass the amendment(s).

C. These Bylaws shall not be altered or amended in such manner as to permit or allow any activity inconsistent with the Corporation's non-profit status under Section 101 through 1099 of the Michigan Non-Profit Corporation Act, Pub. Act No.162, Public Acts of 1982, as amended, or permitted to be taken by an organization or corporation exempt from Federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986 or an organization or corporation to which contributions are deductible pursuant to Section 170 of the Internal Revenue Code of 1986.

ARTICLE XI

Fiscal Year

The fiscal year of this Corporation shall be the calendar year, unless another date shall be fixed by a Resolution of the Board . After such date is fixed, it may be changed for future fiscal years at any time by further resolution of the Board.

ARTICLE XII

Indemnification of Officers and Members

Provided such action will not violate any applicable provision of the Internal Revenue Code of 1986, as amended (the "Code"), or cause the Corporation to lose its tax exempt status under the Code, the Corporation shall indemnify any and all of its Members and Officers, or former Members or Officers, from and against damages, judgment, settlements, costs, charges, or expenses incurred by them in connection with the defense of any action, suit, proceeding, or any appeal there from in which they or any of them are made parties, or a party by reason, of being or having been a Member or officer of the Corporation or with which they may be threatened, except in relation to matters as to which any such Member or Officer, or former Members or Officers or persons shall be adjudged in any action, suit, or proceeding to be liable for intentional misconduct in the performance of duty, and to such matters as shall be settled by agreement predicated upon the existence of such liability.

ARTICLE XIII

Dissolution

In the event of dissolution of the Tebnine.org, all assets remaining after payment of proper debts and other financial obligations, shall be sold, and transferred the assets to Village of Tebnine in Lebanon. Selected by two-thirds majority of the last Board, whose members. And which is an exempt organization under the provisions of Section 501© (3) of the Internal Revenue Code as amended.