

Updated Feb 4, 2019

BY-LAWS OF ALL DULLES AREA MUSLIM SOCIETY (ADAMS)

ARTICLE I: PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1.01 Name and Principal Offices: The name of the corporation shall be All Dulles Area Muslim Society (hereinafter referred to as “ADAMS”), a non-profit corporation incorporated under the laws of the Commonwealth of Virginia, and its principal offices shall be in the Commonwealth of Virginia.

Section 1.02 Other Offices: ADAMS may have such other office or offices, at such suitable place or places within the Commonwealth of Virginia as may be designated from time to time by the Board of Trustees of ADAMS.

Section 1.03 Registered Agent: ADAMS shall have and continuously maintain a registered office in the Commonwealth of Virginia (which may be identical with the principal offices) and the Board of Trustees of ADAMS shall appoint and continuously maintain in service a registered agent in the Commonwealth of Virginia, who shall be an individual resident of the Commonwealth of Virginia or a corporation registered in Virginia, whether for profit or not for profit.

ARTICLE II: PURPOSES

The purposes for which ADAMS is formed are to arrange and hold congregational prayers; undertake and engage in religious, charitable, educational and cultural activities; promote friendly relations between Muslims and non-Muslims and to foster a Muslim community based on Islamic principles of brotherhood, equality, mutual help and Islamic teachings of peace, love and justice. To that end, in all its activities and services, ADAMS shall provide for the full and unrestricted participation of all members, men and women, in a manner which is inclusive and tolerant of various legitimate interpretations of the Islamic Fiqh and points of view. Men and women will have equal access to prayer area and all other facilities and activities of ADAMS, and will have equal right to be elected or appointed to various offices of ADAMS. ADAMS shall be empowered to cooperate with other Islamic organizations in achieving these goals and engage in such other activities as may be desirable or required to fulfill the purposes and objectives of ADAMS.

The foregoing enumeration of the purposes of ADAMS is made in furtherance, and not in limitation, of the powers conferred upon ADAMS 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 ADAMS, other than as provided below. ADAMS is formed upon the articles, conditions and provisions relative to non-stock corporations which are contained in the general laws of the Commonwealth of Virginia. ADAMS is organized and shall 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 earnings or assets of ADAMS shall inure to the benefit of, or be distributable to the members, Trustees, Officers, other private individuals, or organizations organized and operating for profit (except that ADAMS shall be authorized and empowered to pay reasonable compensation for or make payments and distributions in furtherance of the purposes as hereinabove stated).

No substantial part of the activities of ADAMS shall be the carrying on of propaganda or otherwise attempting to influence legislation, and ADAMS shall be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code. ADAMS 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, ADAMS 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: GENERAL ASSEMBLY

Section 3.01 Membership: The membership of ADAMS shall consist of “Regular Members”, “Life Members”, “Associate Members” and “Honorary Members”. The General Assembly shall consist of “Regular Members” and “Life Members” only, who shall be hereinafter referred to as Members. Only Regular Members and Life Members in good standing shall be eligible to hold office of ADAMS and vote in ADAMS elections and shall nominate or be nominated for the election of ADAMS Trustees, Officers and Arbitrators. Each member shall be entitled to one vote in all matters coming before General Assembly meetings. Associate Members and Honorary Members may attend all meetings of the General Assembly, the Board and the Executive Committee as observers.

Section 3.02 Regular Members: A Regular Member shall be a Muslim of at least eighteen (18) years of age meeting the membership qualifications set in the Articles of Incorporation, who files an application with the required dues, as may from time to time be set by the Board of Trustees, and agrees to abide by the Articles of Incorporation and Bylaws of ADAMS. All applications are subject to the approval of the Board of Trustees.

Section 3.03 Life Members: A Life Member shall be a Muslim having qualifications under Section 3.02 above, who files an application with the required life-time dues, as may from time to time be set by the Board of Trustees, subject to the approval of application by the Board of Trustees.

Section 3.04 Associate Members: An Associate Member shall be a non-Muslim interested in learning about Islam and Islamic activities in America. Only the Board of Trustees can confer Associate membership.

Section 3.05 Honorary Members: Honorary membership shall not be by application. It shall be an honor bestowed by the General Assembly of members at the recommendation of the Board of Trustees on any person who is deemed to have rendered distinguished service to the Muslim community in general and service to ADAMS in particular.

Section 3.06 Membership Dues and Fees: The membership dues of ADAMS may be revised by the Board from time to time. Dues for family membership shall be less than double those for a single membership. A family membership shall be defined here as husband and wife. An individual member shall have one vote; family members shall have a maximum of two votes. Children above the age of eighteen and other related adults living with the family can become individual voting members by submitting membership application and paying the dues.

Membership dues must be paid by personal check, personal debit or credit card or cash by the individual for himself/herself or for a family member (defined as spouse, children, parents and parents-in-law). However, new members must submit the membership application and pay the dues in person. Cash payments must be submitted in person. Applications submitted in the bundled form shall be invalid. Bundling is defined as one individual submitting application/renewals and payments for people other than himself/herself or for a family member. ADAMS Board has the discretion to approve or reject any membership applications.

The annual dues shall become payable on the first day of each anniversary year. Additional charges and fees may be assessed by the Board, subject to approval of the General Assembly, for specific purposes, such as a building or maintenance fund. The Board may prescribe charges or fees for special events and activities as it sees fit. Associate Members and Honorary members shall not be required to pay any dues.

Section 3.07 Annual General Assembly Meeting: The Annual General Assembly Meeting of the members shall be held once each year in the month of May between two to four weeks before the election. The purpose of the meeting shall be the introduction of candidates during the forthcoming election, for the transaction of other business as needed and for such other business as may come before the meeting. The Board of Trustees may postpone the Annual General Assembly Meeting and the elections for a maximum period of thirty days due to extenuating circumstances.

Section 3.08 Special Meetings: Special meetings of the members may be called either by the Board of Trustees, or the Executive Committee. A special meeting may also be called by at least fifteen percent (15%) of the voting members of the full General Assembly through a petition to be filed with the Board of Trustees.

Section 3.09 Place of Meeting: The Board of Trustees may from time to time designate any place, within the general Dulles Area of Northern Virginia, as the place of meeting for any annual meeting or for any special meeting of Members.

Section 3.10 Notice of Annual and Special Meetings: Written or printed notice stating the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than fifteen (15) nor more than thirty (30) days before the date of the meeting, either personally or by mail/e-mail. The Board of Trustees or Executive Committee, may designate any person(s) to call and inform each Member, who is entitled to vote, for such meeting. Notice may also be posted on ADAMS official e-mail distribution list.

If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage prepaid, addressed to the member at his/her address as it appears on the records of ADAMS. Each Member shall be responsible for informing ADAMS promptly of any change of his/her address.

Section 3.11 Waiver of Notice: Whenever any notice is required to be given to any Member under any provision of law, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the Member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any Member at a meeting, in person without objection to the lack of notice of such meeting, shall also waive the requirement of notice by such Member.

Section 3.12 Quorum: At the annual or special meeting of ADAMS General Assembly, Members having at least one tenth (10%) of the votes entitled to be cast, represented in person or by proxy shall constitute a quorum.

If a meeting cannot be organized due to the lack of a quorum, those members present may adjourn the meeting once. If the quorum is not present in the second consecutive meeting, presence of at least forty members shall constitute a quorum for that meeting at which time any business may be transacted that may have been transacted at the meeting as originally called. However, any meeting called for the purpose of seeking amendments to the

Articles of Incorporation shall be in compliance with a quorum requirements set in the Articles of Incorporation of ADAMS.

To be represented by proxy, a Member must have submitted by e-mail, fax, postal mail or hand-delivery, before the quorum is called, a signed proxy form issued by the Board of Trustees. A member may not represent more than three other family members by proxy.

Section 3.13 Vote: Each Member shall have one vote. He/she, to be eligible to vote, must be a continuous member in good standing for at least two (2) years on the record date of March 31 of the year of election. This two (2) year requirement applies to anyone who becomes a new member on or after April 1, 2010. Members in good standing on March 31, 2010 are exempt from this new two (2) year eligibility requirement for 2011 elections. Whenever any action is to be taken by vote of the Members, except as otherwise required by law or by the Articles of Incorporation, it shall prevail by a majority of the votes. Notwithstanding anything to the contrary herein, in case of tie-vote in the general elections the ADAMS' board of trustees then existing prior to the election shall elect the candidate(s), based on service to ADAMS,

qualifications and experience, by an affirmative vote of 2/3 majority of the entire board disregarding the one(s) who is/are candidate(s) at the time.

Section 3.14 Appeal: Any Member whose membership was revoked may arbitrate the matter, in accordance with the provisions of Article VIII of these Bylaws.

ARTICLE IV: BOARD OF TRUSTEES

Section 4.01 Power of Board of Trustees: The duties and powers of the Board of Trustees of ADAMS (hereinafter referred to as "Board") shall be the following:

1. To manage, supervise and control the business, property and affairs of ADAMS. The Board shall make sure that the title to ADAMS' real estate and other assets shall be kept in ADAMS' name;
2. To approve or disapprove any financial transactions relating to ADAMS' real estate and other assets. No sale, assignment, transfer, or any other action involving the disposition of ADAMS' real estate can be authorized without the written consent of eighty percent of the existing members of the Board (rounded to the next higher number). Notwithstanding the foregoing, ADAMS shall not Transfer title to, or beneficial ownership, of ADAMS Center property, or any material part thereof, except upon the written consent via affirmative vote of One Hundred percent (100%) of the then constituted Board of Trustees (after filling vacancy(ies) if any) and thereafter such Transfer approved by a vote of seventy-five percent (75%) of ADAMS' then on record voting membership. Such membership vote regarding the Transfer shall be no later than two (2) months of the Board's vote, all pursuant to that certain Deed of Covenant dated October 25, 2002 by ADAMS to the benefit of ADAMS' membership ("Donors") which is incorporated herein by reference.
3. To determine the policies of ADAMS and execute its purposes, to appoint and remunerate agents and employees (including the power to delegate some of this authority to others).
4. To review, amend or approve the annual budget proposed by the ADAMS Executive Committee.
5. To approve the financial transactions and disbursement of ADAMS funds (including borrowing, lending and investing for and in behalf of ADAMS).
6. To adopt rules and regulations for the conduct of its 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 ADAMS (in their present form or as they may be amended) or to any applicable law.
7. To provide guidance for the execution and development of long-range plans for ADAMS.
8. To adopt rules for ADAMS Center conforming with Islamic principles.

Section 4.02A Combined Meeting of Outgoing and Newly Elected Officer Trustees and Regular Trustees: There shall be an overlap period of not more than four weeks between the outgoing Officers and Trustees and the newly elected Officer Trustees and Regular Trustees.

During this overlap period, the new and the outgoing officers and trustees shall jointly meet to go over any future planning or any outstanding business. The newly elected Officers and Trustees shall have no voting privileges during such meeting.

4.02B Chairperson of the Board of Trustees: The Board shall meet within thirty days after the end of the overlap period as defined in Section 4.02A to elect a Chairperson of the Board from among the Regular Trustees as defined in Section 4.03 of these bylaws. The Chairperson shall hold office for one year but shall be eligible for reelection to consecutive terms, provided he/she is a Trustee at the time of such reelection. In the absence of the Chairperson, the Board shall elect a chairperson for that meeting.

Section 4.03 Number of Trustees: The number of ADAMS' Trustees shall not be less than Nine(9) nor more than Thirteen (13) . Regular Trustees and four Officer Trustees (namely the President, the Vice-President, the Secretary and the Treasurer) shall be members of the Board of Trustees. The number of Trustees may be increased or decreased from time to time within the minimum and maximum. No decrease in the number of trustees shall have the effect of shortening the term of any incumbent Trustee.

Section 4.04 Election and Term of Trustees: The staggered term of Regular Trustees being fully in place, elections for the Regular Trustees for a four (4) year term shall continue in odd years for Trustees whose terms have expired. The four (4) Officer Trustees shall be elected every even year for a two (2) year term.

No Regular Trustee of ADAMS shall serve for more than three consecutive terms. However, any Trustee may serve again for up to three consecutive terms after at least a two-year break or any other office without a break.

Section 4.05 Qualifications: To be eligible for election as a Regular Trustee, a person must (1) have been an active member in good standing for the past thirty-six (36) months and must have documented service to ADAMS as a Trustee or Officer or committee chair or a committee member for at least three (3) combined years,*(2) have never been convicted for a criminal offense for the past 15 years; (3) be at least 25 years old, and not be and has not been a paid agent(e.g., long-term contractor) or employee of ADAMS for the past one (1) year; (4) not openly and persistently violate any of the established rules of Shari'ah (the Islamic Law) and (5) maintain his/her primary residence within Loudoun, Fairfax, Prince William and Arlington counties of Virginia and all municipalities within the said counties. Moreover, any nominee for election as a Trustee shall fully disclose any family relationship (as spouse, parent/child, sibling and parent/child-in-law) with any sitting Trustee of ADAMS and ADAMS Endowment Fund (AEF) before the Election Committee verifies him/her as a candidate for such position. No one may be nominated to the ADAMS' Board if he/she is related as defined herein, to two (2) or more sitting members of ADAMS Board or to three (3) or more sitting members of both ADAMS and AEF Boards

Section 4.06 Vacancies: Any vacancy occurring in the Board of Trustees may be filled from the pool of members qualified under Section 4.05 of these Bylaws, by the affirmative vote of the simple majority of the total trustees then in office. The vacancy must be filled within sixty days

after it becomes vacant, through a regular or a special meeting of the Board of Trustees. A trustee elected to fill a vacancy will serve the unexpired term of his/her predecessor in office or until his/her successor is elected and shall have qualified.

Section 4.07 Removal of Trustees: Any Trustee may be removed from the office by a three-fourths (3/4) affirmative vote of the total number of Trustees (disregarding the Trustee being considered for removal) at any regular or special meeting of the Board of Trustees, with cause for: (1) failing to attend three meetings of the Board in a calendar year without justifiable reason for which Board is timely informed, (2) failing to fulfill the specific responsibilities assigned to him/her by the Board, (3) performing acts repugnant to the Articles of Incorporation or Bylaws of ADAMS, (4) becoming disqualified under Section 4.05 above, or (5) being convicted of a criminal offense. 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 or e-mail to the last known address of such Trustee. The Trustee involved shall have the right to respond to these charges. Each member of the Board shall review any response independently. The Board then shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of ADAMS.

Section 4.08 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 shall 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 shall be selected in accordance with Section 4.06. In the event all the members of the Board resign it shall be the obligation of the Chairperson to hold a general election within two (2) months of this resignation. However, should the Chairperson be incapacitated or unable to conduct such elections, the responsibility of holding such elections shall then be transferred to the Chairperson of the Election Committee.

Section 4.09 Arbitration: Any Trustee who has been removed from the Board of Trustees, may seek arbitration in accordance with Article VIII of these Bylaws.

Section 4.10 Regular Meetings: A regular meeting of the Board of Trustees of ADAMS shall be held every three (3) months, 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. The Board of Trustees may, by resolution, provide for holding of additional regular meetings.

Any member of ADAMS who wants to attend the regular 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 4.11 Special Meetings: Special meetings of the Board of Trustees may be called at the direction of the Chairperson of Board of Trustees or President 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.

Section 4.12 Notice: Notice of the time, day and place of regular meetings of the Board of Trustees shall be given at least five days, previous thereto by notice sent by mail, messenger, fax, telephone or e-mail to each trustee at his or her address as shown in the records of ADAMS. Such notice for special meetings shall be given anytime by telephone, fax or e-mail to each Trustee. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by messenger, fax or e-mail, such notice shall be deemed to be delivered when the fax or e-mail is sent or message is delivered to the messenger. 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.

Notice of the special meetings should also be posted on the Bulletin Board of the ADAMS Center for public viewing.

Section 4.13 Quorum: Sixty (60) percent of the total members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, except that sixty seven percent (67%) of all members of the Board shall constitute a quorum for considering amendments to Bylaws and three-fourths of Board members shall constitute a quorum for the removal from office of a Trustee/Officer, not counting the Trustee being considered for removal. 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, except that a quorum shall be required in such an adjourned meeting if an amendment or removal of a Trustee are on the agenda.

Section 4.14 Manner of Acting: The act of a majority of the total members of the Board 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. Any action may also be taken without a meeting if consented in writing or by electronic transmission and such writing or electronic transmission is filed with the minutes of the Board in paper and electronic form. An action by e-mail requires a four (4) day period for discussion after the motion is presented by e-mail, one (1) day period for drafting the resolution and decision must be taken no later than three (3) days thereafter. Action in emergencies requires time periods for discussions, drafting and approval of resolution stipulated in the motion itself. Non-responsive members shall be considered absent for the purpose of such e-mail voting. 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 confirmed by a majority vote, in conformance with the quorum requirements of the Board of Trustees. The Board of Trustees may adopt rules and regulations for the conduct of its business in accordance with these Bylaws.

Section 4.15 Conflict of Interest Policy: ADAMS is a non-profit, tax exempt organization. There exists between ADAMS and its board, officers and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity requiring the best care, skills, and judgments for the sole benefit of ADAMS. These persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use

their position with ADAMS or knowledge gained therefrom for their personal benefit that is subject to scrutiny by and accountable to IRS, and state regulatory and tax officials. In order to keep and maintain ADAMS' tax exempt status which is important for its continued financial stability and for public support all such persons shall be subject to ADAMS' Conflict of Interest Policy, a copy of which is attached hereto and made a part hereof.

Section 4.16: All Regular Trustees/Officer Trustees: Upon election (and all candidates therefor prior to election), all regular trustees and office trustees shall sign a pledge that each of them shall always comply with the following:

- ADAMS' Mission and Vision
- ADAMS' Articles of Incorporation and Bylaws
- Follow ADAMS' Key Principles:

Furthermore, all regular trustees and board members will always comply with the following:

- Gender Equity: As a matter of standing policy, ADAMS shall provide for the full and unrestricted participation of all members of the ADAMS community, men and women, in all of ADAMS' activities and services, being inclusive and tolerant of various legitimate interpretations of the Islamic Fiqh and points of view. o ADAMS has one common prayer area for men and women, and does not practice gender discrimination.
- ADAMS doesn't practice denominational discrimination between Sunnis and Shi'ites and both groups shall have participation and involvement in the community.
- ADAMS maintains strong ties with other faith communities, and regularly hosts/participates in interfaith and community service programs and social event dialogues with Jewish, Christian, Sikh, Hindu, Buddhist, Baha'i and other faith traditions.
- ADAMS maintains an excellent relationship with the FBI, the Department of the Treasury, the Department of State, and various state and local law enforcement agencies.
- ADAMS, along with other Muslim organizations throughout North America, strongly condemns and rejects the actions of terrorists and terrorism.
- ADAMS shall require all candidates for office and prospective employees to provide police clearance certificate prior to election/employment.

Section 4.17 Compensation: Trustees shall not receive compensation for their services as members of the Board of Trustees and shall abide by the ADAMS' conflict of interest policy. However, the Board may authorize reimbursement by ADAMS of the out of pocket expenses of Trustees for their services to ADAMS.

ARTICLE V: OFFICERS

Section 5.01 Officers: The General Assembly shall elect, in even year elections, four Officers: President, Vice-President, Secretary and Treasurer (hereinafter referred to as "Officers"). Officers shall also be members of the Board by virtue of their office and may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws.

Section 5.02 Election and Term of Officers: Officers of ADAMS shall be installed after their election and shall hold their respective offices for a two-year term until their successors shall be elected and shall have qualified. No officer of ADAMS shall serve for more than three consecutive terms. However, officers may serve another term with at least a two-year break.

Section 5.03 Qualifications: To be eligible for election as an Officer, a person must meet the qualification requirements prescribed in Section 4.05 above. Notwithstanding anything to the contrary, the eligibility for the election of:

- (i) President: must be a member of ADAMS for at least three (3) years and must have documented service to ADAMS either as a trustee or an officer, or a committee chair or vice chair for at least three (3) combined years;
- (ii) Vice President: must be a member of ADAMS for at least three (3) years and must have documented service to ADAMS as a trustee or an officer, or a committee chair or vice chair, or a committee member for at least three (3) combined years with at least one (1) year as a trustee or an officer or a committee chair.
- (iii) Secretary: must be a member of ADAMS for at least three (3) years and must have documented service to ADAMS as a trustee or officer, or committee chair or vice chair, or a committee member for at least three (3) years (combined);
- (iv) Treasurer: must be a member of ADAMS for at least three (3) years and must have documented service to ADAMS as a trustee or officer, or committee chair or vice chair, or a committee member for at least three (3) years (combined) and must have background in accounting or finance or a business or non-profit organization management.

Section 5.04 Resignation: Any Officer may resign at any time by giving written notice to the President of ADAMS. If the resignation be by the President, it shall be submitted to the Chairperson of the Board or in his/her absence to any member of the Board. If the President, Vice President, Secretary and the Treasurer resign simultaneously or otherwise all these offices become vacant, a resignation may be submitted to the Chairperson of the Board or in his/her absence to any member of the Board of Trustees. Such resignation shall take effect at the time specified therein, or, if the time is not specified, then at the time of acceptance thereof as determined by the President, the Chairperson, or the Board of Trustees, as the case may be.

Section 5.05 Removal of Officers: Any Officer may be removed from the office by a three-fourths (3/4) affirmative vote of the total number of Trustees on the Board (disregarding the officer being considered for removal) at any regular or special meeting of the Board, with cause for: (1) failing to attend three (3) meetings of the Board or three (3) meetings of the Executive Committee in a calendar year without justifiable reason for which Board or the Executive Committee is timely informed, (2) failing to fulfill the specific responsibilities assigned to him/her by the Executive Committee or the Board; (3) performing acts repugnant to the Articles of Incorporation or Bylaws of ADAMS, (4) becoming disqualified under Section 4.05 above, or (5) being convicted for a criminal offense. Such removal may occur only if the Officer 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 or e-mail to the last known address of such Officer. The Officer involved shall have the right to respond to these charges. Each member of the Board shall review any response independently. The Board then shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of ADAMS.

Any officer who has been removed may arbitrate the matter in accordance with Article VIII of these Bylaws.

Section 5.06 Vacancies: In case of resignation or for any other reason including ineligibility or removal, an Officer is unable to complete his or her term, the Board of Trustees shall elect a successor from the pool of active and qualified members under Section 4.05 above to complete the unexpired term, within sixty (60) days after the office becomes vacant. The successor shall serve the remaining term thereof.

Section 5.07 Powers and Responsibilities of Officers: All Officers shall have the powers and authority expressly assigned to them by the Regular Trustees or by the Bylaws. Any power not expressly conferred to the Officers by these Bylaws or a duly adopted resolution of the Board shall belong to the Board of Trustees. The responsibilities and duties of the Officers include the following:

1. Submit to the Board of Trustees for their review and approval, within one hundred twenty (120) days after the election, a work plan, in accordance with the guidelines laid down by Trustees, for implementation during the course of two years term and to furnish the progress report of Committees for review and approval of the Board of Trustees.
2. Plan and implement activities consistent with the objectives and policies of ADAMS.
3. Maintain and operate the ADAMS Center and other facilities, if any, and establish the rules and regulations for their use. The management of the property and day to day affairs of ADAMS as may be provided in these Bylaws or by resolution of the Board of Trustees and, to the extent not so provided, as generally pertain to their respective offices. All rules and regulations of ADAMS shall be approved by the Board of Trustees.
4. Prepare the annual budget for review and approval of Board of Trustees.
5. Process the membership applications, resignations, suspensions or revocation of memberships or offices for action by the Board of Trustees.
6. Perform any other functions that are needed for proper management of ADAMS and its assets.

Section 5.08 President: The President shall be the Chief Executive Officer of ADAMS, serve as the Chairperson of the Executive Committee and shall preside at all meetings of the Executive Committee, shall perform all duties customary to that office and shall supervise and control day to day affairs of ADAMS, in accordance with policies and directives of the Board of Trustees. The annual budget and working plan for day to day operation as well as long term plan shall be prepared under the direction of the President within one hundred twenty (120) days after taking over the office and shall be submitted to the Board of Trustees for their approval. Notwithstanding the foregoing, the President of ADAMS shall have the following specific powers and duties:

1. He/she shall be a member of the Board of Trustees and the Chairperson of the Executive Committee.
2. He/she shall review the agenda (prepared by the Secretary) for the meetings of the Executive Committee.
3. He/she shall appoint such standing or special committees, or subcommittees, as may be required by these bylaws or as may be necessary, and shall be an observing member without vote, as the appointment shall state, of all such committees of ADAMS. All such committees shall be approved by the Board.
4. The President of ADAMS shall also perform such other duties as the Board of Trustees may designate from time to time.

Section 5.09 Vice-President: The Vice President of ADAMS shall have powers and duties as the Board of Trustees of ADAMS shall determine, including serving as acting president in the absence of the President or during such time as the President of ADAMS is unable to carry out the duties of that office. He/she shall also be a member of the Board of Trustees and of the Executive Committee. The Vice- President shall exercise such other powers and perform such other duties as the Board of Trustees or the President may assign from time to time.

Section 5.10 Secretary: The Secretary of ADAMS shall have all powers and perform all duties commonly incident to and vested in the office of the secretary, including the following duties and responsibilities:

1. He/she shall be member of the Board of Trustees and the Executive Committee.
2. He/she shall attend all meetings of the Board of Trustees and the Executive Committee, and prepare and distribute minutes of all such meetings to the Board of Trustees as well as the Executive Committee.
3. He/she shall ensure that all notices are given in accordance with these Bylaws.
4. He/she shall prepare agenda for the meetings of the Board of trustees, and the Executive Committee.
5. He/she shall process the applications of new members, the resignations, and the suspensions or revocation of memberships, for the approval of the Board. He/she shall also maintain a current list of members of ADAMS.
6. He/she shall help in preparing the semiannual and annual reports describing the achievements, present status, future plans, and other matters of interests.
7. He/she shall perform such other duties as the Board of Trustees, the Chairperson of ADAMS or the President of ADAMS may, from time to time, prescribe.

The Secretary shall be the custodian of ADAMS' membership and meeting records (written and digital, in ADAMS' official central repository) and the seal and shall have the authority to affix the seal of ADAMS, if required, to attest the instrument by affixing his/her signature. The Board may authorize any other Officer to perform such tasks.

Section 5.11 Treasurer: The Treasurer of ADAMS shall have all powers and perform all duties commonly incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities:

1. He/she shall be a member of the Board of Trustees and the Executive Committee.
2. He/she shall be responsible for developing and reviewing the fiscal policies of ADAMS for the approval of the Board.
3. He/she shall keep/or supervise the maintenance of the complete and accurate accounts of receipts and disbursements of all amounts. He/she shall cause the deposit of all monies and other valuable property of ADAMS in ADAMS' name to the credit of ADAMS in such banks or depositories as the Board may designate.
4. Besides maintaining the monthly accounts and quarterly and annual reports; the treasurer shall prepare a financial report which shall include the balance sheet, detail statements of income and expenses for independent auditors. He/she shall also prepare annual budget and present it to Executive Committee and the Board. The treasurer shall also be able to exhibit the books and accounts to any officer, trustee or the members of ADAMS at any reasonable time.
5. He/she shall render a report of the finances of ADAMS at the General Assembly meeting or whenever requested by the President or the Board showing all receipts and expenditures for the current year.
6. He/she shall provide assistance for filing all tax returns, as needed.
7. 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 ADAMS' cost and expense.
8. He/she shall also perform such other duties as the President or the Board may, from time to time, designate.

Section 5.12 Representation of ADAMS: For the purpose of representing the Corporation (ADAMS), the following shall be regarded as Officers of the Corporation:

1. Chairperson of the Board of Trustees, who shall be the Chairperson of the Corporation; and
2. President, Vice President, Secretary, and Treasurer, who shall be the President, Secretary and Treasurer of the Corporation, respectively.
3. **Executive Director** shall serve as the Executive Imam of ADAMS Center and shall advise the Board and Executive Committee and guide the ADAMS Community based on various legitimate interpretations of Islamic Fiqh and points of view. Executive Director(AKA Executive Imam) will only manage Religious matters and NOT operations and administration.

ARTICLE VI: COMMITTEES

Section 6.01 Executive Committee: Duties and Responsibilities: The Executive Committee of ADAMS shall be formed by the Four (4) officers of ADAMS and the Executive Director(AKA Executive Imam) of ADAMS, and The Chairpersons of the Committees nominated by Officer Trustees and approved by the Board of Trustees. The Executive Committee shall have the responsibilities and duties needed for proper functioning of ADAMS, within the powers expressly granted by the Board of Trustees. The duties and responsibilities of Executive Committee shall include the following:

1. Develop and submit to the Board by the end of November an annual operating plan and budget for the following year;
2. Develop a plan of work within the guidelines laid down by the Board of Trustees and submit it to the Board for its approval within one hundred twenty (120) days of the complete formation of the Executive Committee.
3. Implement the approved plan of work and furnish monthly, quarterly and yearly progress reports to the Board of Trustees as and if required.
4. Plan and implement other activities consistent with the objectives of ADAMS, and prepare the status reports for the Board of Trustees.

Section 6.02 Meetings: The Executive Committee will meet on at least a bi-monthly basis at a scheduled time, date and place, to evaluate the progress of different committees, resolve the problems, if any, and transact the business of ADAMS. A simple majority of the members of the Executive Committee shall determine the quorum for such meetings. Only members of the Executive Committee shall vote on matters brought before the Executive Committee.

Section 6.03 Notice: The schedule for meetings of the Executive Committee shall be prepared in advance and members of the Executive committee shall be notified at least seven (7) days before a meeting. The Executive Committee may hold “member observed” meetings and the notice shall be posted on the Bulletin Board of ADAMS Center for public viewing or on ADAMS Website. The Executive Committee may, in its absolute discretion, hold a closed door meeting when the subject matter of the meeting so requires and then no notice is needed on the bulletin board for closed door meetings. Emergency meetings may be called without notice as long as all the Executive Committee members are contacted by phone or e-mail and a simple majority approves the action.

Section 6.04 Appointments by ADAMS: The Board of Trustees, may appoint any Board-Level individuals or task forces, to facilitate the work of the Board. All such individuals or task forces shall submit their reports periodically and/or annually to the Board. The Board Level Individual, Task force, “Subcommittee or Councils” will serve for 3 months to 1 year term with option to renew.

Executive Committee, may appoint any Executive-Level individuals or “Subcommittee or Councils” or task forces, to facilitate the work of the Executive Committee, All such individuals or “Subcommittee or Councils” shall submit their reports periodically and/or annually to the Executive Committee. All “Subcommittee or Councils” members and chairpersons shall serve at the discretion of the Executive Committee. Board members may also submit nominations of qualified ADAMS members for Chair or Vice Chair of Executive-Level “Subcommittee or Councils” ” with qualifications to the Executive Committee for appointment.

Managing “Subcommittee or Councils” of the ADAMS’ satellite centers or branches shall be nominated by the Executive Committee. They Shall be called Branch “Subcommittee or Councils” or Satellite “Subcommittee or Councils” The Executive –Level Task force, “Subcommittee or Councils” will serve for 1 year term with option to renew.

Managing Committees of the ADAMS’ satellite centers or branches shall be nominated by the Executive Committee and approved and installed by the ADAMS Board.

The Trustees may invite certain ADAMS members to serve on an Advisory Council, with a view to seeking advice and counsel from time to time. Such members shall be or shall have been actively involved in ADAMS work but shall not currently be members of the Board of Trustees.

Section 6.05 Election Committee: Every year after elections but before the end of the calendar year, the Board shall appoint from the pool of regular voting Members, a five-member Election Committee with two thirds (2/3) affirmative vote of the Board, and one of them as a chairperson of the Election Committee. The members of the Election Committee shall neither be candidates in the upcoming election of the Board of Trustees, the Officers, or members of the Arbitration Panel nor be paid agents or employees of ADAMS. ADAMS' chairperson shall be the liaison with the Election Committee for Officers' election whereas the President shall be the liaison for Regular Trustees election. Election Committee may directly contact Bylaws committee for clarification.

Section 6.06 Responsibilities and Duties of Election Committee: The Election Committee shall follow the election procedures set by the Board. These procedures shall be made available by the Board to the Election Committee Members before the solicitation of nominations for elections. The Election Committee shall scrutinize the validity of the nominations in accordance with Sections 4.05 and 5.03 of these bylaws, prepare the list of the eligible candidates and mail it to each voting member, provide Absentee Ballots to requesting members by mail, to be received back by Election Committee by mail or in person no later than one day before the election day, conduct the election, , tabulate the results and submit the report to the relevant Board liaisons for announcement to the General Assembly.

Section 6.07 Finance Review Committee and Auditors: Each year, the Officer Trustees shall nominate a Three Member Finance Review Committee & Chair of Finance Review Committee from the Regular Board of Trustee members (Non-Officers) that is approved by the Board of Trustees. The Committee shall review the quarterly accounting and finance reports and annual Audited Statements and present the results of its reviews to the Board.

Each year the Board of Trustees shall also appoint a licensed accounting firm to audit the accounts of ADAMS. The Board shall present, if ready, the audited financial statement to the General Assembly at the Annual meeting.

Section 6.08 Bulletin Board: The Board of Trustees shall post on ADAMS bulletin board and/or its Website one detailed copy of the unaudited financial statement at least twenty four (24) hours before the General Assembly meeting and audited statement shall be posted when it becomes available.

Section 6.09 Resignation: Any Member of a committee nominated by the President or the Executive Committee may resign at any time by giving written notice to the President of ADAMS or in his absence to any officer of ADAMS. Such resignation shall take effect at the time specified therein, or, if time is not specified, then at the time of acceptance thereof as determined by the President or the Executive Committee. Similarly any member of a committee nominated by the Chairperson of the Board or the Board of Trustees may resign at any time by giving written notice to Chairperson of the Board or any member of the Board.

Section 6.10 Removal: The Board or the Executive Committee may remove chairperson or member of a committee appointed by it for (1) Performing acts repugnant to Articles of Incorporation or Bylaws of ADAMS, (2) failing to attend three meetings of Executive Committee if required to attend or their respective committee without justifiable reasons, during a one-year period, (3) becoming disqualified under Section 4.05 above or (4) failing to perform repeatedly his/her responsibilities on timely and satisfactory manner.

Section 6.11 Vacancies: In case of a vacancy created on a committee as a result of resignation or for any other reason including ineligibility or removal, the Officers/Board shall elect, within sixty (60) days after it becomes vacant, a successor to complete the unexpired term.

ARTICLE VII: AGENTS AND EMPLOYEES

Section 7.01 Agents and Employees: The Executive Committee may nominate agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board of Trustees shall 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. The Board may remove any agent or employee at any time with or without any cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights. No agent or employee of ADAMS shall hold any elected office of ADAMS or nominate and/or endorse anyone for Board or Executive Committee or serve on the Election Committee, on the Finance Review Committee, or on the Arbitration Panel. Notwithstanding the foregoing, the Executive Director of ADAMS may serve on the Executive Committee.

Section 7.02 Compensation of Agents and Employees: ADAMS may pay compensation in reasonable amounts to the agents 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 ADAMS: There shall be an Arbitration Panel of ADAMS (hereinafter referred to as "Panel"), composed of seven members.

Section 8.02 Appointment: The members of the Arbitration Panel shall be nominated by the Board from members of ADAMS and shall be elected by the General Assembly. The Board of Trustees shall take into consideration the knowledge, integrity, character and maturity of the

nominees to serve as arbitrators. Members of the Panel shall not concurrently occupy any other elected or non-elected office of ADAMS.

Section 8.03 Term: Each arbitrator shall be elected for a term of five (5) years. Any vacancies arising in the Panel shall be filled by the majority of the remaining members of the Panel for the unexpired term thereof with the approval and consent of the Board.

Section 8.04 Chairperson: The members of the Panel shall select a Chairperson within thirty days of the election from among themselves every year. The Panel shall develop rules and regulations for their operations.

Section 8.05 Matters to be Submitted to Arbitration: Any claim, demands, disputes, controversies, and differences arising out of or related to ADAMS between any member (in any category), officer, employee, trustee, or member of a committee of ADAMS, among themselves or between any of them and ADAMS, if not resolved administratively by Executive Committee or Board, shall be exclusively settled by arbitration as set forth in this Article pursuant to 8.01-577 et seq. of the Code of Virginia.

Section 8.06 Procedures: Any controversy or issue shall be determined by arbitration in the following manner:

1. Either party may, by written notice to the Chairperson of the Panel, within 45 days after a controversy that is subject to arbitration, has arisen, request the appointment of an arbitrator.
2. The Chairperson shall, within 30 days after receipt of said request, inform, in writing, the parties to the dispute, of the pending request and ask for (i) entering into an arbitration agreement by the parties whereby agreeing to accept the rules and abide by the final decision (ii) their selection of one member from at least three possible arbitrators from among the members of the Panel.
3. If all parties agree on one arbitrator, within fifteen (15) days of the request of the Chairperson referred to in Section 8.06 (b) above, then the Chairperson shall appoint him/her as arbitrator for the controversy.
4. If parties cannot agree on a single arbitrator, then each side to the dispute shall select one arbitrator from among the members of the Panel referred to in Section 8.02 above, within twenty one (21) days of the request of the Chairperson, and the such two arbitrators shall, thereafter, agree on a third arbitrator and shall appoint him or her by written notice, within thirty (30) days, signed by both of them and a copy mailed to each party to the dispute.
5. If both arbitrators fail to appoint the third arbitrator, the Chairperson of the Panel shall appoint the third arbitrator within ten days after the expiration of thirty days notice as provided in Section 8.06(d) above.
6. On appointment of three arbitrators as provided for above, such arbitrators shall hold an arbitration hearing at the ADAMS Center, or any other location agreed by all parties, within thirty (30) days after such appointments. At the hearing, the single arbitrator or the three arbitrators, as the case may be, shall allow each party to present that party's case, evidence and witnesses, if any, in the presence of the other party and shall render their

decision, within fifteen days of the conclusion of the hearing, as the arbitrator(s) deem just.

7. The decision of the arbitrator, if single, or the majority of the arbitrators, if more, shall be binding on the parties to these Bylaws, and judgment may be entered on such decision in any court having jurisdiction.
8. With respect to any dispute or controversy that is made subject to arbitration under the terms of this Article, no suit at law or in equity based on such dispute or controversy shall be instituted by either party, except to enforce the decision of the arbitrators or on the ground only of malicious, willful and flagrant violation of law and intentional miscarriage of justice by the arbitrator(s).

I. No party to the arbitration shall have a right to sue an arbitrator if it is not satisfied with the decision or the manner in which the arbitration was conducted.

j. All parties to the arbitration shall take part in the arbitration proceedings in good faith and shall abide by the decision of the arbitrator(s) in the conduct of the arbitration as well as the final decision.

ARTICLE IX: MISCELLANEOUS

Section 9.01 Fiscal Year: The fiscal year of ADAMS shall be the calendar year.

Section 9.02 Corporate Seal: The corporate seal of ADAMS shall be circular in form, shall have the name of ADAMS inscribed thereon and shall contain the words “Corporate Seal” and “Commonwealth of Virginia” and the year the Corporation was formed in the center, or shall be in such form as may be approved from time to time by the Board of Trustees. The Secretary of ADAMS shall be custodian of the Corporate seal.

Section 9.03 Checks, Notes and Contracts: The Board of Trustees shall authorize, from time to time, appropriate Trustees, Officers and/or authorized persons/agents to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments. The Chairperson, the President, the Vice President, or the Secretary or the Treasurer, or the Executive Director, or any person authorized by the Board can sign a check for a maximum amount of two thousand dollars (\$2000) and any two (2) of them together can sign a check for amounts over two thousand dollars (\$2000). Capital Expenses that are not in the budget shall require the approval of the Board. The Treasurer shall submit a written financial and accounting statement to the Board on a monthly, quarterly and yearly basis listing all checks issued during such periods.

Section 9.04 Books and Records: All the books and records of ADAMS shall be kept at its principal offices in the Commonwealth of Virginia or at any other place in the Commonwealth of Virginia 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, Executive Committee and any other committees established or appointed by ADAMS, and (3) an updated record of the names and addresses of the voting and non-voting members. All books and

records of ADAMS may be inspected by any member having voting rights, or his agent or attorney, for any proper purpose at any reasonable time with a proper written notice of fifteen (15) days.

Section 9.05 Indemnification and Insurance: Unless otherwise prohibited by law, ADAMS shall 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 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 shall be no indemnification in relation to matters as to which he/she 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/her own gross negligence or misconduct in the performance of a duty to ADAMS.

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, arbitrator, director, officer, or employee. ADAMS 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 shall 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 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, 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 shall not restrict the power of ADAMS 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 ADAMS would have the power to indemnify the person against that liability under law.

In no case, however, shall ADAMS indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). Further, if at any time ADAMS is deemed to be a private foundation within the meaning of §509 of the Code then, during such time, no payment shall be made under this Article if such payment would

constitute an act of self- dealing or a taxable expenditure, as defined in §491(d) or §4945(d), respectively, of the Code.

Section 9.06 Loans to Trustees and Officers: No loans shall be made by ADAMS to its Trustees or Officers.

Section 9.07 Restrictions on Elective Offices: No one shall be eligible for election or to hold elective office if he/she is related to two (2) or more members of ADAMS' Board or to three (3) or more members of both ADAMS and ADAMS Endowment Fund (AEF) Boards as Trustee and/or Executive Committee Member (Officer) simultaneously as prescribed in Section 4.05 above. Moreover, no two members of the same family shall serve simultaneously on the Executive Committee. However, any such non-elected relative is eligible to participate in any other committee(s). An individual, who has served three consecutive terms as an Officer, shall not be eligible to serve another term in the same office until after at least a two-year break. Notwithstanding the foregoing, such Officer shall be eligible to serve any other office.

Section 9.08 Coordination Between the Board of Trustees, Officers and Executive Committee: The Trustees and Officers will make every effort to perform their respective duties and use their respective powers in complete harmony with each other.

Section 9.09 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 9.10 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 9.11 Amendment of Bylaws: These Bylaws may be amended, from time to time and in as many respects as may be permitted by law and the Articles of Incorporation, by

an affirmative vote of two-third (2/3) of the maximum number of the Board of Trustees constituting the Board under Section 4.03 of these Bylaws at the time.