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# AMANA FOUNDATION

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ByLaws as of January 1, 2021



# NON-PROFIT BYLAWS OF AMANA FOUNDATION

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# **NON-PROFIT BYLAWS OF AMANA FOUNDATION**

## **PREAMBLE**

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Pennsylvania and the Articles of Incorporation of Amana Foundation. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Non-Profit Corporation Act of Pennsylvania, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Organization, it shall then be these Bylaws which shall be controlling.

## **ARTICLE 1 – NAME**

The legal name of the Non-Profit Organization shall be known as Amana Foundation, and shall herein be referred to as the "Organization."

## **ARTICLE 2 – PURPOSE**

The general purposes for which this Organization has been established are as follows:

The purpose for which the Non-Profit Organization is formed is set forth in the attached Articles of Incorporation.

The Organization is established within the meaning of IRS Publication 557 Section 501(c)(3) Organization of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code and shall be operated exclusively for/to provide and create opportunities for service in our community, to inspire and enable others to perform charitable works and to devote ourselves to instilling a sense of service in our children while invoking the best principles of the Islamic faith.

In addition, this Organization has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Organization shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary non-profit purposes.

The Organization shall hold and may exercise all such powers as may be conferred upon any nonprofit organization by the laws of the State of Pennsylvania and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the

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Organization. At no time and in no event shall the Organization participate in any activities which have not been permitted to be carried out by an Organization exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

## **ARTICLE 3 – OFFICES**

The principal office of the Organization shall be located at 101 Mountain Laurel Ln, Malvern, Pennsylvania 19355.

The Organization may have other such offices as the Board of Trustees may determine or deem necessary, or as the affairs of the Organization may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

## **ARTICLE 4 – DEDICATION OF ASSETS**

The properties and assets of the Organization are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Organization, on dissolution or otherwise, shall inure to the benefit of any person or any member, Trustee, or officer of this Organization. On liquidation or dissolution, all remaining properties and assets of the Organization shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code.

## **ARTICLE 5 – BOARD OF TRUSTEES**

### **General Powers and Responsibilities**

The Organization shall be governed by a Board of Trustees (the "Board"), which shall have all the rights, powers, privileges and limitations of liability of Trustees of a non-profit corporation organized under the Non-Profit Corporation Act of Pennsylvania. The Board shall establish policies and directives governing business and programs of the Organization and shall delegate to the Executive Director and Organization staff, subject to the provisions of these Bylaws, authority and responsibility to see that the policies and directives, exclusive of board policies, are appropriately followed.

Examples of Board responsibilities are as follows:

- To manage, supervise and control the affairs of Amana Foundation
- To determine the policies of Amana Foundation and execute its purposes

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- To appoint committees and delegate duties
- To approve or disapprove any financial transactions relating to projects, salaries, donations or any other purposes
- To provide guidance for the execution and development of long-range plans for Amana Foundation

## **Number and Qualifications**

The Board shall have up to 11 members, but no fewer than three (3) Board members. The number of Board members may be increased beyond eleven (11) members by the affirmative vote of a two-thirds majority of the then-serving Board of Trustees.

## **Board Compensation**

The Board shall receive no compensation other than for reasonable expenses.

## **Board Elections**

The Governance Committee, if created, composed of an odd number of non-officer Trustees, shall present nomination for new and renewing Board members at the board meeting immediately preceding the beginning of the next fiscal year. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by simple majority of those Board members at a Board meeting at which a quorum is present.

## **Term of Board**

All appointments to the Board shall be for a term of two (2) years. No person shall serve more than three (3) consecutive terms unless a majority of the Board, during the course of a Board meeting at which a quorum is present, votes to appoint a Board member to 2 additional year(s). No person shall serve more than eight (8) consecutive years. After serving the maximum total number of consecutive years on the Board, a member may be eligible for reconsideration as a Board member after two (2) years have passed since the conclusion of such Board member's service. If necessary, in order to preserve continuity on the Board, at the end of the 2026, the first 3 people elected to the Board will terminate their positions on the Board while all others will be given the option to continue for an additional two (2) years. Former trustees or others as appropriate will have the option to become advisors to the board with no decision or voting rights. Advisors will provide advice as sought by the Board of Trustees and will liaise with the community, as the Board deems necessary. All advisors must be voted on by the majority of the Board of Trustees.

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## **Qualifications**

To be eligible for election as a Trustee, a person must (a) have never been convicted for a criminal offense for the past ten (10) years; (b) be at least eighteen (18) years of age (c) not openly and persistently violate any Islamic ethics and morals (d) any nominee for election as a Trustee shall fully disclose any family relationship with any sitting Trustee of Amana Foundation.

## **Vacancies**

A vacancy on the Board of Trustees may exist at the occurrence of the following conditions:

- a) The death, resignation, or removal of any Trustee;
- b) The declaration by resolution of the Board of a vacancy in the office of a Trustee who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation Code and/or Act of the law dealing with the standards of conduct for a Trustee
- c) An increase in the authorized number of Trustees; or
- d) The choice of the Trustees, at any annual or other meeting of Trustees at which Trustee(s) are to be elected, to elect the full authorized number of Trustees.

The Board of Trustees, by way of affirmative vote of a majority of the Trustees then currently in office, may remove any Trustee for cause at any regular or special meeting, provided that the Trustee to be removed has been notified in writing in the manner set forth in Article 5 – Meetings that such action would be considered at the meeting.

Except as provided in this paragraph, any Trustee may resign effective upon giving written notice to the Board of Trustees, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the Attorney General of Pennsylvania is first notified, no Trustee may resign when the Organization would then be left without a duly elected Trustee in charge of its affairs.

Any vacancy on the Board may be filled by a two-thirds vote of the Trustees then in office, whether or not the number of Trustees then in office is less than a quorum, or by vote of a sole remaining Trustee. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee before that Trustee's term of office expires.

A Board member elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

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## **Resignation**

Each Board member shall have the right to resign at any time upon written notice thereof to the Board. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

## **Removal**

A Board member may be removed, for cause by the affirmative vote of a two-thirds majority of then-serving Board members.

## **Meetings**

The Board's regular meetings may be held at such time and place as shall be determined by the Board. The President or any 3 regular Board members may call a special meeting of the Board with 3 days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold any special meeting of the Board.

## **Minutes**

The Secretary shall be responsible for the recording of all minutes of each and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the President shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Organization to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within five (5) business days after the close of each Board meeting.

## **Action by Written Consent**

Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Board members. The number of Trustees in office must constitute a quorum for an action taken by written consent. Any duly constituted action proposed by written consent should have a minimum of one (1) weeks' time between the second affirmation of the action and the vote. Upon completion of consent, results shall be placed in the minute book of the Organization and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be

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executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

## **Quorum**

At each meeting of the Board of Trustees or Board Committees, the presence of 51% of the board shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the President, of the Vice President if President is not present, or the Secretary if the Vice President is not present, or the Treasurer if the Secretary is not present shall be the deciding vote. The act of the majority of the Board members serving on the Board or Board Committees and present at a meeting in which there is a quorum shall be the act of the Board or Board Committees, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board or Board Committees if during the meeting he or she is present via telephone or web conferencing with the other Board members participating in the meeting.

## **Voting**

Each Board member shall only have one vote.

## **Proxy**

Members of the Board shall be allowed to vote by written proxy if written notice is given to the President or Secretary of the Board at least 24 hours in advance of the meeting with a copy to the proxy designee. All proxies should be announced prior to a vote.

## **Board Member Attendance**

An elected Board Member who is absent without notice from 2 consecutive regular meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President of the Board his/her commitment to the Organization. The Board may deem by vote a Board member who has missed 2 consecutive meetings without such a reevaluation with the President to have resigned from the Board if presented as such by the President.

## **Familial Conflict of Interest Policy**

If there arises any conflict of interest among board members due to presence of relatives in the board of trustees then there shall be a motion and vote where one of these related family

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members shall have to abstain from voting on that particular issue. Otherwise there shall be a well-intentioned effort to resolve any conflicts through a simple majority vote.

## **ARTICLE 6 – OFFICERS**

### **Officers and Duties**

The Board shall elect officers of the Organization which shall include a President, Vice President, Secretary, and Treasurer. In addition to the duties in accordance with this Article, officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these bylaws, subject to control of the Board of Trustees, and they shall perform any other such additional duties which the Board of Trustees may assign to them at their discretion.

The officers will be selected by the Board at its annual meeting, and shall serve the needs of the Board. Any officer may be removed with cause by the Board. All officers have the right to resign at any time by providing notice in writing to President, and/or Secretary of the Organization. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective.

Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance to the herein prescribed Bylaws for regular appointments to such office.

### **President**

It shall be the responsibility of the President, when present, to preside over all meetings of the Board of Trustees and Executive Committee. The President is authorized to execute, in the name of the Organization, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Organization.

It shall be the responsibility of the President, in general, to supervise all activities and operations of the Organization, subject to the control, advice and consent of the Board of Trustees. The President shall keep the Board of Trustees completely informed, shall freely consult with them in relation to all activities of the Organization, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The President shall be empowered to act, speak for, or otherwise represent the Organization between meetings of the Board. The President, at all times, is authorized to contract, receive, deposit, disburse

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and account for all funds of the Organization, to execute in the name of the Organization all contracts and other documents authorized either generally or specifically by the Board to be executed by the Organization, and to negotiate any and all material business transactions of the Organization.

## **Vice President**

In the absence of the President, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice President to perform all the duties of the President, and in doing so shall have all authority and powers of, and shall be subject to all of the restrictions on, the President.

## **Secretary**

The Secretary, or his/her designee, shall be the custodian of all records and documents of the Organization, which are required to be kept at the principal office of the Organization, and shall act as secretary at all meetings of the Board of Trustees, and shall keep the minutes of all such meetings on file in hard copy or electronic format. S/he shall attend to the giving and serving of all notices of the Organization and shall see that the seal of the Organization, if any, is affixed to all documents, the execution of which on behalf of the Organization under its seal is duly authorized in accordance with the provisions of these bylaws.

## **Treasurer**

It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Trustees. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Organization, as may be ordered by the Board of Trustees, and shall render to the President, and Trustees, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Organization.

## **ARTICLE 7 – COMMITTEES**

### **Committees of Trustees**

The Board of Trustees may, from time to time, and by resolution adopted by a majority of the

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Trustees then in office provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such committee shall consist of at least one (1) Trustee, and may include persons who are not on the Board but whom the Trustees believe to be reliable and competent to serve on the specific committee. However, committees exercising any authority of the Board of Trustees may not have any non-Trustee members. The Board may designate one or more alternative members of any committee who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the Trustees then in office, provided that a quorum is present. The Board of Trustees may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote.
- b) Fill vacancies on, or remove the members of, the Board of Trustees or any committee that has the authority of the Board.
- c) Fix compensation of the Trustees serving on the Board or on any committee.
- d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- e) Amend or repeal any resolution of the Board of Trustees that by its express terms is not so amendable or repealable.
- f) Appoint any other committees of the Board of Trustees or their members.
- g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and assets of the Organization otherwise than in the usual and regular course of its business; or revoke any such plan.
- h) Approve any self-dealing transaction, except as provided pursuant to law.

Unless otherwise authorized by the Board of Trustees, no committee shall compel the Organization in a contract or agreement or expend Organization funds.

## **Meetings and Actions of Committees**

Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 - Committees of these Bylaws concerning meetings and actions of the Trustees, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Trustees and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Trustees or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Trustees. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have

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the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Organization records. The Board of Trustees may adopt rules not consistent with the provisions of these bylaws for the governance of any committee.

If a Trustee relies on information prepared by a committee of the Board on which the Trustee does not serve, the committee must be composed exclusively of any or any combination of (a) Trustees, (b) Trustees or employees of the Organization whom the Trustee believes to be reliable and competent in the matters presented, or (c) counsel, independent accountants, or other persons as to matters which the Trustee believes to be within that person's professional or expert competence.

## **Executive Committee**

Pursuant to Article 7 - Committees, the Board may appoint an Executive Committee composed of a minimum of one (1) Trustee, to serve on the Executive Committee of the Board. The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Organization between meetings of the Board, provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 7 - Committee of Trustees. The Secretary of the Organization shall send to each Trustee a summary report of the business conducted in any meeting of the Executive Committee.

## **Audit Committee**

The Board, at its sole discretion, may create an Audit Committee, which may review any other committee's operations, and may be comprised of one or more persons including persons other than Trustees of the Organization. The Audit Committee shall make recommendations to the Board of Trustees regarding the hiring and termination of an auditor, who shall be an independent certified public accountant, and may be authorized by the Board to negotiate the auditor's salary. The Audit Committee shall consult with the auditor to assure its members that the financial affairs of the Organization are in order, and after review shall determine whether to accept the audit. It shall also be the responsibility of the Audit Committee to ensure that the auditor's firm adheres to the standards for auditor independence, as set forth in the latest version of the Government Auditing Standards, which have been published by the Comptroller General of the United States, or any standards established and published by the Attorney General of Pennsylvania. The membership of the Audit Committee, if created, shall not include the following persons:

- a) The Treasurer of the Organization;
- b) Any employee of the Organization; or

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- c) Any person with a material financial interest in any entity doing business with the Organization.

## **Finance Committee**

The Finance Committee, if created, shall be responsible for making sure the Company/Organization's financial reports are accurate. It shall also oversee the budget and perform other duties like establishing reserve funds, lines of credit and investments. In the event that the Board should appoint a Finance Committee, the members of said Finance Committee must comprise less than one-half (1/2) of the membership of the Audit Committee, and the Chair of the Finance Committee shall not serve on the Audit Committee.

## **Communications and Public Relations Committee**

If created, a Communications Committee shall handle all matters that relate to communicating with donors, stakeholders and others. This Committee shall also oversee all newsletters, official communications, social media platforms, online presence and contacts with the media.

## **Fundraising Committee**

The Board, at its sole discretion, may also create a Fundraising Committee which shall ensure and contribute well-planned fundraising initiatives for the Company/Organization. In addition, this Committee shall identify potential sources of funds, take an active role in enhancing the Board's awareness of fundraising opportunities, explore opportunities for enhanced public relations and fundraising, and provide an annual review of the performance of the Organization's fundraising plan.

## **Zakat Committee**

The Board, at its sole discretion, creates a standing committee for the disbursement of all Zakat funds collected by the Organization. The committee will consist of Board of Trustee members and certain community members. The rules, which govern this committee, must be approved and authorized by the Board of Trustee and implemented by the Head of the Zakat Committee.

## **ARTICLE 8 - STANDARD OF CARE**

### **General**

A Trustee shall perform all the duties of a Trustee, including, but not limited to, duties as a

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member of any committee of the Board on which the Trustee may serve, in such a manner as the Trustee deems to be in the best interest of the Organization and with such care, including reasonable inquiry, as an ordinary, prudent, and reasonable person in a similar situation may exercise under similar circumstances.

In the performance of the duties of a Trustee, a Trustee shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Organization whom the Trustee deems to be reliable and competent in the matters presented;
- b) Counsel, independent accountants, or other persons, as to the matters which the Trustee deems to be within such person's professional or expert competence; or
- c) A committee of the Board upon which the Trustee does not serve, as to matters within its designated authority, which committee the Trustee deems to merit confidence, so long as in any such case the Trustee acts in good faith, after reasonable inquiry when the need may be indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

Except as herein provided in Article 8 - Standard of Care, any person who performs the duties of a Trustee in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Trustee, including, without limitation of the following, any actions or omissions which exceed or defeat a public or charitable purpose to which the Organization, or assets held by it, are dedicated.

## **Loans**

The Organization shall not make any loan of money or property to, or guarantee the obligation of, any Trustee or officer, excluding in the case of zakat/sadaqa, unless approved by the Pennsylvania Attorney General; provided, however, that the Organization may advance money to a Trustee or officer of the Organization or any subsidiary for expenses reasonably anticipated to be incurred in the performance of the duties of such officer or Trustee so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

## **Conflict of Interest**

The purpose of the Conflict of Interest policy is to protect the Organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or Trustees, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state

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and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

## **Restriction on Interested Trustees**

Not more than 30% (percent) of the persons serving on the Board of Trustees at any time may be interested persons. An interested person is (1) any person currently being compensated by the Organization for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (2) any brother, sister, parent, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the interested person.

## **Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Trustees who are considering the proposed transaction or arrangement.

## **Establishing a Conflict of Interest**

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

## **Addressing a Conflict of Interest**

In the event that the Board should establish that a proposed transaction or arrangement establishes a conflict of interest, the Board shall then proceed with the following actions:

- a) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.
- b) The President shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c) After exercising due diligence, the Board shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

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- d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Trustees whether the transaction or arrangement is in the best interest of the Organization, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

## **Violations of Conflict of Interest Policy**

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Procedures and Records**

All minutes of the Board Meetings, when applicable, shall contain the following information:

- a) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and any votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

## **Acknowledgement of Conflict of Interest Policy**

Each Trustee, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a) Has received a copy of the conflict of interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and

# NON-PROFIT BYLAWS OF AMANA FOUNDATION

- d) Understands that the Organization is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Violation of Loyalty - Self-Dealing Contracts**

A self-dealing contract is any contract or transaction (i) between this Organization and one or more of its Trustees, or between this Organization and any corporation, firm, or association in which one or more of the Trustees has a material financial interest ("Interested Trustee"), or (ii) between this Organization and a corporation, firm, or association of which one or more of its Trustees are Trustees of this Organization. Said self-dealing shall not be void or voidable because such Trustee(s) of corporation, firm, or association are parties or because said Trustee(s) are present at the meeting of the Board of Trustees or committee which authorizes, approves or ratifies the self-dealing contract, if:

- a) All material facts are fully disclosed to or otherwise known by the members of the Board and the self-dealing contract is approved by the Interested Trustee in good faith (without including the vote of any membership owned by said interested Trustee(s));
- b) All material facts are fully disclosed to or otherwise known by the Board of Trustees or committee, and the Board of Trustees or committee authorizes, approves, or ratifies the self-dealing contract in good faith—without counting the vote of the interest Trustee(s)— and the contract is just and reasonable as to the Organization at the time it is authorized, approved, or ratified; or
- c) As to contracts not approved as provided in above sections (a) and/or (b), the person asserting the validity of the self-dealing contract sustains the burden of proving that the contract was just and reasonable as to the Organization at the time it was authorized, approved, or ratified.

Interested Trustee(s) may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or a committee thereof, which authorizes, approves, or ratifies a contract or transaction as provided for and contained in this section.

## **Indemnification**

To the fullest extent permitted by law, the Organization shall indemnify its "agents," as described by law, including its Trustees, officers, employees and volunteers, and including persons formerly occupying any such position, and their heirs, executors and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," and including any action by or in the right of the Organization, by reason of the fact that the person is or was a person

# NON-PROFIT BYLAWS OF AMANA FOUNDATION

as described in the Non-Profit Corporation Act. Such right of indemnification shall not be deemed exclusive of any other right to which such persons may be entitled apart from this Article.

To the fullest extent permitted by law, and, except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the Organization of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the Organization for those expenses.

The Organization shall have the power to purchase and maintain insurance on behalf of any agent of the Organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

## **ARTICLE 9 – EXECUTION OF CORPORATE INSTRUMENTS**

### **Execution of Corporate Instruments**

The Board of Trustees may, at its discretion, determine the method and designate the signatory officer or officers, or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the Organization.

Unless otherwise specifically determined by the Board of Trustees or otherwise required by law, formal contracts of the Organization, promissory notes, deeds of trust, mortgages, other evidences of indebtedness of the Organization, other corporate/organization instruments or documents, memberships in other corporations/organizations, and certificates of shares of stock owned by the Organization shall be executed, signed, and/or endorsed by the President, Vice President, Secretary, or Treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the Organization, or in special accounts of the Organization, shall be signed by such person or persons as the Board of Trustees shall authorize to do so.

### **Loans and Contracts**

No loans or advances shall be contracted on behalf of the Organization and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Trustees. Without the express and specific authorization of the Board, no officer or other agent of the Organization may enter into any

# NON-PROFIT BYLAWS OF AMANA FOUNDATION

contract or execute and deliver any instrument in the name of and on behalf of the Organization.

## **ARTICLE 10 – RECORDS AND REPORTS**

### **Maintenance and Inspection of Articles and Bylaws**

The Organization shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Trustees at all reasonable times during office hours.

### **Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns**

The Organization shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

### **Maintenance and Inspection of Other Corporate Records**

The Organization shall keep adequate and correct books and records of accounts and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at a place or places as designated by the Board and committees of the Board, or in the absence of such designation, at the principal office of the Organization. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the Organization shall turn over to his or her successor or the President, in good order, such corporate/organization monies, books, records, minutes, lists, documents, contracts or other property of the Organization as have been in the custody of such officer, employee, or agent during his or her term of office.

Every Trustee shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Organization and each of its subsidiary corporations/organizations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

### **Preparation of Annual Financial Statements**

The Organization shall prepare annual financial statements using generally accepted accounting principles. Such statements shall be audited by an independent certified public

# **NON-PROFIT BYLAWS OF AMANA FOUNDATION**

accountant, in conformity with generally accepted accounting standards. The Organization shall make these financial statements available to the Pennsylvania Attorney General and members of the public for inspection no later than 90 days after the close of the fiscal year to which the statements relate.

## **Reports**

The Board shall ensure an annual report is sent to all Trustees within 90 days after the end of the fiscal year of the Organization, which shall contain the following information:

- a) The assets and liabilities, including trust funds, of this corporation at the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The expenses or disbursements of the Organization for both general and restricted purposes during the fiscal year.
- d) The information required by Non-Profit Corporation Act concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report from an independent accountant or, if there is no such report, the certificate of an authorized officer of the Organization that such statements were prepared without audit from the books and records of the Organization.

## **ARTICLE 11 – FISCAL YEAR**

The fiscal year for this Organization shall end on December 31.

## **ARTICLE 12 – AMENDMENTS AND REVISIONS**

These bylaws may be adopted, amended, or repealed by a two-thirds majority of the Trustees then in office. Such action is authorized only at a duly called and held meeting of the Board of Trustees for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger portion of the Board than is otherwise required by law, that provision may not be altered, amended or repealed by that greater vote.

## **ARTICLE 13 – CONSTRUCTION AND DEFINITIONS**

# NON-PROFIT BYLAWS OF AMANA FOUNDATION

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Non-Profit Corporation Act as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a Organization as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

## CERTIFICATE OF SECRETARY

I, \_\_\_\_\_, certify that I am the current elected and acting Secretary of the benefit Organization, and the above bylaws are the bylaws of this Organization as adopted by the Board of Trustees on January \_\_\_\_, 2021, and that they have not been amended or modified since the above. As of the date of adoption, these bylaws will replace any previous bylaws adopted by the Organization.

**EXECUTED** on this day of \_\_\_\_\_, in the County of Chester in the State of Pennsylvania.

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(Duly Elected Secretary)

I have read, acknowledge and approve the aforementioned ByLaws of the Organization:

|                  |                  |
|------------------|------------------|
| Amani Aly        | Amani Aly        |
| Dania Giaddui    | Dania Giaddui    |
| Faiz Hassan      | Faiz Hassan      |
| Iftekhar Hussain | Iftekhar Hussain |
| Yousef Hussain   | Yousef Hussain   |
| Khurram          | Khurram Khan     |
| Monika Nagpal    | Monika Nagpal    |
| Ibrahim Souadda  | Ibrahim Souadda  |
| Nicole M Souadda | Nicole Souadda   |

# NON-PROFIT BYLAWS OF AMANA FOUNDATION

**Signature:**   
**Email:** dgiaddui96@gmail.com

**Signature:**   
**Email:** amani.aly2@gmail.com

**Signature:**   
**Email:** ihussain22@gmail.com

**Signature:**   
**Email:** yhussain210@gmail.com

**Signature:**   
**Email:** monikangp@gmail.com

**Signature:**   
**Email:** kghayas1@gmail.com

**Signature:**   
**Email:** fzhasan@gmail.com

**Signature:**   
**Email:** ibrahim.souadda@gmail.com

**Signature:**   
**Email:** nicole.souadda@gmail.com