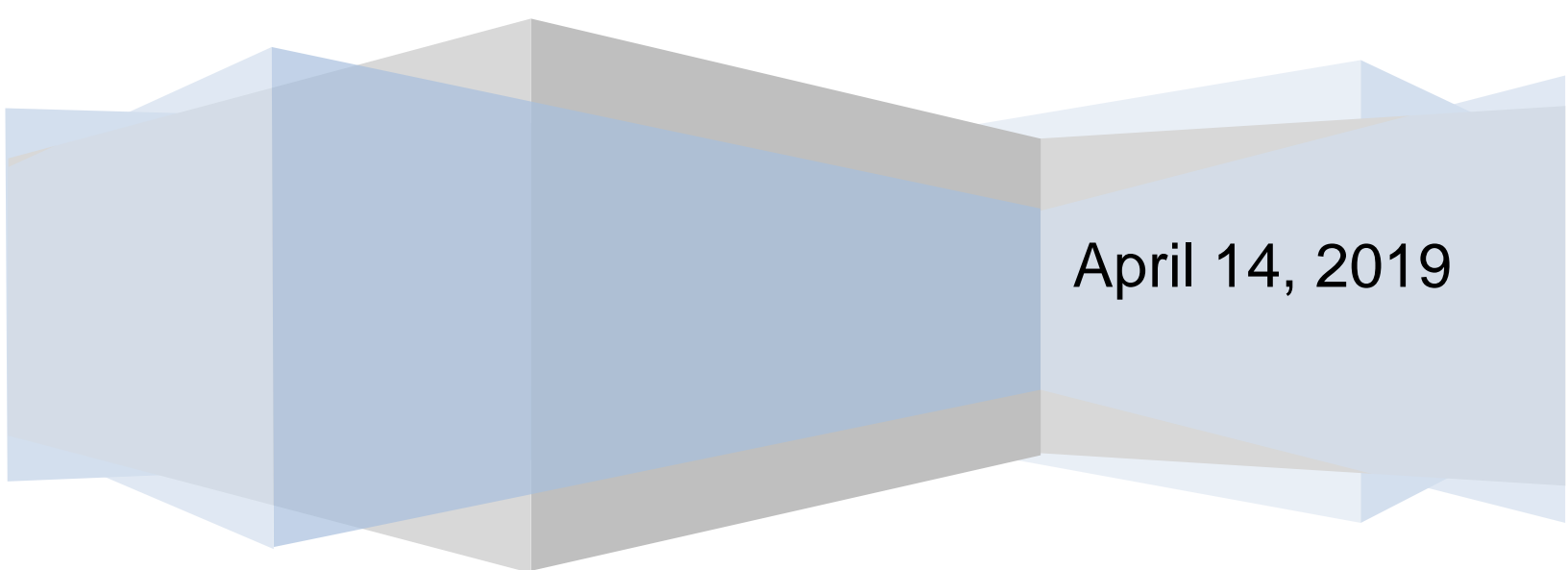




Bismillah Hir Rahman Nir Raheem
In the Name of Allah, The Beneficent, The Merciful

Bylaws of City of Knowledge



April 14, 2019

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BYLAWS OF CITY OF KNOWLEDGE

This document describes City of Knowledge's Bylaws. All members of City of Knowledge community are expected to abide by these Bylaws.

VISION & MISSION

City of Knowledge strives to be Dallas Fort Worth's premier member driven Ithna Ashari Muslim organization with an emphasis on youth and to serve all aspects of family life while we strive to uplift the Ithna Ashari Muslim community based on the teachings of Quran, Prophet Muhammad (PBUH), and the Ahlul-Bayt (AS).

VISION STATEMENT

City of Knowledge seeks to keep our future generations on the true path of Islam based on teachings of Quran, Prophet Muhammad (PBUH) and the Ahlul-Bayt (AS).

MISSION STATEMENT

1. City of Knowledge will provide religious, educational, and socio-economic services to believers with a special focus on our youth in order that they may find solutions to modern day problems based on the teachings of Quran, Prophet Muhammad (PBUH) and the Ahlul-Bayt (AS).
2. The three pillars of City of Knowledge are:
 1. To create a spiritual environment through religious programs where all members are welcomed.
 2. To have education based on teachings of Quran, Prophet Muhammad (PBUH), and the Ahlul-Bayt (AS) to guide character building.
 3. To offer social services for the uplift of the community in line with the teachings of Quran, Prophet Muhammad (PBUH), and the Ahlul-Bayt (AS).

1 ARTICLE 1: OFFICES & GENERAL PURPOSE

1.1 PRINCIPAL OFFICE

The principal office of City of Knowledge (hereinafter referred to as “Corporation”) in the State of Texas shall be located at 2640 Old Denton Rd 264 Carrollton TX 75007, County of Dallas. The Corporation may have such other offices, either within or outside the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

1.2 REGISTERED OFFICE AND REGISTERED AGENT

The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The Registered Agent of City of Knowledge shall be a third-party professional. Secretary of the Corporation shall be appointed by the Founding Members.

1.3 PURPOSE OF THE CORPORATION

The purpose is to execute on the vision and mission of the organization.

2 ARTICLE 2 ORGANIZATIONAL STRUCTURE

City of Knowledge Organizational Structure consists of the following:

1. Founding Members. Refer to Article 3.
2. Resident Aalim. Refer to Article 4.
3. Voting Members – These are Ithna Ashari community members who have opted to become the members of City of Knowledge. Voting membership is a prerequisite for holding any leadership position in City of Knowledge organizational structure. Refer to Article 5.
4. Board of Directors is the management body which defines long-term strategic initiatives of the organization. Refer to Article 6.
5. Executive Committee is the management body which runs the day to day operations of the organization. Refer to Article 7.
6. Any voting member may only occupy one elected position at a time in the EC or BOD.

3 ARTICLE 3: FOUNDING MEMBERS

3.1 ELIGIBILITY

The Founding Members shall comprise of seasoned and experienced members of the Ithna Ashari Muslim community who are considered visionaries. The founding members shall be referred to as the Board of Trustees after elections take place in 2020.

Original Founding members of City of Knowledge are defined as those individuals who were involved in the initial meetings in which the mission, objective, and the name of the Corporation were formulated.

The following are the Founding Members of City of Knowledge:

1. Mazhar Abbas
2. Syed Akbar
3. Sukaina Jafri
4. Uzma Mehdi
5. Hakim Naim
6. Nader Nanjani
7. Shaykh Amin Rastani
8. Shaykh Mahdi Rastani
9. Mohsin Ravjani
10. Akbar Rizvi
11. Maryam Rizvi
12. Muhammad Rizwan
13. Syed Monis Zaidi

City of Knowledge expresses its gratitude to the abovementioned individuals as well as br Ali Sheikh, all of whom were an integral part of City of Knowledge during its formative period.

3.2 TERM & REPLACEMENT

1. Founding Members are perpetual.
2. The Founding Members will be referred to as Board of Trustees after elections take place in 2020.
3. The Founding Members can add or remove any member with a 67% of vote and 67% quorum requirement.

4. Two chairs are defined as Aalim Chairs within the Founding Members to ensure the presence of scholars in the BOT moving forward.
5. The BOT, including Aalim Chairs, should never be smaller than 9 and never greater than 15.
6. BOT members are expected to be regular paying members of City of Knowledge.
7. Criteria for new member selection for BOT:
 1. Any new member must be a voting member of City of Knowledge in good standing
 2. Visionary
 3. Long term strategic thinker

3.3 GENERAL POWERS

1. The Founding members will act as de facto Board of Directors until the end of 2024, after which the elected Board of Directors will take over the strategic planning for City of Knowledge.
2. Starting from 2021, Founding members aka Board of Trustees will be responsible for making decisions regarding:
 1. Real Estate / Location of City of Knowledge
 2. Appointing Resident Aalim for City of Knowledge with 67% of vote and 67% quorum.
 After 2024, the elected BOD will be responsible for all matters relating to Real Estate / Location of City of Knowledge
3. Founding members may also act on matters regarding Vision of City of Knowledge outlined in the Constitution or when a matter is referred to them by the Resident Aalim. A simple majority of the Founding Members will have to agree with the Aalim's point of view of the vision being at risk in order to proceed to take steps necessary to preserve the vision.
4. Founding Members shall not interfere in the day to day running of organization.
5. Approve initial constitution.
6. Dissolution of corporation with 90% Vote and 90% quorum.

3.4 MANNER OF ACTING

1. All actions of the Founding Members shall be taken either by resolution at a meeting or by written record without a meeting.
2. All decisions will be Majority Vote unless explicitly stated – 51%.
3. Must hold 1 meeting every 3 months. (from 2021 once a year).

3.4.1 MEETING NOTICE

A minimum of seven days notification shall be required to convene a meeting of the Founding Members. However, an emergency meeting may be held by providing a 24-hour notice. Any member of the group may request a meeting of the group.

3.4.2 QUORUM

A quorum of Founding Members shall consist of 51% of current members.

4 ARTICLE 4: RESIDENT SCHOLAR (AALIM)

4.1 ELIGIBILITY

1. The Resident Aalim of City of Knowledge shall be a Religious Islamic Scholar of Ithna Ashari school of thought (Fiqh e Ja'fari) studied in Howza studies at a reputable seminary for a period of minimum of 4 years and must be able to communicate in fluent English.
2. The Resident Aalim shall be approved by 75% of vote by Founding Members.

4.2 TERM & REPLACEMENT

The Resident Aalim term is perpetual unless he resigns or is removed by the Founding Members by a vote of 80% and a quorum of 80%.

4.3 GENERAL POWERS & RESPONSIBILITIES

1. Resident Aalim shall serve as a permanent member of the BOD during his tenure at City of Knowledge.
2. Resident Aalim shall have authority to veto a decision made by Founding members, Board of Directors or the Executive Committee if:
 - A. It goes against the rulings of mainstream Marjaiya of Ithna Ashari sect
 - B. If it relates to inviting of other speakers to CFK, including private programs.
3. In extraordinary circumstances, the Resident Aalim shall have the authority to discern if an action is against the overall vision of CFK. When a matter is referred to the Founding Members / Board of Trustees by the Resident Aalim, the Founding Members / Board of Trustees shall vote by a simple majority (51%) if steps need to be taken to preserve the vision.
4. The job description of the Resident Aalim will be detailed in a separate document.
5. Founding members (also referred to as Board of Trustees) shall choose a spokesperson and two additional Board of Trustees members to make decisions regarding the Resident Aalim's compensation.

4.4 MANNER OF ACTING

1. Be the face of City of Knowledge in the broader community.
2. May attend regular EC meetings and Board Meetings
3. Provide Islamic guidance.

5 ARTICLE 5: VOTING MEMBERS

5.1 ELIGIBILITY

1. Only individuals or families of Ithna Ashari who believe in and practice the teachings of Fiqh-e-Ja'fari may apply to become voting members of City of Knowledge.
2. Any exception will need to be reviewed and approved by BOT on a case by case basis.
3. A family is defined as the husband and wife.
4. In order for an individual or family to become a Voting Member, they must complete the written application and pay their membership dues.
5. Membership of the Voting Member is non-transferable and non-assignable.
6. Every member over 18 years of age shall have the right to vote.
7. A prospective member is eligible to become a member if he/she meet the criteria, fill out the application, and pay the dues.
8. Membership is maintained as long as the members remain current on their dues on an annual basis.
9. Newly elected members are not eligible to vote on items for 6 months.

5.2 TERM & REPLACEMENT

1. Any new Voting Member must be a member of City of Knowledge in good standing.
2. Voting Members are perpetual as long as they continue to meet the membership criteria and pay their membership dues.
3. Voting members can be removed:
 1. Upon their request. If they send a written email or correspondence requesting removal or resignation. Resignation shall be effective when a resignation notice is received by General Secretary.
 2. Board of Directors and Executive Committee may remove any member only with 80% of vote at a formal meeting.
 3. For non-payment of dues after 6 months. Membership will be reinstated once the payment is received.

5.3 GENERAL POWERS

1. Eligible to vote on organizational matters including elections for EC and BOD.
2. Eligible to become members of EC and BOD.

3. Request a meeting of voting members with 51% of voting member signatures. General Secretary must schedule meeting within 30 days of receiving request.
4. In order to request an agenda item be added to the scheduled voting member meeting, a member must submit the agenda item one week prior in writing to the General Secretary.
5. Can amend constitution with a 50% quorum and 70% of vote.
6. Can nullify any decision with a 67% quorum and 75% of vote except real estate/location, language, and Resident Aalim, all which are under the jurisdiction of the Founding Members or BOD.

5.4 MANNER OF ACTING

1. Attending EC meeting by sending a request to General Secretary and providing agenda items related to EC.
2. Vote for EC and BOD
3. All items requiring a vote during the voting member meeting shall be provided no less than 48 hours prior to the meeting, so members can understand the ramifications of the proposal and can vote effectively. All voting must also be held via secret ballot.

5.4.1 REGULAR MEETINGS

A minimum of one meeting of the voting members shall be held per calendar year. The General Secretary shall provide the time and place of the scheduled Voting Member meeting. Written minutes from all meetings shall be circulated to Voting Members within 14 days.

5.4.2 MEETING NOTICE

A minimum of thirty (30) days notification shall be required to convene a meeting of the Voting Members. However, an emergency meeting can be held by providing 24-hour notice.

5.4.3 QUORUM

1. The Voting Member meeting quorum requirement is 25%. Unless otherwise stated, a simple majority vote of all voting members present at any meeting at which a quorum is present shall be required for arriving at all decisions voted thereon. Voting must be done in person only. The exception to this rule will be an election of EC and Board members where in addition to voting in person, a mail in ballot will be permitted.

5.5 DUES.

Each Voting Member must pay annual dues as set forth by City of Knowledge BOD.

6 ARTICLE 6: BOARD OF DIRECTORS

6.1 ELIGIBILITY

1. Only Voting Members shall serve as Board of Directors except for the Resident Aalim. A Board of Directors candidate must be an active Voting Member for a minimum of 2 years and must be 21 years of age at the time of election.
2. Only one spouse per family shall hold an elected position in Board of Directors.
3. City of Knowledge BOD shall be comprised of 7 members:
 1. Three Board Members shall be elected by the voting members by a majority vote, with the exception of the Resident Aalim.
 2. Three Board Members shall be proposed from amongst the BOT.
 3. Resident Aalim of City of Knowledge will be the seventh perpetual BOD member.

6.2 TERM & REPLACEMENT

1. The City of Knowledge Board of Directors shall be elected to a 4-year term except for the Resident Aalim.
2. Each BOD shall hold office until his or her successor shall have been duly elected and shall have qualified. The term of the BOD expires automatically 4 years from election.
3. If any member of the Board of Directors does not attend two consecutive BOD meetings without a valid excuse, he or she shall cease to be a member of the Board of Directors automatically.

6.2.1 VACANCIES

1. Any vacancies in the Board of Directors shall be filled by the Chairman of the Board within thirty (30) days of the position becoming vacant, with the consent of the majority of the remaining members of the Board. No position shall remain open for more than thirty (30) calendar days.
2. The Voting Members must ratify the selection by a majority vote (51%) of the members present in the following meeting within four (4) months of appointment.
3. In the situation where the Chairman of the Board resigns, then the remaining Board members must first choose a new Chairman, who in turn will appoint new Board members with the consent of the other Board members. The new board appointments must then be ratified by the Voting Members within six (6) months of appointment.

6.3 GENERAL POWERS

1. The City of Knowledge Board of Directors are responsible for identifying long-term strategic initiatives, other than appointing resident alim.

Additionally, they are the governing body to authorize transactions of the following amounts: approval of any expenses over \$15000 – 30,000\$

2. BOD shall have no responsibilities with respect to the day to day operation of the center.
3. BOD shall take decisions through a majority vote (51%) of the members present in the BOD meeting.
4. The Founding members will act as de facto Board of Directors until the end of 2024, after which the elected Board of Directors will take over the strategic planning for City of Knowledge.

After 2024, the elected BOD will be responsible for all matters relating to Real Estate / Location of City of Knowledge, as well as other strategic matters.

6.4 MANNER OF ACTING

1. Board of Directors must define a set of objectives and metrics for success for the term in the first meeting of Board of Directors. They must provide progress updates to the Voting Members and the Founding Members.
2. The Executive Director, Treasurer, and other members of the Executive Committee may be invited to Board meetings as needed.
3. All initiatives defined by the BOD that result in short term actions must be directed to EC for execution.

6.4.1 REGULAR MEETINGS

A minimum of 4 meetings per year is required. Chairman of the Board shall be responsible for calling the meetings. Chairman may designate another member of the Board to call meetings and take minutes.

6.4.2 MEETING NOTICE

A minimum of thirty (30) days notification shall be required to convene a meeting of the Board members. However, an emergency meeting can be held by providing 24-hours notice.

6.4.3 QUORUM

1. The quorum requirement for a BOD meeting is 50%. All decisions are majority vote of 51%.
2. BOD Members shall be allowed to dial into the meetings via conference call and be counted towards quorum, although members are strongly encouraged to join in person.

6.5 BOARD OF DIRECTORS AND THEIR RESPONSIBILITIES

1. Board of Directors and their responsibilities shall be discussed in a separate document. Each Board member shall have to agree and sign the document at the beginning of their term.
2. Founding Member's will have the authority to modify the document with a simple majority vote of 51%.

7 ARTICLE 7: THE EXECUTIVE COMMITTEE

City of Knowledge's Executive Committee is the management body of City of Knowledge and is responsible for collectively running the day to day operations of City of Knowledge.

7.1 ELIGIBILITY.

1. In the first general body meeting, the BOT will hold a referendum to let the General Body vote on whether they prefer to have the all EC positions voted in, or only the Executive Director Position.
(The General Body, in its first meeting, decided with a vote of 22 against 15 to have only Executive Director elected)
2. Only Voting Members shall serve as Executive Committee officers. An executive committee candidate must be an active Voting Member for a minimum of 1 years and must be 18 years of age at the time of election.
3. Only one spouse per family shall hold an elected position in the Executive Committee.

7.2 TERM & REPLACEMENT

1. The officers of the Executive Committee shall be elected for two-year terms by the Voting Members. Each officer shall hold office until his or her successor shall have been elected. The term of the Executive Committee expires automatically two (2) years from election.
2. If any member of the EC who does not attend 3 consecutive EC meetings without a valid excuse, he / she shall cease to be a member of the EC automatically.

7.2.1 REMOVAL.

1. Any Committee Member elected can be removed from office for non-performance by 80% of vote of EC with 67% quorum.
2. Any officer elected or appointed to the Executive Committee may be removed from office upon the vote of at least 80% members of the voting members, by a secret ballot, if charges of a direct violation of the Constitution or improper behavior are proven to be true or if he/she denounces Ja'fari Twelver faith.

3. If any member of the Executive Committee does not attend three consecutive meetings or four meetings in a year, he/she shall automatically cease to be a member of the Executive Committee and the Executive Director is authorized to replace the committee member.

7.2.2 VACANCIES.

1. Any vacancies in the Executive Committee shall be filled by Executive Director within 30 days of the position becoming vacant, with the consent of the majority of the remaining members of the Executive Committee. No position shall remain open for more than thirty (30) calendar days.
2. Upon resignation or suspension of the Executive Director, the Assistant of the Executive Director shall succeed. The position of the Assistant of Executive Director shall then be filled by Assistant of Executive Director position as defined above (7.2.2.1).
3. The voting members must ratify the selection by a majority vote of the members present in the following meeting within six (6) months of appointment. The prospective Executive Committee member must be present in the Voting meeting of his or her ratification without a valid excuse.

7.3 GENERAL POWERS

1. Run the day to day operation of the City of Knowledge and make all operational decisions for the organization.

7.4 MANNER OF ACTING

1. The Executive Committee must meet at least on a bi-monthly basis in order to make decisions on operational matters of the organization.
2. Two offices may not be held by the same person
3. The Executive Director of EC and the Finance Director must present the profit and loss statement (income statement) for review to the Board of Directors and Founding Members every quarter per fiscal year.

7.4.1 REGULAR MEETINGS

A minimum of one (1) meeting per every two months is required. The General Secretary shall be responsible for calling the meetings, taking, and publishing minutes.

7.4.2 MEETING NOTICE

A minimum of seven (7) days notification shall be required to convene a meeting of the EC. However, an emergency meeting can be held by providing 24-hours notice.

7.4.3 QUORUM

1. Quorum requirement for Executive Committee meeting is 50%.
2. EC members shall be allowed to dial into the meetings via conference calls and be counted towards quorum, although members are strongly encouraged to join in person.

7.5 OFFICERS

City of Knowledge's Executive Committee shall be comprised of the following members:

1. Executive Director
2. Assistant Executive Director
3. Director of Members Affairs
4. General Secretary
5. Director of Programs
6. Director of Ladies Programs
7. Director of Finance
8. Director of Education
9. Director of Communications and Public Relations
10. Director of Operations
11. Director of Youth Affairs
12. Director of Social Services

7.6 EXECUTIVE COMMITTEE AND THEIR RESPONSIBILITIES

Elected Executive Committee and their responsibilities shall be discussed in a separate document. Every Executive Committee member shall have to agree to and sign the document at the beginning of their term.

8 ARTICLE 8: ELECTION PROCESS

8.1 TERMS

1. All elections shall be held in the month of Rabi al-Thani.
2. Executive Committee's Term automatically expires after 2 years in Rabi al-Thani.
3. Board of Directors term automatically expires after 3 years in Rabi al- Thani.

8.2 STEP BY STEP ELECTION PROCESS

The Election Process shall be discussed in a separate document to be approved and/or modified by the BOD.

9 ARTICLE 9: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

9.1 LIMITED POWERS

No member, Board of Directors member, Executive Committee member, officer or employee of this Corporation shall have the power to incur any indebtedness on behalf of the Corporation in excess of One thousand dollars (\$1,000.00) unless he or she has obtained advanced authorization to do so from the Board of Directors.

9.2 CONTRACTS

The Executive Committee may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and delivery any instrument in the name of and on behalf of the Corporation up to the amount of \$10,000. Such authority may be general or confined to specific instances.

9.3 CHECKS AND DRAFTS.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Any checks physical or electronic exceeding \$5000 shall have signatures of 2 officers.

The process in determining limits of checks and/or transfers shall be as follows:

1. The EC may approve up to \$10,000.
2. The BOD may approve up to \$10,001 - \$30,000.
3. Any amount over \$30,000 needs to be voted upon by the general body. This does not include expenses relating to location or Aalim
4. Only in the case of documented expenses will it be permitted to transfer money from City of Knowledge to any personal bank accounts.

9.4 LOANS

All loans must be approved by majority vote (51%) of the voting members in a voting members meeting.

9.5 DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors or Treasurer may select.

9.6 GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

10 ARTICLE 10: INDEMNIFICATION

10.1 PERSONS

The Corporation shall indemnify to the extent provided in Sections 12.2, 12.3 or 12.4 of this Article:

- (1) Any person who is or was a Director, officer, agent or employee of the Corporation; and
- (2) Any person who serves or served at the Corporation's request as a Director, officer, agent, employee, partner or trustee or another corporation, or of a partnership, joint venture, trust or other enterprise.

10.2 EXTENT IN DERIVATIVE SUITS

In case of a suit by or in the right of the Corporation against a person named in Section 12.1 by right of his or her holding a position named in Section 12.01, the Corporation shall indemnify him, if he or she satisfies the standard in Section 12.03, for expenses (including attorneys' fees, but excluding amounts paid in settlement) actually and reasonably incurred by him or her in connection with the defense or settlement of the suit.

10.3 STANDARD IN DERIVATIVE SUIT

In case of a suit by or in the right of the Corporation, a person named in Section 12.1 shall be indemnified only if:

- (1) He or she is successful on the merits or otherwise; or
- (2) He or she acted in good faith in the transaction which is the subject of the suit, and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation. However, he or she shall not be indemnified in respect of any claim, issue or matter as to which he or she has been adjudged liable for negligence or misconduct in the performance of his or her duty to the Corporation unless (and only to the extent that) the court in which the suit was brought shall determine, upon application, that despite the adjudication, but in view of all the circumstances, he or she is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

10.4 EXTENT IN NON-DERIVATIVE SUITS

In case of a suit, action or proceeding (whether civil, criminal, administrative or investigative), other than a suit by or in the right of the Corporation, together hereafter referred to as a non-derivative suit, against a person named in Section 12.01 by reason of his or her holding a position named in Section 12.01, the Corporation shall indemnify him or her, if he or she satisfies the standard in Section 12.05, for amounts actually and reasonably incurred by him or her in connection with the defense or settlement of a non-derivative suit as:

- (1) Expenses (including attorneys' fees);
- (2) Amounts paid in settlement;
- (3) Judgments; and
- (4) Fines.

10.5 STANDARD IN NON-DERIVATIVE SUITS

In case of a non-derivative suit, a person named in Section 12.01 shall be indemnified only if:

- (1) He or she is successful on the merits or otherwise; or
- (2) He or she acted in good faith in the transaction which is the subject of the non-derivative suit, and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, he or she had no reason to believe his or her conduct was unlawful. The termination of a non-derivative suit by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person failed to satisfy the standard of this Section 12.05(2).

10.6 DETERMINATION THAT STANDARD HAS BEEN MET

A determination that the standard of Section 12.03 or Section 12.05 has been satisfied may be made by a court. Or, except as stated in Section 12.05(2), the determination may be made by:

- (1) a majority of the Directors of the Corporation (whether or not a quorum) who were not parties to the action, suit or proceeding; or
- (2) independent legal counsel in a written opinion.

10.7 PRORATION

Anyone deciding under Section 12.06 may determine that a person has met the standard as to some matters but not as to others, and may reasonably prorate amounts to be indemnified.

10.8 ADVANCE PAYMENT

The Corporation may pay in advance any expenses (including attorneys' fees) which may become subject to indemnification under Sections 12.01 through 12.07, if:

- (1) the Board of Directors authorizes the specific payment; and

(2) the person receiving the payment undertakes in writing to repay unless it is ultimately determined that he or she is entitled to indemnification by the Corporation under Section 9.01 through Section 9.07.

10.9 NON-EXCLUSIVE

The indemnification provided by Sections 12.01 through 12.07 shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement or disinterested directors, or otherwise.

10.10 CONTINUATION

The indemnification and advance payment provided by Sections 12.01 through 12.08 shall continue as to a person who has ceased to hold a position named in Section 12.01 and shall inure to his or her heirs, executors and administrators.

10.11 INSURANCE

The Corporation may purchase and maintain insurance on behalf of any person who holds or who has held any position named in Section 9.01 against any liability incurred by him or her in any such position, or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability under Section 9.01 through 9.08.

10.12 REPORTS

Indemnification payments, advance payments and insurance payments made under Sections 12.01 through 12.11 shall be reported in writing to the Board of Directors with the next notice of annual meeting, or within six months, whichever is sooner.

11 ARTICLE 11: BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Executive Committee, Board of Directors, voting members and committees having any of the authority of the Board of Directors.

12 ARTICLE 12: FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day in December each year.

13 ARTICLE 13: WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the articles of incorporation or the bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

14 ARTICLE 14: AMENDMENTS TO BYLAWS

These bylaws may be altered or amended in whole or in part, or repealed and new bylaws may be adopted by a 67% majority vote of the Voting Members present at any regular meeting or at any special meeting, if at least 30 days' written notice is given of an intention to alter, amend, or repeal these bylaws or to adopt new bylaws at such meeting, and such notice contains a statement of the nature of the proposed amendment(s).

15 ARTICLE 15: DISPUTE RESOLUTION:

1. All internal disputes shall be resolved via arbitration. Chain of Resolution shall be Board of Directors → Founding Members → 1 Scholar representing major Marja'iyya. All decisions are final and binding.
2. Any decision made by leaders that is in conflict with the Ithna Ashari faith or these Bylaws shall be null and void.
3. Dispute could be appealed to the Board of Directors, who will attempt to resolve it by a majority vote.
4. Dispute could be further appealed to Founding Members, who will attempt to resolve it by a majority vote.
5. If a dispute is not resolved by the Founding Members, then 1 Scholar representing major Marjaiya will resolve the dispute. All decisions are final and binding.
6. A dispute related to determining if a matter falls under the BOD jurisdiction or EC is to be resolved by the BOT.

16 ARTICLE 16: DISSOLUTION

In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the Corporation shall go and be donated to a non-profit Islamic organization, foundation, or corporation which is organized or operated exclusively for charitable, religious, and/or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Code as the directors of this Corporation may select and designate; and in no event shall any of the said assets or property, in the event of dissolution, go or be distributed to any persons, either for the reimbursement of any sum subscribed, donated, or contributed by such persons, or for any other such purpose.

The undersigned, as General Secretary of the Corporation, does hereby certify that the foregoing are the Bylaws of the Corporation as approved and adopted by unanimous consent of the Trustees on the ____ day of _____, 2019.

General Secretary

AMENDMENTS

Amendment I

ARTICLE 7: THE EXECUTIVE COMMITTEE

Executive Committee Election shall be for Executive Director only.

Amendment II

ARTICLE 7: THE EXECUTIVE COMMITTEE

City of Knowledge's Executive Committee shall be comprised of the following members:

1. Executive Director
2. Director of Members Affairs
3. Director of Programs
4. Director of Family Programs
5. Director of Finance
6. Director of Education
7. Director of Communications and Public Relations
8. Director of Youth Affairs
9. Director of Social Services

Amendment III

ARTICLE 7: THE EXECUTIVE COMMITTEE

The Executive Committee must meet at least on a quarterly basis in order to make decisions on operational matters of the organization.

The Executive Director shall take minutes of the meetings.

Amendment IV

ARTICLE 7: THE EXECUTIVE COMMITTEE

Any vacancies in the Executive Committee shall be filled by the Executive Director in a maximum time of (60) days. An open self-nomination process will be available to members if the position is left unfilled for more than (60) days.

Amendment V

ARTICLE 7: THE EXECUTIVE COMMITTEE

The Executive Director will select a Reserve Executive Director at the first EC meeting who would assume the role if the Executive Director position is vacated, and members will ratify the new Executive Director role at a meeting with a simple majority vote within (6) months. Upon resignation or suspension of the Executive Director, the Reserve Executive Director shall succeed. The position of the Executive Director shall then be filled by Reserve Executive Director as defined above (7.2.2.1).

Amendment VI

ARTICLE 7: THE EXECUTIVE COMMITTEE

With exception to the Executive Director, persons of the same household can hold positions on the Executive Committee.

Amendment VII

ARTICLE 5: VOTING MEMBERS

The general secretary can create an online platform for members to join. Once confirmed, the members can count towards the quorum.

Amendment VIII

ARTICLE 5: VOTING MEMBERS

Voting can be done online or in person; but has to be done live during a designated time during the meeting. The exception to this is voting for positions, where there is not a requirement for a general body meeting.

Amendment IX

ARTICLE 5: VOTING MEMBERS

Any proposed agenda item(s) should be sent to the BOD. The proposed agenda item(s) shall be added to The General Body meeting for a vote if the majority of the Board of Directors approve it. If the proposed agenda item(s) is not approved by the Board of Directors, then the member can still have the proposal in the General Body by getting 10% of the signatures of members of the City of Knowledge. If needed, the General Secretary shall initiate the online option to count the quorum.

Amendment X

ARTICLE 5: VOTING MEMBERS

Any proposed amendments should be sent to the Board of Directors. The proposed amendments shall be sent to The General Body meeting for a vote if the majority of the Board of Directors approve it. If the proposed amendment is not approved by the Board of Directors, then the members can still have the proposal in the General Body agenda by getting 25% of the signatures of members of City of Knowledge.

Amendment XI

ARTICLE 5: VOTING MEMBERS

If a General Body Meeting, that is called where amendments to the bylaws are being presented, does not achieve quorum, then The General Secretary shall call a meeting on the same day only, and with approval of the Resident Aalim to reduce the quorum to 35%, if amendments are being proposed, or reduce the quorum to 20% if amendments are not being proposed, of total membership of The City of Knowledge. 70% vote of members present in the meeting shall be required to amend the bylaws.

Amendment XII

ARTICLE 6: BOARD OF DIRECTORS

The Board of Directors term automatically expires after 4 years in Rabi al- Thani.

Amendment XIII

ARTICLE 6: BOARD OF DIRECTORS

ARTICLE 7: THE EXECUTIVE COMMITTEE

Nominees for the Board of Directors and the Executive Committee need to be approved by both “Aalim Chair” positions of the board before they are put to a ballot. In case there is only one Aalim in the Board of Trustees, then that Aalim can approve or disapprove any nominee for the Board of Directors or the Executive Committee.

Amendment XIV

ARTICLE 7: THE EXECUTIVE COMMITTEE

EC positions filled by the Executive Director need to be approved by both “Aalim Chair” positions of the board before they can fill said position. In case there is only one Aalim in the Board of Trustees, then that Aalim can approve or disapprove any nominee for the Board of Directors or the Executive Committee.

Amendment XV

ARTICLE 7: THE EXECUTIVE COMMITTEE

The Executive Director shall take or appoint someone to take the meeting minutes. These minutes are to be presented to the Resident Alim if he wishes to receive them.