

TOWHEED FOUNDATION

ARTICLES OF CONSTITUTION

ARTICLE 1: DEFINITION

Unless the context clearly indicates a different meaning thereof, the terms used herein, shall have the meaning specified in the Article.

Section 1: Articles

The term "article" shall mean the articles of Organization of the Towheed Foundation.

Section 2: Organization/ Foundation

The term "Organization" or "Foundation" shall mean the refer to the Towheed Foundation, its successors and assignees, incorporated as a non-profit Organization under the law of the State of Texas.

Section 3: Board

The term "Board" shall mean the Board of directors of the Towheed Foundation.

Section 4: Board Member

The term "Board Member" shall mean the members of Board of directors of the Towheed Foundation.

Section 5: Chairman

The term "Chairman" shall mean the Chairman of the Towheed Foundation.

ARTICLE 2: BOARD MEMBERS

Section 1: Principal Office

The principal office of the Organization for the transaction of its business is located in Dallas, Texas.

Section 2: Change of Address

The county of the Organization's principal office can be changed only by amendment of this constitution and not otherwise. The Board Members may, however change the principal office from one location to another within the named county.

Section 3: Board Members

The organization may also have Board Members at such other places, within or outside the State of Texas, where it is qualified to do business, as its business requires and the Board Members may, from time to time, designate. The Organization's Board Members shall be the believers and followers of Islam as prescribed by The Holy Qura'n, Prophet Mohammad (pbuh) and Ale-Mohammad (as).

Section 4: Fiscal year of the Organization

The fiscal year of the Organization is the calendar year.

ARTICLE 3: NAME

The name of the Organization is TOWHEED FOUNDATION.

ARTICLE 4: NATURE

The Towheed Foundation is a non-profit organization established under the Texas Non-profit Organization Act for all lawful purposes according to said Act. Anything to the contrary notwithstanding, the purpose or purposes for which this establishment is organized are limited to those that will qualify it as an exempt organization under Internal Revenues Code Section 510 (C) (3), including for such purposes, the making of distributions to organizations that qualify as Tax-exempt organizations under such code. No part of any earning shall inure to the benefit of any private member or individual.

ARTICLE 5: PURPOSE

- 5 The purposes for which the foundation is organized are to provide religious services to Muslim Community, to provide religious education to its members, and to own, operate, conduct and maintain a place of worship for its members, daycare center and school for the children of members.
- 5.1 Create and foster Iranian Cultural and Islamic relations among its members, other Muslim societies and the community at large.
- 5.2 The foundation shall organize and perform functions such as, but not limited to, the following:
- 5.2.1 Facilitate cultural and religious education for its members and their children.
- 5.2.2 Disseminate cultural and religious knowledge and facilitate activities through various means such as, newsletters, Qura'nic studies, Seminars, Libraries.
- 5.2.3 Perform Islamic charitable and benevolent community services as may be agreed upon by its members.
- 5.2.4 Provide Islamic information available to the society, to individuals, groups or organizations.

ARTICLE 6: MEMBERSHIP

6.1 Qualifications

- 6.1.1 Any individual 18 years or older who agrees with the constitution of the Towheed Foundation.
- 6.1.2 Every Board Member shall be obligated to perform the duties and responsibilities as mentioned in Section 6.2 of this Article.

6.2 Duties and Responsibilities

- 6.2.1 An active member for at least six months shall be eligible to vote in accordance with the articles of this constitution. To be considered active, a member shall continue to perform the following duties and responsibilities:
- 6.2.1.1 Stay well acquainted with the society's constitution and not work or act contrary to the aims, or objectives of it.
- 6.2.1.2 Participate in the Foundation's activities and programs.

- 6.2.1.3 Support and cooperate in efforts towards the improvement and stability of the Foundation.
- 6.2.1.4 Display good moral character and pay respect to the Islamic Rules.
- 6.2.1.5 Pay the membership dues as prescribed by the Foundation's constitution.
- 6.2.1.6 Attend the Foundation's meetings.
- 6.2.1.7 Preserve and protect foundation's properties and rights at all times.
- 6.2.2 Any serious violation of the above responsibilities may cause in membership termination with no obligation to the Towheed Foundation

ARTICLE 7: ORGANIZATIONAL FRAMEWORK

The Foundation's organizational structure shall consist of the following:

- 1) General Body
- 2) Board members
- 3) Project Committee

7.1 General Body

- 7.1.1 The General Body of the Foundation shall consist of, and only of, active members of the Foundation. The Foundation's annual budgets and capital expenditures for all short-term and long-term projects shall be presented to the General Body for their information and input. Midyear reports shall be presented to the General Body for their review and information as stipulated in the Constitution. The General Body shall be empowered to elect or remove members of the Board Members in accordance with the procedures described in the Foundation's Constitution.
- 7.1.2 The privilege of voting shall belong to the members only. Each member shall be entitles to one vote. Voting privileges shall commence after approval of the membership application by the Organization.

7.2 Board Members

- 7.2.1 The Board Members, hereafter called "**The Board**," shall develop all plans, policies, and procedures under the guideline of the Foundation's constitution to achieve the mission of the Foundation. They shall provide necessary assistance and support to the **Projects Committees** upon request and as needed.
- 7.2.2 The term of each Member shall be one year from the date of commencement of his/ her term and until his/ her successor has been duly qualified and selected
- 7.2.3 The maximum number of Members shall be Nine (9) with a minimum of Five(5).
- 7.2.4 A candidate running for the position of Board Member shall:
 - 7.2.4.1 Be an active member of the Foundation for at least one (1) year.
 - 7.2.4.2 Have participated in the project committees of the Foundation for at least three(3) months.
 - 7.2.4.3 Refrain from major sins and endeavor to avoid minor sins, in addition to being a good participating Muslim.

- 7.2.4.4. Have no intentions or known plans for leaving the Dallas area to reside elsewhere, within the term of the office.
- 7.2.4.5. Be elected by the general body as a Member of the Towheed Foundation.
- 7.2.4.6. Take the oath of office as prescribed in the constitution.
- 7.2.5 The General Body shall elect a Chairman, a Secretary, a Treasurer and other members of the Board. No member shall hold more than one position.
- 7.2.6 Scope of Functional Responsibilities of the Board Members.
 - 7.2.6.1 Establish policies and guidelines for the efficient operation of the Foundation.
 - 7.2.6.2 Develop and/or coordinate the development of all short and long-range plans of the Foundation, including Annual Budget, Capital Expenditures, various project plans, etc., and present them to the General Body for their information
 - 7.2.6.3 Prepare midyear and yearly reports for presentation to the General Body.
 - 7.2.6.4 Interpret the constitution of the Towheed Foundation.
 - 7.2.6.5 Appoint an Election Committee, for conducting the Foundation's elections for the Board Members, in accordance with the provisions of the constitution.
 - 7.2.6.6 Review proposed amendments of the Chairman's Secretary, Treasurer and other Members and submit them to the General Body for ratification in accordance to the Foundation's Constitution.

7.3 Project Committee

- 7.3.1 Any Member of the Board in his personal capacity shall, with the consent of the Board, be authorized and encouraged to formulate Project Committees to implement approved plans and policies of the Board. Notwithstanding the approval and knowledge of the Board, any Member who utilizes such voluntary services for the Foundation shall be fully responsible, for all the consequences to the Foundation's work.
- 7.3.2 Terms of the Project Committees shall be flexible to accommodate all types of projects, whether short or long term, or perpetual in nature.
- 7.3.3 There shall be at least four (4) permanent Projects Committees, each of which shall be headed by elected Member. These Committees are:
 1. Education.
 2. Public Relations.
 3. Finance.
 4. Administration.
- 7.3.4 Each Project Committee shall be initiated and coordinated by a Member of the Board to accomplish specific approved goals for the project.
- 7.3.5 The number of participants in a Project Committee shall vary depending on the nature and duration of the project.
- 7.3.6 A participant in a Project Committee shall:
 - 7.3.6.1 Be an active member of the Towheed Foundation.

7.4 Removal or Suspension of Member

- 7.4.1 The Board members shall have the authority to remove any Member if it can be determined that the Member's activities are contrary to the bylaws of The Towheed foundation.

7.4.2 A Board Member may be suspended for a period of at least three (3) months, if proposed by 80% of the Board Members and only for the following reasons:

1. Neglect of duties.
2. Non-Islamic behavior.
3. Continuous lack of attendance in the Foundation's programs.
4. Misappropriation of the Foundation's funds.
5. A general perception that his/her continuation as Member would be detrimental to the purposes of the Foundation.

7.5 Replacement of Board Member

- 7.5.1 Vacancies in the Board Members can exist because of any one or more of the following:
- 7.5.1.1 Insufficient number of Board Members are elected in the Foundation's election.
 - 7.5.1.2 Removal of Board Member as explained in Section 7.4 of this Article.
 - 7.5.1.3 Loss of one or more Board Member due to death or resignation.
- 7.5.2 The remaining Board Members shall be empowered to select the next runner-up member of the Foundation to fill the vacancy only for the remaining term.
- 7.2.3 In the event that a runner-up is not available, the vacancy will be filled by an election at a General Body meeting to be held within two (2) months of vacancy.

ARTICLE 8: MEETINGS

No scheduled Board meetings shall conflict with the regularly scheduled programs of the Foundation.

8.1 Regularly Scheduled Meetings

- 8.1.1 Regular scheduled meetings for Islamic and Persian teaching conducted both in Farsi and English where appropriate.
- 8.1.2 The General Body shall meet two (2) times a year. The purpose of these meetings will be to:
 - 8.1.2.1 Review past performance including, but not limited to, membership records and books of accounts.
 - 8.1.2.2 Discuss current issues and future plans.
 - 8.1.2.3 Transact such other business as may properly be brought before the Board.

8.2 Special Meetings

- 8.2.1 Emergency meetings of the Board Members may be requested by the Board Member(s) at any time.
- 8.2.2 Special meetings of the Foundation may be called by the Board or by the 15% of the Foundation's active members upon at least three (3), and not more than thirty (30) days notice along with the stated agenda. However, a special meeting called for the purpose of elections, shall require at least two (2) weeks written notice.

- 8.2.3 Special Board meetings may be called at any time by any Member of the Board upon one (1) day's notice by stating the purpose of the meeting.

8.3 Quorum

- 8.3.1 At all the Foundation's meetings, fifty percent (50%) of the active Members shall form a quorum. If a quorum is not complete, the meeting shall stand adjourned and postponed to another day at which time only thirty percent (30%) of the active members shall form a quorum. Two thirds (2/3) of the quorum shall rule on all matters.
- 8.3.2 At all Board meetings, the presence of at least three (3) Board Members shall constitute a quorum. A simple majority shall rule on all matters as described in the constitution.

ARTICLE 9:

AMENDMENT OR REPEAL OF THE CONSTITUTION

- 9.1 Amendments to this constitution shall only be considered if it can be determined that they will better achieve the purpose of the Foundation. Such amendments shall be proposed, in writing, to the Board by one or more members of the Foundation. Approval of the amendments shall be authorized by the Foundation and submitted to the Board before ratification by the General Body.
- 9.2 A two-third (2/3) majority vote of the total active membership shall constitute ratification to the amendments as described in the constitution.

ARTICLE 10:

DISSOLUTION

- 10.1 If the Board Members unanimously conclude that the continuation of the Foundation has become impossible or undesirable the Foundation shall dissolved in the following manner:
- 10.1.1 The situation shall be announced to the General Body.
- 10.1.2 There shall be no refunds of any contributions or donations whatsoever.
- 10.1.3 Thirty (30) days after the announcement, if in the opinion of the existing number of Board Members, there are no promising efforts by the members of the organization to save the Foundation from dissolution, then the Board Members shall start proceedings for dissolving the Foundation.
- 10.1.4 The proceedings for dissolving the Foundation shall consist of:
- 10.1.4.1 Closing all normal activities.
- 10.1.4.2 Fulfilling all financial obligations of the Foundation.
- 10.1.4.3 Transferring all assets to other Muslim associations who follow the teachings of Islam as prescribed in the Qura'n and explained by the prophet Mohammad (pbuh) and Ale-Mohammad (as), under the discretion of the Board Members.

December 18, 1997