ADAMS Board Resolves to submit the Revised Articles of Incorporation(BELOW) to the General Body as reviewed voted from April 30 to May 4, 2019, Jan 19, 2020, Feb 16, 2020, May 3, 2020, Jul 1, 2020

Motion: Misbah Javaid Second: Syed Ashraf

Yes – Farooq Syed, Sanober Yacoob, Ali Altalib, Sohel Ahmed, Misbah Javaid, Syed Ashraf, Ahsan Ullah, Mir Ali, Bob Marro, Shaheen Hossain, Ehsan Baig, Younus Mirza, Rizwan Jaka

Reviewed twice by Legal Counsel at Pillsbury Winthrop Shaw Pittman LLP

We also had multiple focus groups with

A) Articles Focus Group Nov 16, 2019
Attendees: Awais Sheikh, Rizwan Jaka, Ahsan Ullah, Sanober Yacoob. Farooq Syed, Mir Ali, Sohel Ahmed,Ehsan Baig, Misbah Javaid, Omar Ashraf, Muhammad Ashraf, Moin Hossain, Bilal Choudry, Rahman Khan, Khalil Hasan, Osman Mirza

B) Articles Focus Group Dec 17, 2019
Attendees: Awais Sheikh, Rizwan Jaka, Ahsan Ullah(Phone), Sanober Yacoob. Farooq Syed, Sohel Ahmed, Misbah Javaid, Omar Ashraf, Bilal Choudry, Rahman Khan, Khalil Hasan, Syed Ashraf

<u>Articles Key Changes</u>

1) Lowered age of running for ADAMS Board Election from 25 to 23

2) Changed Board of Trustee term limit from 3 Term x 4 years(12 years) to 2 term x 4 years(8 years) with a two year break to run again for board

3) We changed Executive Committee term limits to 3 terms x 2 years (6 years) and also limited to 6 years total on Executive Committee with no switching between exec roles after 6 years and then requires a 2 year break to run again for Exec Committee

4) Changed Voting waiting period from 2 years to 1 year from March 31st of the current year of election

5) Board Candidate Qualification – added specific details with broader pool of potential regular Board of Trustee candidates with

A) Candidate letter documenting 3 years of active attendance or volunteering in ADAMS meetings/programs/activities and 5 ADAMS member reference letter)

or

B) 3 years documented service in program or committee)

6) Affirmed 3 years of Board/Exec/Committee, Program Chair/ViceChair or Committee/Program Member depending on role for President, VP, Secretary, Treasurer, and Chair

7) Clarified Executive Committee composition of 5 positions

8) Started to address Executive Committee scope as oversight body with a goal for more professional staff for day to day management with allowances for Exec Cmte to help day to day with absence or inability of professional staff

9) Addressed Employees and Elections in Articles(previously was in bylaws)

10) Addressed Former Board and Employment at ADAMS and Former Employees and Running for Board

11) We addressed family members across board and endowment from 3 to 2

12) Dissolution procedures updated

13) Added 0 to 4 Appointed Non-Voting Advisors to the Board of Trustees Ages 18 and older by the existing Thirteen Voting Trustees

14) ADAMS Board can approve Honorary and Associate Members that will not vote or be counted toward quorum. (previously was in bylaws)

15) ADAMS Advisory Council of Former Trustees & Executive Officers(ADAMS Board Member Emeritus) shall meet with ADAMS Board and Executive Committee at least once a year and will be available to provide advice to the Board as specified by the Bylaws.

16) ADAMS Board of Trustees may define in the bylaws the governing structure and processes for the ADAMS Branches, Satellites, and Affiliates based on General Body Approval in same quorum as Articles Amendment or General Election

17) Name of the registered agent for ADAMS at such address is: Chair, President, Attorney, or Corporation

18) The General Assembly may vote without a meeting via written ballot, cast by mail, e-mail, or other electronic transmission. The same quorum and voting requirements as for a meeting will apply.

19) General Assembly meetings can be conducted in person and/or via virtual conferencing and added proxy procedures to the Articles

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AMENDED AND RESTATED ARTICLES

OF

ALL DULLES AREA MUSLIM SOCIETY

ARTICLE I

Name

The name of the corporation is: ALL DULLES AREA MUSLIM SOCIETY (hereinafter referred to as "ADAMS").

ARTICLE II

Registered Office and Agent

The registered office of ADAMS in the County of Loudoun is:

Chair, President, Attorney, or Corporation Address

and the name of the registered agent for ADAMS at such address is: Chair, President, Attorney, or Corporation

ARTICLE III

Purposes

Section l. The purposes for which ADAMS is formed are to arrange and hold congregational prayers; undertake and engage in religious, charitable, educational and cultural activities; promote friendly relations between Muslims and people of all faiths, races, & ethnicities and to foster a Muslim community based on Islamic principles of humanity, equality, mutual help and Islamic teachings of peace, love and justice. To that end, in all its activities and services, ADAMS shall provide for the full and unrestricted participation of all Members, men and women, in a manner which is inclusive and respectful of various legitimate interpretations of the Islamic Fiqh and points of view. Men and women will have equal access to prayer areas and all other facilities and activities of ADAMS, and will have equal right to be elected or appointed to various offices, committees, programs, and activities of ADAMS.

Section 2. ADAMS is a non-profit, non-political organization, and the fundamental purpose of this corporation is to encourage and to enable Muslims with the basic knowledge and competence in Islam to contribute individually and collectively towards meeting human needs in conformity with Islamic doctrines and beliefs. It is also the purpose of the corporation to educate, to avoid any practices not prescribed in Islam, and to create a feeling of mutual respect and bonds with one another.

Section 3. ADAMS shall engage in, establish, promote, and contribute to exclusively social, religious, cultural, educational and charitable activities, projects, organizations, institutions and funds and other similar non-profit purposes as contemplated by Section 501 (c)(3) of the Internal Revenue Code of 1986, as existing, amended, supplemented or superseded from time to time.

Section 4. ADAMS shall do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of ADAMS, and shall exercise all powers possessed by Virginia non-profit corporations not without the scope of these articles. Without limiting the generality of the foregoing, ADAMS shall have the powers to sue and be sued (subject to Article VIII hereof) to own, to take title to, receive and hold, lease, sell and resell, in fee simple or otherwise, property, real and personal or mixed, wherever situated or however acquired; without limitation as to amount or value. ADAMS shall have authority to encumber property by deed, trust, pledge or otherwise; to borrow money or secure payment thereof by lien or liens on the real or personal property of ADAMS; to lease, build, or erect, remodel, repair, construct and/or reconstruct any and all buildings, houses or other structures necessary, proper or incident to the carrying out of the objects and purposes stated herein. ADAMS shall have full

powers of management, investment, reinvestment, and the collection of all rents, revenues, issues and profits arising there from.

ARTICLE IV

Restrictions

No part of the net earnings of ADAMS shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that ADAMS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of ADAMS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and ADAMS shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, ADAMS shall not carry on any other activities not permitted to be carried on: (a) by a Corporation exempt from the federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Laws, or (b) by a Corporation contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Laws.

ARTICLE V

Dissolution

Upon the dissolution of ADAMS, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of ADAMS, dispose of all the assets of ADAMS exclusively for the purposes of ADAMS in such manner to such Islamic fund, foundation, corporation or organization organized and operated exclusively for religious, cultural, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal revenue Code of 1986 as amended, or the corresponding provision of any future United States Internal Revenue Law. Any such assets not so disposed of shall be disposed of by the Circuit Court of Loudoun County exclusively for such purposes or to such Islamic organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

Membership

Section 1. The membership of ADAMS shall consist of “Regular Members”, “Lifetime Members”, “Associate Members” and “Honorary Members”. The General Assembly shall consist of “Regular Members” and “Lifetime Members” only, who shall be hereinafter referred to as Members.

Section 2. A Regular or Lifetime Member shall be a Muslim of at least eighteen (18) years of age, who (a) shall file an application with the required dues as set by the Board of Trustees in the Bylaws; (b) agrees to obey the Purposes of ADAMS; and (c) is subsequently confirmed and renewals approved by the Board of Trustees as

described in the Bylaws. Each Regular or Lifetime Member shall be entitled to one vote in all matters coming before the General Assembly.

Section 3. Regular and Lifetime Members that are eligible to vote in elections must be members on record for at least 1 continuous year period going back from March 31st of the current year with allowance for up to 3 months grace period for membership lapse within the past 12 months for membership renewals and must be current, valid and in good standing on the election day.

Section 4. ADAMS Board can approve Honorary and Associate Members that will not vote nor be counted toward quorum. Associate Members and Honorary Members may attend all meetings of the General Assembly as observers.

Section 5. The ADAMS General Assembly shall meet at least annually, and may hold additional special meetings as called. General Assembly meetings can be conducted in person and/or via virtual conferencing. At the annual or special meetings of ADAMS General Assembly, the greater of forty (40) Regular or Lifetime Members or one tenth (10%) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. In elections of the Board of Trustees or Officers, if there is no contest for a specific position then no quorum is needed for the election of that position. Specific General Assembly voting procedures may be specified by the Bylaws.

Section 6. To be represented by proxy, a Regular or Lifetime Member must have submitted by e-mail, fax, postal mail or hand-delivery, before the quorum is called, a signed proxy form issued by the Board of Trustees. A Regular or Lifetime member may not represent more than five other family members (spouse, parent, child, sibling, or parent/child-in-law) by proxy and may not represent non-family members.

Section 7. The General Assembly may vote without a meeting via written ballot, cast by mail, e-mail, or other electronic transmission. The same quorum and voting requirements as for a meeting will apply.

ARTICLE VII

Board of Trustees

Section 1. ADAMS' Board of Trustees shall be the governing board, elected by the ADAMS' Regular and Lifetime Members as defined in Article VI Section 3.

Section 2. The number of Board of Trustees of ADAMS shall be thirteen (13) voting ADAMS Regular or Lifetime Members. The number of Trustees may go to minimum nine (9), only in case of vacancies. Additionally, the elected Board of Trustees may appoint 0 to 4 non-voting advisors to the Board of Trustees.

Section 3. The President, Vice President, Secretary and Treasurer of ADAMS (hereinafter "Officer Trustees") shall be elected for a two-year term by ADAMS Regular and Lifetime Members as defined in Article VI Section 3 at the duly conducted election in even years and they shall be part of the Board of Trustees by virtue of their offices.

Section 4. Trustees, other than Officer Trustees (hereinafter "Regular Trustees"), shall be elected for a four (4) year term at the duly conducted election by ADAMS Regular and Lifetime members as defined in Article VI Section 3. Their terms may be staggered. Regular Trustees shall be divided into two groups, one containing 5 regular trustees and one containing 4 regular trustees, and shall be elected by the voting Regular and Lifetime members in alternate odd years. The staggered terms of Regular Trustees being fully in place, therefore**,** the odd-year election for the Regular Trustees shall continue alternating between group one and group two and the four (4) Officer Trustees shall be elected every even year.

Section 5. To be eligible for election as an Officer or Regular Trustee, a person must: (a) have been an active Regular or Lifetime member in good standing for the past thirty-six (36) months; (b) be at least twenty three (23) years old; (c) maintain his or her primary residence within Loudoun, Fairfax, Prince William or Arlington counties of Virginia, and all municipalities within the said counties; (d) submit to and clear a criminal background check as specified in the Bylaws; (e) agree with the ADAMS Mission, Vision, Core Values and Key Principles as specified in the Bylaws; (f) not be directly related (spouse, parent, child, sibling, or parent/child-in-law) to two (2) or more sitting members of the ADAMS Board and/or ADAMS Endowment Fund (AEF) Board;

Additional qualifications for a Regular Trustee are: (i) documented history of three (3) or more total years of active volunteer service in their lifetime in an ADAMS committee or ADAMS program or ADAMS Task Force, OR (ii) five (5) reference letters from ADAMS Members (Regular and Lifetime Members that are eligible to vote in elections) and a documented history letter by the candidate indicating their three (3) years of active attendance or volunteering in or to ADAMS meetings, programs, and activities.

Additional qualifications for the following five Trustees positions are:

(i) President: must have documented service to ADAMS as a Trustee or an Officer, or a committee or program chair or vice chair, for at least three (3) combined years.

(ii) Vice President: must have documented service to ADAMS as a Trustee or an Officer, or a committee chair or vice chair, or a committee or program member, for at least three (3) combined years, including at least one (1) year as a Trustee or an Officer or a committee or program chair or vice-chair.

(iii) Secretary: must have documented service to ADAMS as a Trustee or Officer, or a committee or program chair or vice chair, or a committee or program member, for at least three (3) combined years; and must have administrative and computer skills.

(iv) Treasurer: must have documented service to ADAMS as a Trustee or Officer, or committee or program chair or vice chair, or a committee or program member for at least three (3) combined years; and must have educational background or working knowledge in accounting and/or finance.

(v) Chairperson: must have documented service to ADAMS either as a Trustee or an Officer, or a committee or program chairperson or vice chairperson for at least three (3) combined years. The Chairperson must be a Regular Trustee and must be elected by Regular Trustees and Officer Trustees.

No additional provision in the Bylaws of ADAMS shall have the effect of restricting, changing, or expanding these eligibility criteria. Documentation that eligibility criteria have been met for any candidate must be reviewed and affirmed by the Election Committee, and if there is a disagreement the ADAMS Arbitration Panel

will make a decision on the matter to meet the election timeline. The Election Committee (and, if necessary, the Arbitration Panel) will be provided a list of historic and current ADAMS Programs, Committees, and Task Forces for use in their review and consideration.

Section 6. Any vacancy occurring in the Board of Trustees may be filled for the remaining term thereof by the Board of Trustees.

Section 7. Any Trustee may be removed from office for cause by the General Assembly, affirmative vote (in person or proxy or electronic ballot) of simple majority of the greater of the forty (40) Regular or Lifetime members or ten (10) percent of the total Regular or Lifetime membership on record at the time of the General Assembly

Section 8. The Officer Trustees (President, Vice President, Secretary, Treasurer) and Executive Imam shall constitute the Executive Committee of ADAMS. The Executive Committee shall have the authority and responsibilities as provided in the Bylaws for the proper functioning of ADAMS, during the interim period between meetings of the Board of Trustees, or the powers expressly granted by the Board of Trustees from time to time. The Executive Committee shall report its actions to the Board of Trustees as soon as practicable through the timely distribution of its minutes. The Executive Committee is an oversight body supervising professional management who will perform day-to-day management as specified in the Bylaws. In the absence or inability of professional management, the executive committee **can** act as an administrative body for day-to-day management as specified in the Bylaws.

Section 9. The staggered terms of Regular Trustees being fully in place, elections for the Regular Trustees for a four (4) year term shall continue in odd years for Trustees whose terms have expired. The four (4) Officer Trustees shall be elected every even year for a two (2) year term. No Regular Trustee of ADAMS shall serve for more than two consecutive terms on the Board. However, any Trustee may serve again as Regular Trustee after at least a two-year break. No Officer Trustee of ADAMS shall serve as any Officer Trustee for more than three consecutive terms in Executive Committee (6 total years). However, officers may serve another term as an Officer Trustee on the Executive Committee after at least a two-year break. If an Officer Trustee serves more than 4 years they must take a 2 year break before running for Regular Trustee. If an Officer Trustee that has served 4 years or less is elected as a Regular Trustee the total amount of time of combined consecutive terms can be maximum 8 years and the trustee must take at least a two-year break before being elected to serve additional terms. If a Regular Trustee is elected as an Officer Trustee the total amount of time of combined consecutive terms can be maximum 8 years and the trustee must take at least a two-year break before being elected to serve additional terms.

Section 10. There shall be a two year waiting period for any Board Member who seeks full time employment with ADAMS after he/she leave his/her position with the ADAMS Board of Trustees or as an Officer Trustee. There shall be a two year waiting period for any current or former employee of ADAMS after ending their employment relationship with ADAMS before becoming eligible for any ADAMS Board of Trustee or Officer Trustee position. In the event a candidate is uniquely qualified and ADAMS is in definite need of that particular person for full time employment at ADAMS, the Board should call a special meeting and appoint a task force to evaluate and report back to the Board within 120 Days.

Section 11. No agent, contractor, consultant, or employee of ADAMS shall hold any elected office of ADAMS or serve on the Election Committee, on the Finance Review Committee, or on the Arbitration Panel. Not withstanding the foregoing, the Executive Imam of ADAMS may serve on the Executive Committee as a voting Executive Committee member. Not withstanding the foregoing, the Executive Imam of ADAMS may serve as a Non-Voting Board Member if Appointed by the Board.

Section 12. To be eligible for appointment as a Non-Voting Advisor to the Board of Trustees, a person must (a) have been an active Regular or Lifetime Member in good standing for the past thirty-six (36) months (except that someone 18-21 years old should be a Regular or Lifetime Member in good standing and is required to have been active in ADAMS children & youth programs for thirty-six (36) months, but exempted from the past thirty-six (36) months membership requirement); (b) be at least eighteen (18) years old; (c) maintain his or her primary residence within Loudoun, Fairfax, Prince William or Arlington Counties of Virginia, and all municipalities within the said counties; (d) submit to and clear a criminal background check as specified in the Bylaws ; (e) agree with the ADAMS Mission, Vision, Core Values and Key Principles as specified in the Bylaws; (f) not openly and persistently violate any of the established rules of Islamic Law; (g) provide five (5) reference letters from ADAMS Regular or Lifetime members and documented history letter by the candidate indicating their three (3) years of active attendance, volunteering, or contributions in or to ADAMS meetings, programs, and activities. Documentation that eligibility criteria have been met for any candidate must be reviewed and affirmed by the Board of Trustees, and if there is a disagreement the arbitration panel will make a decision on the matter.)

Section 13. ADAMS Advisory Council of Former Trustees & Executive Officers (ADAMS Board Member Emeritus) shall meet with ADAMS Board and Executive Committee at least once a year and will be available to provide advice to the Board as defined in the Bylaws.

Section 14. ADAMS Board of Trustees may define in the Bylaws the governing structure and processes for the ADAMS Branches, Satellites, and Affiliates, with the approval of the General Assembly per the same quorum and voting requirements as for Amendment under Article XII.

ARTICLE VIII

Arbitration

Section 1. Any claims, demands, disputes, controversies, or differences arising out of or related to ADAMS between any Member, Trustee, Officer, employee, among themselves or between any of them and ADAMS, shall be exclusively settle by arbitration; No suit at law or in equity shall be instituted by Members of ADAMS except on grounds only of malicious, willful and flagrant violation of law and intentional miscarriage of justice by the arbitrator(s). Notwithstanding the foregoing, the arbitration decision shall be binding on the parties to the dispute and the judgment may be entered on such decision in any court having jurisdiction.

Section 2. All Arbitration will be conducted by members of the Arbitration Panel, composed of seven (7) members following the process stipulated in the bylaws, shall be nominated by the Board of Trustees and elected by the General Assembly for a term of five (5) years. Any vacancies arising in the Panel shall be filled by the majority of the remaining members of the Panel for the unexpired term thereof.

ARTICLE IX

Indemnification

Unless otherwise prohibited by law, ADAMS shall indemnify any Trustee, arbitrator, or Officer, any former Trustee, Officer, or any person who may have served at its request as a Trustee or Officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Trustees, indemnify any employee or former employee (hereto after referred to as the "Indemnitee") against any and all expenses and liabilities actually and necessarily incurred by the Indemnitee or imposed on the Indemnitee in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, or administrative, including appeals) to which the Indemnitee may be or is made a party by reason of being or having been such trustee, officer, arbitrator, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which the Indemnitee shall be adjudged in such claim, demand, action, suit, or proceeding to ·be guilty of a criminal offense or liable to ADAMS for damages arising out of the Indemnitee's own gross negligence or misconduct in the performance of duty to ADAMS.

The indemnification herein provided shall not be deemed exclusive of any other rights to which such Indemnitee may be entitled under any statute, Bylaw, agreement, vote of the Board of Trustees, decision of the Arbitration Panel, or otherwise, and shall not restrict the powers of ADAMS to make any indemnification permitted by law.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to acts occurring before the adoption hereof.

ARTICLE X

The period for which ADAMS shall continue is perpetual.

ARTICLE XI

Regulation and Conduct of ADAMS

Other provisions, consistent with these articles and the laws of the Commonwealth of Virginia for the regulation and conduct of the affairs of ADAMS, shall be provided in the Bylaws of ADAMS.

ARTICLE XII

Amendment

ADAMS' Articles of Incorporation, as restated and amended, may be amended, from time to time as may be permitted by law, by the following process: a resolution of the Board of Trustees recommending the proposed amendment to and for the affirmative vote (in person or proxy) of more than two thirds (2/3) of the greater of the forty (40) Regular or Lifetime members or ten (10) percent of the total Regular or Lifetime members membership on record at the time of the General Assembly. A proposal for amendment to the

Articles of Incorporation may be submitted in writing to the Board only by a Trustee or at least twenty (20) Regular or Lifetime members in good standing, at least sixty (60) days before a General Assembly meeting.