

Introduction

The Greenville Muslim community has long recognized the importance and necessity for establishing a full-time private school that provides superior academic and essential religious education in an appropriate Islamic environment.

In 2008, to provide for this need, the community established As-Sabeel Academy of Greenville. In the hopes of its future growth and survival, it is imperative for the school to adhere to the following core values:

1. Maintaining a high standard of academic education
2. Focusing on the development of Islamic morals and values in its student body
3. Ensuring a school environment that is both conducive to learning and consistent with Islamic values
4. Instilling a love of the Qur'an by providing students the opportunity to memorize it and learn its language

To achieve these goals, As-Sabeel Academy is committed to nurturing our children's love and enthusiasm to seek knowledge and practice Islam.

These By-Laws were formulated to preserve As-Sabeel Academy of Greenville's mission, principles, experience, assets, practices, and its methodology against perversion or divergence from the main stream teachings of Islam. The By-Laws will also integrate its stakeholders who believe in its vision (ie, the parents, teachers, administrators, and community members) in a stable, balanced, and effective work relationship. Hence, the following by-laws were formulated with the following objectives in mind:

1. Create operational stability by attracting fresh ideas while maintaining resistance to abrupt changes
2. Provide continuity of work by preserving and building on gains and successful practices
3. Ensuring that the energy of those involved with the school are focused on delivering quality education rather than organizational pretenses
4. Ensuring that the direction of the school and its actions are consistent with the Qur'an, Sunnah, and its goals stated above.

By-Laws of As-Sabeel Academy, Inc.

Article I. Name, History, and Address

Section 1.01 The name of this corporation is As-Sabeel Academy of Greenville, (Hereinafter referred to as “As-Sabeel Academy”, “the School”, or “the Corporation”).

Section 1.02 As-Sabeel Academy of Greenville is a non-profit organization founded on the second day of September 2008 and incorporated in the State of South Carolina on February 3, 2009. The Academy’s Employer Identification Number is EIN 26-4425295.

Section 1.03 The initial registered office of this non-profit corporation is:

National Registered Agents, Inc.
2 Office Park Court, Suite 103
Columbia, SC 29223

Section 1.04 The principal office for the transaction of the business of As-Sabeel Academy is located at 96 Meridian Ave. Taylors, South Carolina 29687, on the premises of the Islamic Society of Greenville.

Section 1.05 The mailing address of As-Sabeel Academy is:

As-Sabeel Academy of Greenville, P.O. Box 17094, Greenville, SC 29606.

Article II. Purposes

Section 2.01 As-Sabeel Academy is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue code (or the corresponding section of any further Federal tax code.)

Section 2.02 The purpose for which this corporation is organized is to operate a school that provides school age individuals with an atmosphere that strives to follow the Islamic ideals. In this atmosphere, these students can develop and grow intellectually, spiritually, and physically. We hope to provide our students with academic excellence that will prepare them for active roles in the world as well as enhance their understanding of the Qur'an and Sunnah.

Section 2.03 The corporation shall not be formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to or ensures to the benefit of its directors or officers.

Article III. Policies

Section 3.01 The corporation shall be non-commercial and non-partisan.

Section 3.02 The name of the corporation or the name of any officers or directors in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purposes not appropriately related to the promotion of the objectives of the corporation.

Section 3.03 This corporation may cooperate with other organizations and agencies concerned with the purposes for which this corporation is formed. As-Sabeel Academy of Greenville and the Islamic Society of Greenville have entered into a Memorandum of Understanding dated September 11, 2008 ("the Agreement") in order that both parties maintain a cordial relationship and operate in harmony at the premises.

Section 3.04 As-Sabeel Academy of Greenville admits students of any race, color, national, and ethnic origin to all rights, privileges, programs, and activities generally accorded or made available to its students. The corporation does not discriminate on the basis of race, color, national, and ethnic origin in the administration of its educational policies, admissions policies, scholarship, loan programs, and athletic or other school-administered programs.

Article IV. Membership

Section 4.01 The corporation will be a non-membership corporation.

Article V. Governance

Section 5.01 As-Sabeel Academy of Greenville, Inc. shall be governed by these Bylaws and its Board of Directors (hereinafter also referred to as the “Board”).

Article VI. Board Members

Section 6.01 Powers

- (a) Voting and other rights. Any action which would, by operation of law or otherwise, require a vote of members shall require only a vote of the Board. All rights which would, by operation of law or otherwise, vest in the members shall vest in the Board.
- (b) Powers. The business and affairs of the Academy shall be managed, and all powers shall be exercised, by or under the direction of the Board. Without prejudice to these general powers, and subject to the same limitations, the Board shall have the power to:
 - (i) Select and remove all officers, agents, and employees of the Board, in a manner consistent with law, with these By-laws, and with the Articles of Incorporation; and prescribe any powers and duties for them that are consistent with law and with these By-laws;
 - (ii) Empower the School Headmaster to act as the executive officer of daily operations in order to conduct the affairs and business of the School.
 - (iii) Make rules, regulations, policies, procedures, and strategic plans to manage the affairs and business of the School as long as they are not inconsistent with law or with these By-laws.
- (c) Limitations. The powers of the Board are subject to the Articles of Incorporation and these By-Laws.

Section 6.02 Number and Composition of Board Members

Section 6.03 For the 2008-2009 through the 2010-2011 school years, the School Board of Directors will be undergoing an interim term of operation. During this term, Mohammad Fatayerji will be serving as Board Chairman, Dr. Imtiaz Khan will be serving as Vice Chair, and Minhajuddin Syed will be serving as Treasurer. Elections will be held on July 2011 to nominate and elect the School's new Board members.

Section 6.04 The Board shall consist of not fewer than seven (7) or more than eleven (11) members, unless changed by amendment. No reduction of the authorized number of Board members shall have the effect of removing any Board member prior to the expiration of said Board member's term of office, unless a Board member is affirmatively removed as hereinafter provided. The members of the Board shall consist of the following composition:

- (a) The current Headmaster of As-Sabeel Academy shall serve as an ex-officio member of the Board
- (b) One (1) member to be appointed by the Islamic Society of Greenville (ISG) from the current ISG Executive Committee as a Liaison
- (c) The current President of the school's Parent Teacher Organization (PTO). If there is no active serving PTO President, a Parents' Representative shall be appointed by the School Headmaster.
- (d) The remaining members of the board shall be composed of parents of current students enrolled in the school and/or ISG voting members who are members for at least two (2) consecutive years.

Section 6.05 Nomination of Board Members

- (a) The Islamic Society of Greenville (ISG) shall nominate a member of their Executive Committee to serve as a liaison member of the School Board.
- (b) The Parent Teacher Organization of As-Sabeel Academy (PTO) shall elect a representative from the parents to serve as the PTO President during its annual elections, provided that parents are notified at least one (1) month in advance. The outgoing PTO President shall facilitate all PTO election procedures. If there is no active serving PTO President, the School Headmaster may assume the power to appoint a Parents' Representative.

- (c) All other Board member candidates shall be nominated by members of the currently active board in accordance with Section 6.06(b).

Section 6.06 Election, Appointment, and Term of Office of Board Members

- (a) Election of Board members shall be held at each annual meeting of the Board to fill vacant board positions. The time and location of the election as well as a listing of the vacant board positions shall be communicated to all parents, faculty, and board members by email at least 30 days in advance.
- (b) Candidates may be nominated by any School Board member up to seven (7) days before the election by submitting the nomination in writing or email to the Board Secretary.
- (c) Eligible voters include and are limited to parents of students enrolled in the previous academic year, currently employed faculty, and current School Board members.
- (d) Candidates receiving a plurality of votes shall be elected to fill vacancies. Newly elected Board members shall assume their responsibilities at the next Board meeting.
- (e) All elected Board members shall hold office for two (2) years. The terms of office will alternate such that the elections for President and Treasurer will be a year apart from the elections for other Board positions.
- (f) Board liaison member appointed by the Islamic Society of Greenville shall hold office for one (1) year. Any vacant positions shall be replaced by nomination from the Islamic Society of Greenville. The nominee shall assume office pending approval by the As-Sabeel Academy Board.
- (g) Board members may be re-elected to serve an unlimited number of consecutive terms.

Section 6.07 Election of the President of the Board

- (a) Election of the Board President shall be held at each annual meeting of the Board in which the President's term of office has expired.
- (b) Board members shall meet the following criteria to be eligible for holding office as the Board President
 - (i) Candidate must have served on the Board previously

- (ii) Board member appointed by the Islamic Society of Greenville as a Liaison is not eligible for candidacy
- (c) The candidate receiving a plurality of votes from the eligible voters described in Section 6.06(c) shall be elected as new Board President

Section 6.08 Vacancies

- (a) Events causing vacancy. A vacancy or vacancies in the Board shall be deemed to exist upon the occurrence of any of the following:
 - (i) The death or resignation of any Board member;
 - (ii) The declaration by resolution of the Board of a vacancy of the office of a Board member who has been declared of unsound mind by a final order of court or convicted of a felony;
 - (iii) A unanimous vote of the School Board in office to remove a Board member;
 - (iv) The failure to elect the number of Board members to be elected at a meeting at which any Board members are to be elected; or
 - (v) The absence of a Board member from three (3) consecutive meetings of the Board in one (1) year without the prior approval of the Board President.
- (b) Resignations. Except as provided in this paragraph, any Board member may resign, and the resignation shall be effective on giving written notice to the President of the Board unless the notice specifies a later time for the resignation to become effective. If the resignation of a Board member is effective at a future time, the Board may elect a successor to take office as of the date when the resignation becomes effective. No Board member may resign if the Board would then be left without a duly elected Board member in charge of its affairs.
- (c) Vacancies filled by Board Members. Vacancies in the Board may be filled by two-thirds (2/3) affirmative vote of the remaining Board then in office, though less than a quorum, or by the sole remaining Board member. Each Board member elected to fill a vacancy shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section 6.09 Duties of Board Members

- (a) Board members are expected to be dedicated to the work of the organization and its vision for the future. In addition to attending meetings, Board members lend their skills, expertise, and talents to the organization through committees and special projects.
- (b) It is expected that each Board member regularly attends Board meetings and serves on one committee. Each committee should be chaired by a member of the Board.
- (c) Board members are expected to educate themselves about the school's history, goals, current operations, fiduciary matters, policies, and concerns in order for casting an informed vote.
- (d) Each member of the Board should provide support to the growth of the organization.
- (e) It is expected that Board members would come to meetings prepared, having read the minutes of previous meetings and other pertinent materials, and would participate in the discussion of all matters before the Board.
- (f) Board members should always respect confidentiality of Board discussions.
- (g) A Board member should never seek to impose a personal agenda on the staff of the school or become involved in curricular issues.
- (h) Board members are expected to be careful against any conflict of interest, whether business related, or personal, in jeopardizing the effective functionality of the Board.
- (i) All Board members must sign a Code of Conduct.

Section 6.10 Place of Meetings

- (a) Regular meetings of the Board may be held at any place within Greenville County that has been designated from time to time by resolution of the Board. In the absence of such designation, regular meetings and special meetings shall be held at the School premises. Notwithstanding the above provisions of this Section, a regular or special meeting of the Board may be held at any place consented to in writing by all Board members. If consents are given, they shall be filed with the minutes of the meeting.

Section 6.11 Annual Meeting

- (a) Annual meetings of the Board shall be held in the month of July for goal assessment of the previous school year as well as planning for the coming year. A notice of this

meeting shall be required at least a month in advance. The term of new board members shall begin at the next board meeting after the yearly annual meeting. The yearly schedule shall be approved and distributed to the Board members.

Section 6.12 Other Regular Meetings

- (a) Other regular Board meetings shall be held once a month. The Board Secretary shall notify all Board members of the date, time, and place of such meetings.

Section 6.13 Special Meetings

- (a) Authority to call. Special Board meetings may be called at any time for any purpose by the Board President or by any three (3) Board members.
- (b) Notice
 - (i) Manner of giving. Notice of the time and place of special meetings shall be given to each Board member by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the Board member or to a person at the Board member's home or office who would reasonably be expected to communicate such notice promptly to the Board member; or (d) by email. All such notices shall be given or sent to the Board member's address, email address, or telephone number as shown on the records of the School.
 - (ii) Time requirements. Notices sent by first-class mail shall be deposited into a United States mail box at least four (4) days before the meeting time. Notices given by personal delivery, telephone, or email shall be delivered, telephoned, or sent at least 48 hours before the next meeting.
 - (iii) Notice contents. The notice shall state the purpose, time, and place for the meeting.

Section 6.14 Quorum

- (a) A majority of the authorized number of Board members shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.12 below. Every act or decision done or made by a majority of the Board present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Board members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 6.15 Adjournment

- (a) A majority of the Board present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 6.16 Notice of Adjournment

- (a) Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Board members who were not present at the time of the adjournment.

Section 6.17 Action without Meeting

- (a) Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 6.18 Salaries

- (a) Directors as such shall not receive any salaries for their services as Directors but nothing herein contained shall be construed to preclude any Director from serving the School in any other capacity and receiving compensation therefrom.

Article VII. Committees

The Board may, by resolution adopted by a majority of the Board then in office, designate one or more committees.

The following represent standing Board committees:

Section 7.01 School Operations Committee

- (a) This committee consists of the Headmaster and any other School Administrators.
- (b) A committee member remains on the committee until he/she resigns or is asked to leave by a majority vote of the School Board due to poor performance.
- (c) This committee is responsible for the day-to-day activities of the school including:
 - (i) Determining, implementing, and enforcing school policies as outlined in the Faculty and Parent Handbooks and/or adopted at regular board and committee meetings.
 - (ii) Establishing and overseeing the curriculum of the School.
 - (iii) Evaluating teachers and making recommendations for the hiring or firing of teachers or staff.
- (d) Responsibilities of the Headmaster
 - (i) The Headmaster is the chairperson of the committee. The Headmaster is in charge of the actual day to day school operations including the overseeing of teachers, the implementation of school policies, sending out school notices, providing report cards, and ordering books after consultation with teachers. The Headmaster will also resolve any problems that occur with parents, teachers, and students.
 - (ii) The Headmaster will provide the Treasurer with an annual estimate of operating costs as relates to educational needs for budgeting purposes. Any operating expenditure excluding salaries should be subject to fund availability.
 - (iii) The Headmaster is also responsible for informing the Board of the issues as related to academic or operational matters.
- (e) Events causing the replacement of the Headmaster: Replacement of the Headmaster shall be deemed necessary upon the occurrence of any of the following:
 - (i) the death or resignation of the Headmaster;
 - (ii) the declaration by resolution of the Board concerning the Headmaster who has been declared of unsound mind by a final order of court or convicted of a felony;

- (iii) a unanimous vote of the Board to remove the Headmaster based on poor performance, unusually high staff turnover, and a substantial drop in student enrollment due to the performance of the school.
- (f) Procedure for the replacement of the Headmaster: Upon the need to replace the Headmaster, the following procedures shall be implemented:
 - (i) The Board shall issue a resolution appointing the acting Headmaster. The acting Headmaster shall be appointed for 60 days, extendable for an additional 30 days;
 - (ii) The Board shall appoint a Search Committee consisting of two current Board members and the entire School Executive Committee. The purpose of the Search Committee is to find candidates for Headmaster, evaluate their qualifications, and make a final recommendation to the Board by a majority vote of the Committee;
 - (iii) The Board shall accept or reject the Search Committee's final recommendation by a 2/3 vote;
 - (iv) If the Board rejects the Search Committee's recommendation, then the Search Committee must find a new candidate to recommend to the Board; and
 - (v) The process of hiring the new Headmaster shall be completed within 90 days of the appointment of the acting Headmaster.

Section 7.02 Finance Committee

- (a) The Finance Committee is chaired by the School Board Treasurer
- (b) This committee oversees the maintenance of the School's financial stability.
- (c) This committee is also responsible for planning fundraising activities for the benefit of the School. It also establishes and executes a plan for long-range goals for financial support of the School.

Section 7.03 Strategic Planning Committee

- (a) This committee establishes the long range goals for the school, including planning and implementing facility expansion

Section 7.04 Human Relations Committee

- (a) This committee is responsible for the handling of the school's human resource affairs, including:

- (i) hiring, retaining, and firing school employees and contractors
 - (ii) setting employee compensation, and enforcing the Board's Conflict of Interest Policy
 - (iii) seeking out and enlisting school volunteers
 - (iv) resolving disputes involving parents and/or faculty through mediation and reconciliation
 - (v) outreach to the community at large
- (b) The Human Relations Committee may not be chaired by an employee of the school or the spouse of a school employee

Article VIII. Budget

- (a) The Board' Finance Committee shall have a special meeting in January of each year to propose an operating budget for the upcoming school year including the determination of the tuition fee. The itemized budget shall contain a schedule of expected income, fees, and expenses for the ensuing fiscal year. The Budget must be approved by the School Board no later than the start of April.
- (b) The following guidelines shall be observed in preparing the School budget:
 - (i) Tuition increases shall be in increments not to exceed 15 % and be in relation to operating expense.
 - (ii) Essential program elements must be covered in the budget.
- (c) The fiscal year for the School shall commence on September 1st and end on August 31st of each calendar year.

Article IX. Officers

Section 9.01 Officers: The officers of this Board shall be a President, Vice-President, Secretary, and Treasurer. This Board may also have, at its discretion, legal counsel and such other officers as may be appointed in accordance with these By-laws.

Section 9.02 Election of Officers: Officers are elected at the annual Board meeting in accordance with Sections 6.06 and 6.07 at the expiration of their terms. Any officer vacancies created more than one month before the elections may be filled by an appointee of the Board President from among existing Board members.

Section 9.03 Subordinate Officers: The Board may appoint, and may authorize the President and Vice-President or another officer to appoint any other officers that the business of this Board may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in the By-laws or determined from time to time by the Board.

Section 9.04 Removal of Officers: Any Officer may be removed for good cause from office by a unanimous vote of the School Board members at any regular meeting or special meeting. Notice of the proposed removal of the Officer must be given to such Officer prior to the date of the meeting at which such removal is to be voted upon. Such notice to the Officer must state the cause of the proposed removal for good cause.

Section 9.05 Resignation of Officers: Any officer may resign at any time by giving written notice to this Board. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 9.06 Vacancies in Offices: A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these By-laws for regular appointments to that office.

Section 9.07 Responsibilities of Officers

- (a) President: The President of the Board shall preside at Board meetings and exercise and perform such other powers and duties from time to time assigned to the President by the Board or prescribed by these By-laws. In addition, the President shall appoint committee chairpersons and coordinate the work of the officers as well as the committees.
- (b) Vice-President. The Vice-President shall preside, in the absence of the President or if there be none, at all meetings of the Board. The Vice-President shall have such other powers and duties as may be prescribed by the Board or by these By-laws.
- (c) Secretary. The Secretary shall attend to the following:
 - (i) The Secretary shall take accurate minutes at all meetings and distribute these minutes to the Board members for approval at the next meeting.
 - (ii) Book of Minutes. The Secretary shall keep or cause to be kept, at the Headmaster office or such other place as the Board may direct, a book of approved minutes of all meetings and actions of Board members and committees, with the time and place of the holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.
 - (iii) The Secretary shall keep the names, addresses, and telephone numbers of all Board members.
 - (iv) The Secretary shall have such other powers and duties as may be prescribed by the Board or by these By-laws.
 - (v) The Secretary shall give notice of meetings whenever notice is required.

(vi) The Secretary of the Board shall coordinate with the Board members and prepare the agenda of the meeting. The meeting agenda shall be supplemented with the draft minutes of the previous meeting, prior approved minutes, and supporting documents such as the monthly financial statements and common reports, etc. The agenda and its attachments shall be distributed to Board members at least one (1) week prior to the next scheduled regular meeting.

(d) Treasurer. The Treasurer shall attend to the following:

(i) Books and records of account. The accounting records shall be kept in accordance with generally accepted accounting and auditing practices set up by American Institute of Certified Public Accountants (AICPA). The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the School, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The accounting records shall be open for review by any Board member with prior written request approved by the Board.

(ii) Deposit and disbursement of money and valuables. The Treasurer shall deposit or cause to be deposited all money and other valuables in the name and to the credit of As-Sabeel Academy of Greenville with such depositories as may be designated by the Board; shall disburse or cause to be disbursed the funds of the School as may be ordered by the Board; shall render to the Board, whenever they request it, an account of all of the transactions of the Treasurer and of the financial condition of the School; and shall have such other powers and perform such other duties as may be prescribed by the Board or by these By-laws. The Treasurer is the principal authorized signature for all checks issued and expense recognized. The co-signer should be the President or Vice-President.

(iii) The Treasurer shall oversee the School's revenue and expenditure reports and shall prepare the monthly operating revenue and expense report in compliance with the monthly budget. This report has to include the year-to-date annual budget.

(iv) The Treasurer shall regularly review the financial management of the School and shall annually develop a draft-operating budget for the review of the Board for the forthcoming academic year.

- (e) All officers shall:
 - (i) perform the duties outlined in these By-Laws and those assigned from time to time; and
 - (ii) deliver to their successors all official material no later than ten days following the appointment of their successors.

Article X. Records and Reports

Section 10.01 Maintenance of Records

- (a) The Board shall keep:
 - (i) Adequate and accurate books and records of account
 - (ii) Minutes in written form of the proceedings of the Board and its committees
 - (iii) A record of its Board members, giving their names, addresses, email addresses, and telephone numbers
- (b) All such records shall be kept at the designated school office in a locked file cabinet

Section 10.02 Contracts and their Execution

- (a) The Board, except as otherwise provided in these By-laws, may authorize any officer or officers, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of As-Sabeel Academy and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the School by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Article XI. Amendments

Section 11.01 These By-Laws may be amended, repealed, or altered in whole or in part by a unanimous vote of the Board of Directors at any duly organized meeting of the Board. The proposed change shall be mailed to the last record address of each Board member at least ten days before the time of the meeting, which is to consider the change.

Article XII. Fiscal Year

Section 12.01 The fiscal year of the Corporation shall begin on September 1st and end on August 31st of each year.

Article XIII. Disposition of Assets

- (a) The assets of this Corporation shall be used for the purpose set forth in its Articles of Incorporation and for the proper legal defense of itself upon a two-thirds (2/3) vote at any Board meeting but for no other purposes.
- (b) No part of the net revenue over/under expense of As-Sabeel Academy of Greenville shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that As-Sabeel Academy shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of As-Sabeel Academy shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and As-Sabeel Academy shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf, or in opposition to, any candidate for public office.
- (c) Notwithstanding any other provision of these articles, As-Sabeel Academy shall not carry on any other activities not permitted to be carried on (i) by a corporation/organization exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (ii) by a corporation/organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)
- (d) Upon the dissolution of As-Sabeel Academy of Greenville, the net assets shall be distributed to such religious, educational, charitable, and literary organizations as have been determined tax exempt under 501(c)(3) of the Internal Revenue Code of the United States of 1954; the particular organization to which distribution is to be made hereunder is to be selected by a majority vot of the entire Board of Directors.

Article XIV. Indemnification

Section 14.01 The Corporation shall indemnify any officers or former officer, any member of the Board of Directors or former member of the Board of Directors, or any other person who may have to serve at the Board of Directors' request as a Director or officer of another corporation, against all liabilities, losses, fines, costs and expenses (including council fees and amounts reasonably paid otherwise then to the corporation in the settlement or to secure the termination of litigation) reasonably incurred by or imposed upon such person in connection with or resulting from any action, suit, or proceeding, civil or criminal, in which such person is made a party by reason of having been a Director or officer, except in relation to matters to which such person shall finally be adjudged, without right of further appeal in such action, suit or proceedings, to have been liable for willful misconduct, fraud, gross negligence, and bad faith in the performance of their duty as a Director or officer.

Section 14.02 Such indemnification shall extend to the respective heirs, executors and administrators of each person so indemnified. The foregoing right of indemnification shall not be exclusive of other rights to which such Directors or officers may be entitled as a matter of law, by the articles, regulations, agreements, insurance, vote of members or otherwise. Expenses of each person indemnified hereunder may be paid by the Corporation in advance of the final disposition of any action, suit or proceeding if authorized by the Board of Directors whether a disinterested quorum exists or not, upon receipt of a letter agreement from the person to be indemnified to repay such expenses unless it shall ultimately be determined that the person is entitled to be indemnified by the Corporation.

Certificate of Adoption

We, the undersigned, certify that we are the currently acting Board Members of As-Sabeel Academy, and the above Bylaws are the Bylaws of As-Sabeel Academy as originally adopted at a meeting of the Board held on _____.



Signature

Date



Signature

Date



Signature

Date

Affiliation and Amendments
