BYLAWS

of

Muslim Seniors of Greater Pittsburgh

March 12, 2022

ARTICLE 1. NAME

The name of this corporation shall be Muslim Seniors of Greater Pittsburgh (MSGP), sometimes hereinafter called the Corporation.

ARTICLE 2. PURPOSE

Section 1. Nonprofit Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The corporation is managed by its Board of Directors, authorizing officers to conduct its business. See Article 5.

Section 2. Specific Purpose

The general purpose of this corporation is to contribute to building a community in which people are encouraged and enabled to age productively and where elders are healthy, happy, empowered and socially integrated with dignity.

The specific objectives and purpose of this corporation shall be:

a) Service the needs of our growing and diverse Muslim seniors in Greater Pittsburgh, and support their caregivers through community engagement, networking, and social interaction.

b) Provide social, intellectual, spiritual, educational, and physical programs centered around Islamic values of honor, respect, commitment, and compassion for the elderly.

c) Deliver the needed services for the elderly on a regular, consistent, and predictable schedule, in a facility that is suitable for them.

d) Establishing a dedicated facility or building to serve as a permanent place for, and owned by, the seniors.

e) Establish partnerships with local businesses, interfaith and health-care organizations to better serve the seniors.

f) Enable older adults to remain healthy, active and constantly empowering them to lead happy and productive aging.

ARTICLE 3. MEMBERSHIP

The membership of the corporation shall consist of the members of the Board of Directors.

ARTICLE 4. MEETINGS

Section 1. Regular/General Meetings

Regular meetings of the member volunteers shall be held bi-weekly, at a time and place designated by the President.

Section 2. Board of Directors Meetings

Meeting of Board of Directors will be held regularly, and may be called by any member officer to present and review various issues.

Section 3. Annual Meetings

An annual meeting of the volunteers shall take place in the month of March, at which new officers' term will begin. The specific date, time and location of the meeting will be designated by the President. At the annual meeting, member volunteers shall elect officers, receive reports on the activities of the corporation, and determine the direction of the corporation for the coming year.

Section 4. Special Meetings

Special meetings may be called by the president, the Board of Directors, or a simple majority of the member volunteers.

Section 5. Notice of Meetings

Notice of each meeting shall be announced by email and WhatsApp messages, not less than three days prior to the meeting.

Section 6. Quorum

A quorum for a meeting of member volunteers shall consist of the majority of the active member volunteers.

Section 7. Voting

All issues to be voted on shall be decided by a simple majority of those present at the member volunteer meetings in which the vote takes place. The President shall cast the deciding vote in case of a tie.

ARTICLE 5. BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have full authority over the administration, management, and operation of the Corporation and may authorize one or more officers to act on behalf of the Corporation in carrying out such duties, including executing documents and conducting banking and other financial transactions, entering into contracts, and conducting other business of the Corporation, as approved by the Board.

The officers of this Board shall be the President, Vice-President, Treasurer, and Secretary.

Section 2. President

The strategic executer of programs and fundraising efforts to carry out the mission of the corporation. The President shall have the following duties: He/she shall supervise the business of the Corporation; He/she shall act as the spokesperson for the corporation; He/she shall preside at all meetings of the corporation; and shall execute documents on behalf of the Corporation. The President shall be an ex-officio member of every Corporation committee. In contentious issues, the President will exercise his/her best judgment after consulting members of the wider community and making Shura (consultation) in matters of his/her own judgment.

Section 3. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President duties are: He/she shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board of Directors.

Section 4. Treasurer

The Treasurer shall have the following duties: He/she shall assure that accurate accounts of the receipts and disbursements of expenses are maintained; shall coordinate and preside over fund raising efforts; shall prepare financial reports and perform such other duties as may be prescribed by the Board of Directors or by the President.

Section 5. Secretary

The Secretary is authorized to act on behalf of the organization. The secretary is the record keeper of the organization, shall attend all meetings of the Board of Directors and member volunteers' meetings; ensure that minutes are maintained for all meetings; assure that appropriate notice is given for all meetings of the Board; authorized to manage technology, administrative and related services; and shall perform such other duties as may be prescribed by the Board of Directors or by the President.

Section 6. Interrelationships in the Board of Directors

6.1 Each officer will run the affairs of his office at the direction of or with the approval of the President.

6.2 Each officer may organize a committee which has the authority to recruit members from the wider community.

6.3 Reports of various activities of committees shall be presented to the Board of Directors.

6.4 The President shall have the power to appoint and remove members and chairs of all committees.

Section 7. Election/Nomination of Officers

Officers shall be nominated by the majority of those present at the member volunteer meeting in which the vote takes place. A suitable person is to be elected for each office with qualifications which would match the job requirements.

Section 8. Terms

Officers of the Board shall be eligible to succeed themselves in their respective offices for two (2) terms only.

Section 9. Compensation

Officers of the Corporation shall serve without compensation.

ARTICLE 6. CONFLICT OF INTEREST

If a Board officer has a conflict of interest or appears to have a conflict of interest relative to the issue being discussed, the member should excuse oneself from that part of the meeting. The quorum shall be 2/3 of remaining members; i.e., the total number of the Board members minus the number of excused members.

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Corporation) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

2.1 Interested Person. Any director, officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family: an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

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

3.2 Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

ARTICLE 7. INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Pennsylvania, the corporation shall indemnify any officer, or former officer of the corporation, or any person who may have served at the corporation's request as an officer against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such an officer, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The corporation shall purchase and maintain a general liability insurance to protect against lawsuits that arise from accidents involving the officers, member volunteers, or program participants. The liability insurance payable to the officers of the corporation, or to the corporation itself as indemnification (reimbursement) for losses or advancement of defense costs in the event an insured suffers such a loss because of a legal action brought for alleged wrongful acts in their capacity as officers, as defense costs arising out of criminal and regulatory investigations/trials.

ARTICLE 8. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each officer at least three days in advance of such a meeting if delivered by e-mail or via WhatsApp. Amendments shall require the affirmative vote of all officers then in the meeting and or the affirmative vote of an absolute majority of volunteers then in the meeting.

Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be affected thereby shall be given to each officer within the time and the manner provided for the giving of notice of meetings of officers.

ARTICLE 9. GENERAL PROVISIONS

Fiscal Year The fiscal year of the corporation shall be the period of twelve (12) months ending on March 31st in each year unless a different period shall be fixed by the Board of Directors.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial officers or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the six preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors

on this 12th day of March, 2022.

Sarah Martin

Sarah Martin, President — Muslim Seniors of Greater Pittsburgh (MSGP)

Ahmed AbdelWahab

ATTEST: Ahmed AbdelWahab, Vice-President — Muslim Seniors of Greater Pittsburgh (MSGP)

Khlood Salman

ATTEST: Khlood Salman, Treasurer — Muslim Seniors of Greater Pittsburgh (MSGP)

Fatma El-Hamidi

ATTEST: Fatma El-Hamidi, Secretary — Muslim Seniors of Greater Pittsburgh (MSGP)