

BY-LAWS OF THE MUKHMAS CHARITY FUND
A NEW JERSEY NON-PROFIT CORPORATION

ARTICLE 1-ORGANIZATION

- 1.1 The name of the organization shall be the MUKHMAS CHARITY FUND, INC., a New Jersey Non-Profit Corporation. (hereinafter referred to as “MCF”).

ARTICLE 2-MISSION STATEMENT

- 2.1 MCF is dedicated to the future stability and progress of the village of Mukhmas, in the West Bank, Ramallah.
- 2.2 To promote good relations among person’s of Mukhmasi descent living or residing in the United States of America
- 2.3 MCF’s mission is to raise funds for the improvement of education all persons of Mukhmasi descent, improve the infrastructure of Mukhmas including but not limited to the roads, streets, schools, playgrounds and cemeteries; and provide necessary assistance to underprivileged families. Additionally, MCF will look to improve the health care services provided to the residents and visitors of the town of Mukhmas.

ARTICLE 3- OFFICES

- 3.1 The Principal Office of the corporation is located in 972 Main Street, Suite 2, Paterson, New Jersey, 07503;
- 3.2 The designation of the state of the corporation’s principal office may be changed by amendment of these Bylaws. The **Board of Directors** (defined below) may change the principal office from one location to another within the named State by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws;
- 3.3 The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 4- CORPORATE MEMBERS

4.1 The Corporation shall have members other than the individuals who serve on the Board of Directors.

DIRECTORS

4.2 Powers: The activities, affairs and property of the Corporation shall be managed, directed and controlled, and its powers exercised by and vested in the Board of Directors.

4.3 Number of Directors: The Board of Directors shall consist of no less than three nor more than eleven. The number of Directors shall be fixed from time to time by the Board of Directors. New Directors shall be appointed by the Board of Directors as vacancies may occur within the term of the existing Director.

4.4 Qualifications: Directors shall be of the age of majority in New Jersey and have family lineage that traces back to the village of Mukhmas.

4.5 Powers: Subject to the provisions of the laws of the State of New Jersey and any limitations in the Certificate of Incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

4.6 Duties: It shall be the duty of the Director's to:

- a. Perform any and all duties imposed on them collectively or individually by the law, by the Certificate of Incorporation, or by these Bylaws;
- b. Meet at such times and places as required by these Bylaws; and
- c. Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.
- d. For the sake of clarity, and in furtherance of the purposes of the corporation, the Board shall have the power to make grants to individuals for, and to any domestic or foreign organization organized and operated exclusively for, charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986. The Board shall review all requests for funds from other organizations and individuals and shall require that such requests specify the proposed use of such funds. If the Board approves a request, it shall authorize the payment of such funds to the approved grantee. The Board shall require that each grantee furnish to the corporation a periodic accounting to show that the funds were expended for the purposes approved by the Board. Such accounting shall take such form as the Board may from time to time specify. The corporation shall require the reimbursement of any funds improperly expended. The making of grants and contributions and otherwise rendering financial assistance for the purposes permitted by the Certificate of Incorporation of the corporation shall be within the exclusive power and discretion of the Board.

- 4.7 Term of Office: The initial Board of Director's (the First Board of Directors) shall hold office for a period of one year. Any subsequent term for the Board of Director's shall hold office for a period of one year.
- 4.8 Recommendation: Director's will be chosen by a voting process pursuant to Article 9 below unless a consensus is agreed upon by the majority of members of the organization.
- 4.9 Compensation: Director's shall serve without compensation.
- 4.10 Variances: Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased. Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the President specifies a dated time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of New Jersey. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of New Jersey.

Unless otherwise prohibited by the Certificate of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

- 4.11 Non-liability of Directors: The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.
- 4.12 Indemnification by corporation of Directors and Officers: The corporation to the fullest extent permissible under the laws of New Jersey shall indemnify the Directors and Officers of the corporation.

ARTICLE 5-NON-PROFIT PURPOSES

- 5.1 Internal Revenue Code Section 501(c) (3) purposes: This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code, 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.
- 5.2 Specific purposes and objectives: In addition to and in furtherance of the company's

mission statement (Article 2), the specific objectives and purposes of this corporation shall be:

- 5.2.1 To promote an understanding of Mukhmas history, culture, and values among American's of Mukhmasi descent through cultural, recreational and social activities;
- 5.2.2 To support educational activities through the funding of scholarships to eligible students of Mukhmas;
- 5.2.3 To improve the general conditions of people in Mukhmas through, among other means, the development and support of projects that will improve roads, maintain schools and support the village's clinic.

ARTICLE 6-MEETINGS

- 6.1 Place of meetings: Meetings of members shall be held at such place or places as may be designated from time to time by resolution of the Board of Directors.
- 6.2 Regular meetings: The annual membership meeting of this organization shall be held on the 1st day of March each and every year except if such day is a religious holiday, then and in the event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws. The regular meetings shall be held for the purpose of electing Directors, raising funds and transacting other business as may come before the meeting.
- 6.3 Special meetings of members: Special meetings of the members shall be called by the Board of Directors or the President of the corporation, or, if different, by the persons specifically authorized under the laws of New Jersey to call special meetings of the members.
- 6.4 Notice of meetings: The Secretary shall cause to be mailed to every member in good standing at his address as it appears in the membership roll book in this organization, by electronic mail or by telephone a notice telling the time and place of such annual meeting. Such notice shall be delivered not less than ten (10) and not more than fifty (50) days before the date of the meeting.
- 6.5 Quorum for meetings: The presence of not less than fifty (50%) percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than 2 weeks from the date scheduled by these By-Laws and the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

6.6 Majority action as Board action: Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Certificate of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

6.7 Conduct of meetings: Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

ARTICLE 7-OFFICERS

7.1 Designation of Officers: The initial officers of the organization shall be as follows: President, Vice President, Treasurer, and Secretary. The corporation may also have a Chair person of the Board, one or more Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors. No person shall hold two or more offices within the corporation.

7.2 Qualifications: The officers shall be members of the Board of Directors.

7.3 Election and Term of Office: Officers shall be elected by the Board of Directors. The election shall take place immediately following the Annual Convention of the members. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

7.4 Removal and resignation: Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at anytime by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

7.5 Vacancies: Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

- 7.6 Duties of the President: The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the Certificate of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors. He shall appoint all committees, temporary or permanent. He shall see all books, reports and certificates required by law are properly kept or filed.
- 7.7 Duties of the Vice President: In the event of the absence or inability of the President to exercise his office, the Vice President shall perform all of the duties of the President, and when so acting shall have all the powers of, and be subject to the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Certificate of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.
- 7.8 Duties of the Secretary: The Secretary shall certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date. Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the Directors, and if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation. Keep at the principal office of the corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased. Exhibit at all reasonable times to any Director of the corporation, or are his or her agent of request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the corporation. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.
- 7.9 Duties of the Treasurer: The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors; Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever; Disburse, or cause to be disbursed, the funds of

the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements; Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses; Exhibit at all reasonable times the books of account and financial records to any Director of the corporation or to his or her agent or attorney, on request therefore; Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation; Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports; In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 8-COMMITTEES

- 8.1 Advisory Committee: The Board of Directors may, by a majority vote of its members, designate an Advisory Committee consisting of five (5) members. At least one member of the Advisory Committee shall be a Director. Such committee shall exercise such powers and perform such duties as may be delegated to it by the Board of Directors, to the extent permitted, and except as may otherwise be provided, by provisions of law. By a majority vote of its members, the board may at any time revoke or modify any or all of the Advisory Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Advisory Committee, and fill vacancies on the Advisory Committee. The Advisory Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.
- 8.2 Other Committees: The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.
- 8.3 Meetings and action of committees: Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 9-VOTING

- 9.1 At all meetings of the Board of Directors, except as otherwise expressly required by the By-laws, all matters shall be decided by the vote of majority of Directors present at the meeting or voting by proxy.
- 9.2 Directors will be chosen at the Annual Meeting to be chosen by members through a general consensus of the members or voting.

ARTICLE 10-CORPORATE RECORDS, REPORTS AND SEAL

10.1 Maintenance of corporate records

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of Directors, committees of the board and all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Certificate of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

10.2 Corporate seal

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal, office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

10.3 Directors' inspection rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Certificate of Incorporation, other provisions of these Bylaws, and provisions of law.

10.4 Members' inspection rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such persons' interest as a member:

10.4.1 To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.

10.4.2 To obtain from the Secretary of the corporation, upon written demand on, and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled.

10.4.3 To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such persons s interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Certificate of Incorporation, other provisions of these Bylaws, and provisions of law.

10.5 Right to copy and make extracts

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

10.6 Periodic report

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 11

INTERNAL REVENUE CODE 501(c) (3) TAX EXEMPTION PROVISIONS

11.1 Limitations on activities

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate

or public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

11.2 Prohibition against private inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

11.3 Distribution of assets

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 513(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of New Jersey.

11.4 Private Fund requirements and restrictions

For those periods (if any) during which the corporation is a private Fund within the meaning of Section 509 of the Internal Revenue Code:

11.4.1 Annual Distribution of Income. The corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

11.4.2 Self—Dealing. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

11.4.3 Excess Business Holdings. The corporation will not retain any excess business holdings as defined in Section 4943 (C) of the Internal Revenue Code.

11.4.4 Taxable Investments. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code.

ARTICLE 12-AMENDMENT OF BYLAWS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than majority (51%) percent of the Board of Directors.

ARTICLE 13-DUES

The dues of this organization shall be \$100.00 per annum and shall be payable at the annual meeting. Dues for minors and students shall be reduced to \$50.00 per annum.

ARTICLE 14 **CONSTRUCTION AND TERMS**

If there is any conflict between the provisions of these Bylaws and the Certificate of Incorporation of this corporation, the provisions of the Certificate of Incorporation shall govern. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Certificate of Incorporation shall be to the Certificate of Incorporation filed in the office of the Secretary of State of the State of New Jersey and used to establish the legal existence of this corporation. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Approved this _____ day of _____, 20____, by the Board of Directors of
the MUKHMAS CHARITY FUND, INC.

Maimoon N. Mustafa, President

Basil Abdeljaber, Treasurer

Marwan Khalil, Vice President