

**Tawheed Center of Novi Association
BYLAWS**

ARTICLE I PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1.01 **Name and Principal Offices:** The name of the corporation shall be the Tawheed Center Of Novi Association (hereinafter referred to as "TCNA " 24101, Novi Rd, Novi, MI 48375), a non-profit religious corporation incorporated under the laws of the State of Michigan, and its principal Officers shall be in the State of Michigan.

Section 1.02 **Other Offices:** TCNA may have such other Officer or Officers, at such suitable place or places within the State of Michigan as may be designated from time to time by the Board of Trustees of TCNA.

Section 1.03 **Registered Agent:** TCNA shall have and continuously maintain a registered office in the State of Michigan (which may be identical with the principal Officers) and the Board of Trustees of TCNA shall appoint and continuously maintain in service a registered agent in the State of Michigan, who shall be an individual resident of the State of Michigan or a corporation registered in Michigan, whether for profit or not for profit.

ARTICLE II PURPOSES

Section 2.01 **Purposes of Formation:** TCNA was formed on the basic foundation of the Islamic faith that there is no god but Allah (SWT) and that Muhammad (PBUH) is the last messenger (Seal of the Prophet Hood) of Allah (SWT). Its practices will be based on the teachings of the Qur'an and Sunnah. Furthermore, the following are the purposes of formation of TCNA:

1. Establish a Masjid/Islamic Center in Novi or in the immediate vicinity area.
2. To arrange and hold regular congregational prayers.
3. To nurture a comfortable and spiritually uplifting environment where Muslims from all ethnic and socio-economic backgrounds can practice Islam.
4. Conduct religious, educational, social and other activities in accordance with Sunni School of Thought.
5. To promote positive and meaningful relationships among Muslim communities and other communities of faith and society at large.
6. To undertake and engage in any and all other religious, charitable, educational and Cultural activities in furtherance of the foregoing.

Section 2.02 Limitations: The foregoing enumeration of the purposes of TCNA is made in furtherance, and not in limitation, of the powers conferred upon TCNA by law and is not intended, by the mention of any particular purpose, in any manner to limit or restrict any of the powers of TCNA, other than as provided below. TCNA is formed upon the articles, conditions and provisions relative to nonprofit corporations, which are contained in the general laws of the State of Michigan. TCNA is intended to be a “Masjid (Mosque)” under the guidelines of the Internal Revenue Service (“IRS”) and shall be operated exclusively for religious, educational and charitable purposes within the meaning of Sections 170(c)(2)(B), 501(c)(3), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code. No part of the net earnings or assets of TCNA shall inure to the benefit of, or be distributable to the Trustees, Directors, Officers, other private individuals, or organizations organized and operating for profit (except that TCNA shall be authorized and empowered to pay reasonable compensation for or make payments and distributions in furtherance of the purposes as hereinabove stated).

Section 2.03 Influence: No substantial part of the activities of TCNA shall be the carrying on of propaganda or otherwise attempting to influence legislation, and TCNA shall be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code. TCNA 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 for public office.

Section 2.04 Activities: Notwithstanding any other provisions herein, TCNA shall not carry on any activities that the following types of organizations are not permitted to carry on: (a) organizations exempt from federal income tax under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c) of such Code, and/or (b) organizations, contributions to which are deductible under Sections 170(c)(2), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code.

ARTICLE III GENERAL STRUCTURE

Section 3.01: Structure: The general structure of TCNA shall reflect the following.

1. The Officers of this Center, hereafter called Officers, will consist minimum of thirteen person to maximum of fifteen persons. Minimum of seven to maximum of nine of these persons will be collectively referred to as Board of Trustees.
2. The remaining six will collectively be referred as the Board of Directors and will be elected as provided in the Constitution. They will run the Center on a day to day basis.
3. The Officers will receive no compensation for their services and will derive no monetary benefits from the income of the Center. Officers will be reimbursed for out of pocket expenses incurred for conducting the business of the Center.
4. The Board of Trustees will have the final say in all matters of the Center.
5. The Board of Trustees can approve and accept the resignation of a member of the Board of Trustees through a two third majority vote.
6. All Officers must be practicing Muslims from among Ahl-us-Sunnah Wal Jama'ah.

7. The Board of Directors will hire or let go an Imam only with the approval of the Board of Trustees.
8. Two new members of the Board of Directors will be elected every year in place of two previous Board of Directors dropped by term limits or resignations.
9. The President of the Board of Directors does not have a vote except in case of a tie.
10. A member can be elected to the Board of Directors for a maximum of two terms consecutively. Each term for the Board of Directors is of three years. An individual can become eligible to run again for Board of Directors after a one year hiatus.
11. In case of a dispute, as far as the interpretation of this constitution, the Board of Trustees will clarify any issues and their word will be final.
12. The Board of Directors can withdraw maximum of five thousand dollars for valid expenses. If the amount is between five thousand and ten thousand dollars then the Board of Directors need to get the approval form the Board of Trustees Any amount above ten thousand dollar shall be handled by the Board of Trustees.
13. BOT/BOD shall be members of TCNA in good standing, for at least 24 consecutive months prior to the election and should be served at least one of the committees of TCNA.

ARTICLE IV BOARD OF TRUSTEES

Section 4.01 **Structure:** The Board of Trustees will consist maximum of nine members to minimum of seven members. They will serve for five years from the official start of the TCNA. After the expiration of these five years, two members will leave the board by a formula agreed upon by the Board of Trustees with a two third majority decision. A new Board of Trustees will be selected by a two third majority decision of the existing Board of Trustees. A new Board of Trustees will serve for a term of five years. A member can be elected to the BOT for a maximum of 2 terms consecutively (partial or complete). A member can become eligible to run again for BOT after a 1 year hiatus.

Section 4.02 **Powers:** The duties and power of the Board of Trustees of TCNA shall be the following:

1. Act as guardians of the TCNA and all properties owned by the Center.
2. Be responsible for the long term strategy and interests of the Center.
3. Raise funds for the Center with Board of Directors.
4. TCNA will have 2 accounts and BOT will authorize two members of the Board of Directors, in writing, for the withdrawal of funds from the Center's one account up to 5000 dollars
5. Confirm the appointments, sign the contracts, and approve the salaries of the employees of the Center.
6. Elect a Chairman, a Secretary and a Treasurer from among the members of the Board.
7. Ensure that the Chairman call and conduct meetings, the Secretary keeps the record of the proceedings, the Treasurer maintains the financial accounts and is authorized to withdrawal of funds from the center's account.

8. Approve or disapprove any financial transactions relating to TCNA's real estate and other assets. No sale, assignment, transfer, or any other action involving the disposition of TCNA's real estate shall be authorized without the written consent of two-thirds of the entire Board of Trustees.
9. Determine the policies of TCNA, execute its purposes, and appoint and remunerate agents and employees.
10. Keep the Center registered in the state of Michigan. The Board of Trustees shall make sure that the title to TCNA's real estate and other assets are kept in TCNA's name.
11. Approve financial transactions and disbursement of TCNA funds, including borrowing, lending and investing according to Islamic Criteria for and in behalf of TCNA.
12. Provide guidance for the execution and development of long-range plans for TCNA.
13. All financial accounts will be opened and closed by BOT.
14. Quorum for BOT is 6 of 9 BOTs. Any action items/decisions will pass with 5 yes votes of BOT in an official BOT meeting.
15. BOT will have the final say in all matters of the Center. In case of dispute, as far as the interpretation of this constitution, the BOT will clarify any issues and their word will be final.
16. In case of ambiguity regarding the interpretation of any sections of the constitution/bylaws or possible conflict between two sections, the interpretation of the BOT to clarify such ambiguities or to resolve the conflict shall be final.

ARTICLE V BOARD OF DIRECTORS

Section 5.01 Structure: Initially the BOT appoint six Board of Directors (BOD). The BOD term is for three years. At the end of three years two BOD will leave the board by a formula agreed upon by the BOD. Two BOD shall be elected by the general body membership of the community every year thereafter. The tenure of each new member of the BOD shall be staggered so that not more than two new members shall be elected in a year. A member can be elected to the BOD for a maximum of 2 terms consecutively (partial or complete). A member can become eligible to run again for BOD after a one year hiatus. Any clarification on staggering can be clarified with BOT.

The term of the Board of Directors shall be three years ending on 31st December. The Elections will be held by ballot (mail or electronic) in November/December. In the event of a tie, a random drawing ("Qurrah") will be made to elect the new Board member. The Board of Directors shall choose an election committee in their June Monthly meeting.

Section 5.02 General Authority: The Board of Directors shall have general authority to supervise, manage, and control TCNA in order to further the purposes of TCNA as set forth in Article II. The business and affairs of the TCNA shall be managed by the Board of Directors except as otherwise provided for in the Articles.

Section 5.03 Powers: The duties and powers of the Board of Directors shall be the following:

1. To review, amend, or approve the annual budget proposed by the TCNA Finance Committee.
2. To adopt rules and regulations for the conduct of its affairs, and to delegate the responsibility and as shall be deemed advisable, insofar as such delegation of responsibility is not inconsistent with the Articles of Incorporation of TCNA or these Bylaws (in their present form or as they may be amended) or to any applicable law.
3. To adopt rules and regulations for the Islamic center in accordance the Qur'an and Sunnah.
4. To establish committees as needed to further the purposes of the TCNA in accordance with the procedures outlined in Section 5.04.

Section 5.04 Establishment of Committees by the Board: The Board of Directors may designate one or more committees, each committee to consist of one or more of the Directors/Trustees of the TCNA. The Board of Directors may designate one or more directors as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members thereof present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of such an absent or disqualified member. A committee, and each member thereof, shall serve in coordination with the Board of Directors. A non-board member can also lead a committee or can be a part of any committee.

Section 5.06 Qualifications: To be eligible for election as a Director, a person must possess the following qualifications:

1. Be a Muslim whose belief is based on Quran and Sunnah according to the methodology of the people of Sunnah, i.e., the four main Mathhab: Hanafi, Maliki, Shaffi'i, Hanbali and other Muslims who base their understanding exclusively on Quran and Sunnah of the Prophet Muhammad (SAW) and the Sunnah of the four rightly guided Caliphs, i.e., Abu-Bakr, Omar, Othman and Ali (may Allah (SWT) be pleased with all of them). This person should be adherent to the Sunni school of thought with good Islamic conduct; and have committed to the furtherance of the purposes of TCNA as outlined in Article II.
2. Have integrity and good character.
3. Be at least 18 years of age.
4. Have substantially contributed to the affairs of TCNA prior to standing in election.
5. Be a citizen or permanent resident of the United States of America.

Section 5.07 Vacancies: Any vacancy occurring amongst the positions of the Board of Directors may be filled by individuals qualified under Section 5.06 of these Bylaws, with an affirmative vote of two-thirds majority of the Board of Trustees. The vacancy must be filled, if possible, within sixty days after it becomes vacant, through a Regular or Special Meeting of the Board of Trustees. A Director elected to fill a vacancy will serve the

unexpired term of his/her predecessor in office or until his/her successor is elected and shall have met the qualifications outlined in Section 5.06.

Section 5.08 Removal of Director: Any Director may be removed from office by an affirmative two-thirds majority vote of the Board of Directors, for reasons such as:

1. Violation of these Bylaws.
2. Failing to attend 50% or more of all Board of Directors meetings (Regular and Special) in a calendar year without justifiable reason for which the Board is timely informed. Or,
3. Performing acts that are in clear violation of Islamic ethics or harmful to the objectives of TCNA.

Such removal may occur only if the Director involved is first provided with adequate notice of the charges against the member in the form of a statement of such charges by the Board of Directors. The Director involved shall have the right to respond to these charges. Each member of the Board shall review any response independently. The Board then shall act on the basis of advancing the best interests of TCNA.

Section 5.09 Resignations: A Director may resign at any time by giving written notice to the President of the Board of Directors, or in his/her absence, to any member of the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board of Directors. The successor to a resigning Director shall be selected in accordance with Section 5.07.

Section 5.10 Regular Meetings: A Regular Meeting of the Board of Directors shall be held at least once per month, at such time, day and place as shall be designated by the Board of Directors, for the purpose of transacting such business as may come before the meeting. The Board of Directors may, by resolution, provide for holding of additional Regular Meetings.

Section 5.11 Special Meetings: Special Meetings of the Board of Directors may be called at the direction of the President or by a one-third vote of the Directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 5.12 Notice: The Board of Directors shall operate under the following guidelines regarding notice:

1. Notice of the time, day, and place of Regular Meetings of the Board of Directors shall be given at least one month prior thereto by notice sent by mail, messenger, fax, or email to each Director. Notice for Special Meetings shall be given at least two days prior thereto by email, telephone or fax to each Director.
2. If mailed, notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If

notice is given via messenger, email or fax, such notice shall be deemed to be delivered when such materials, including email or fax, are delivered to the recipient.

3. With respect to any Special or Regular Meeting in which a Removal action pursuant to Section 5.08 is on the agenda, the purpose or purposes for which such a meeting is called shall be stated clearly in the notice thereof.
4. Directors may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.13 Quorum: A two third majority of all members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a quorum of Directors is present at a meeting, a majority of the Directors present may adjourn the meeting without further notice.

Section 5.14 Manner of Acting: The act of a majority of the members of the Board of Directors at a meeting in which there is a quorum shall be the act of the Board of the Director. Each Director shall have one vote. Meetings may be held by telephone conference to the extent permitted by law. Voting by proxy shall not be permitted. In the absence of a quorum, any action taken shall be recommendatory only, but may become valid if subsequently confirmed by a two third majority vote, in conformance with the quorum requirements, of the Board of Directors. The Board of Directors may adopt rules and regulations for the conduct of its business in accordance with these Bylaws.

Any action required or permitted to be taken at any meeting of the Board of Director, or of any committee thereof, may be taken without a meeting if the number of Directors required for approving such action consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

ARTICLE VI MEMBERSHIP

Section 6.01 Regular Member: Any Muslim aged 18 years or more, from the Sunni school of thought, who believes that there is no one who is to be worshipped except Allah and that Mohammad Bin Abdullah (may peace be upon him) is His last and final Prophet and Messenger may gain membership to TCNA. A member shall be a resident of the State of Michigan.

Section 6.02 Junior Member: Any Muslim as described above in a) except who is less than 18 years of age may gain membership to TCNA.

ARTICLE VII OFFICE BEARERS

Section 7.01 Officers: The following guidelines shall apply regarding office bearers of the Board of Directors:

1. The officers of the TCNA shall consist of a President, General Secretary, Social Secretary, Publications Secretary, Treasurer, and, if desired, one or more Vice Presidents, and such other officers as may be determined by the Board. The officers shall be elected or appointed by the Board by simple majority vote.
2. Two or more offices may be held by the same person, but the same person who holds offices shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law, the Articles, or the Bylaws to be executed, acknowledged, or verified by two or more officers.
3. An officer, as between himself and other officers and TCNA, has such authority and shall perform such duties in the management of TCNA as is provided in the Bylaws, or as may be determined by resolution of the Board of Directors not inconsistent with the Bylaws.

Section 7.02 President: The Board of Directors shall elect a President from among themselves. The President shall: preside at all meetings of the Board, perform all duties customary to that office, and supervise and control the day-to-day affairs of TCNA in accordance with the policies and directives of the Board of Directors. He shall be an ex officio member of all committees.

Section 7.03 Vice President: The Vice President of TCNA shall have powers and duties as the Board of Directors of TCNA shall determine, including serving as acting president in the absence of the President or during such time as the President of TCNA is unable to carry out the duties of that office. The Vice-President shall exercise such other powers and perform such other duties as the Board of Directors or the President may assign him/her from time to time.

Section 7.04 Secretary: The Secretary of TCNA shall have all powers and perform all duties commonly included in the office of Secretary, including the following duties and responsibilities. The Secretary shall:

1. Attend all meetings of the Board of Directors and prepare and distribute minutes of all such meetings to the Board.
2. Be the custodian of TCNA's meeting records and principal documents.
3. Ensure that all notices are given in accordance with these Bylaws.
4. Prepare the agenda at the request from the Board of Directors for the meetings of the Board.
5. Maintain a current list of the regular attendees and supporters of TCNA.
6. Assist in the preparation of quarterly reports to the Board of Directors describing the achievements, present status, future plans, proposed budget and other matters of interests.
7. Perform such other duties such as the Board of Directors, the Chairperson of TCNA, or the President of TCNA may, from time to time, prescribe.

Section 7.05 Treasurer: The Treasurer of TCNA shall have all powers and perform all duties commonly incident to and vested in the office of the Treasurer of a non-profit organization, including the following duties and responsibilities. The Treasurer shall:

1. Be responsible for developing and reviewing the fiscal policies of TCNA for the approval of the Board of Directors.
2. Keep complete and accurate accounts of receipts and disbursements of all amounts. S/he shall deposit all monies and other valuable property of TCNA in TCNA's name to the credit of TCNA in such banks or depositories as the Board of Directors may designate.
3. Maintain monthly accounts and semi-annual reports, whenever required by the Board of Directors.
4. Prepare a financial report, which shall include a balance sheet, cash flow statement, and statements of income. The Treasurer shall also be able to exhibit the books and accounts to any member of the Board of Directors upon reasonable notice.
5. Render a report of the finances of TCNA at each Regular Meeting of the Board of Directors or whenever requested by the President or the Board of Directors showing all receipts and expenditures for the current year.
6. Provide assistance for all tax return filings and governmental filings as may be required.
7. Perform other duties such as the President or the Board of Directors may from time to time designate.
8. The Assistant Treasurers, if any, in order of their seniority as determined by the Board, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties as the Board shall assign to them from time to time, or as the President may delegate to them.
9. Treasurer is authorized to withdraw funds from TCNA's account up to five thousand dollars. Any transactions between five thousand dollars to ten thousand dollars treasurer of the Board of Director needs to get the approval from the Board of Trustees. Any amount above ten thousand dollars will be handled by Board of Trustees

Section 7.06 **Social Secretary:** The Social Secretary shall be responsible for public relations, interfacing with society at large, and to arrange fundraising, social events, and religious events.

Section 7.07 **Publication Secretary:** The Publication Secretary shall be responsible for preparing circulars, bulletins, and newsletters of TCNA; presenting the same before the Board of Directors for its review; circulating TCNA's publications; and editing and publishing literature on behalf of TCNA.

Section 7.08 **Meetings:** The Board of Directors will meet on at least a monthly basis at a scheduled time, date and place, to evaluate the progress of different committees, address challenges, if any, and transact the business of TCNA. A simple majority of the members shall determine the quorum for such meetings. The President or one-third of the members of the Board of Directors may call Special Meetings.

Section 7.09 **Notice:** The schedule for meetings of the Board of Directors shall be prepared in advance and each member of the Board of Directors shall be notified at least seven (7) days before such regular meetings. Special Meetings require a minimum of two-days' notice prior to such meeting. Delivery of such notices shall be made in accordance with the notice provisions set forth in Section 5.12 of these Bylaws.

Section 7.10 **Appointments:** The Board of Directors may appoint additional individuals or form other Committees to facilitate the activities of the TCNA.

Section 7.11 **Representation:** For the purpose of representing TCNA, any other person granted such representative authority by the Board of Trustees shall be regarded as Officers of TCNA:

ARTICLE VIII STANDING COMMITTEES

Section 8.01 **Powers of Committees:** A Committee may be designated pursuant to Section 5.04 to the extent provided in the resolution of the Board of Directors. The Committees shall send action plans to the Board of Directors for approval before executing any action plans. Committees do not have power or authority to:

1. Amend the Articles;
2. Adopt an agreement with another entity;
3. Amend the Bylaws; or
4. Fill vacancies in the Board of Directors or Board of Trustees.

Section 8.02 **Standing Committees:** The TCNA shall have the following standing committees:

1. Finance Committee, which shall be responsible for the financial affairs of the TCNA, including the preparation of the annual budget.
2. Education Committee, which shall be responsible for the planning and management of all affairs related to educational activities of TCNA.
3. Planning and Construction Committee, which shall be responsible for the planning and management of TCNA development, construction projects, and other special-purpose projects.
4. Dawah Committee, which shall be responsible for dawah among Muslims as well as non-Muslims.
5. Social and Welfare Committee, which shall co-ordinate social activities of TCNA. The Committee shall arrange for the collection and distribution of Zakat, and shall also be responsible for helping the poor, the needy, and the disabled by organizing community resources, efforts, and other social events.
6. Women's Committee, which shall co-ordinate group activities of interest to Muslim women.
7. Maintenance Committee, which shall be responsible for the maintenance of TCNA premises.

Section 8.03 **Committee Directors:** Each standing committee shall be headed by a member of the Board of Directors.

ARTICLE IX AGENTS AND EMPLOYEES

Section 9.01 **Agents and Employees:** The Board of Directors may nominate agents and employees who shall have authority and perform such duties as may be prescribed by the Board of Trustees. The Board of Trustees shall approve all nominations. The agents or employees are required to abide by the policy and guidelines adopted by the Board of Trustees and shall follow the instructions of the Board of Directors for day-to-day operations. In no circumstances shall any agent or paid employees assume or exercise the power and authority vested in the Board of Directors. The Board of Trustees may remove any agent or employee at any time with or without any cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 9.02 **Compensation of Agents and Employees:** TCNA may pay compensation in reasonable amounts to the agents and employees for services rendered, in the amounts to be fixed by the Board of Directors or, if the Board of Directors delegates power to any Officer or Officers, by such Officer or Officers with the approval of BOTs

ARTICLE X TCNA FIQH COUNSEL

Any Shari'a issue or matter relating to worship on TCNA grounds is not a subject to be voted upon. It is to be referred exclusively to the four Imams from four schools of thought for a verdict. If the Imams are absent, it is to be referred for a verdict to the Islamic Society of North America (ISNA) Fiqh committee or any number of Fiqh scholars who fit the criteria mentioned in Section 5.06.

ARTICLE XI ARBITRATION

In the event that a dispute occurs not related to religious matters that cannot be resolved by reference to these Bylaws, such persons involved in the dispute shall appoint a mutually agreeable arbitrator to arbitrate the matter among the parties. In the event the parties are not able to agree on an arbitrator, each party shall designate an independent third party and such third-party individuals shall agree upon an arbitrator. Such arbitrator's determination shall be final and binding upon the parties and may be enforced by any court having jurisdiction thereof. The cost of the arbitrator shall be paid equally by the parties involved in the arbitration or by TCNA as may be determined by the Board of Directors.

ARTICLE XII DISSOLUTION

In the event of dissolution, the funds and other assets of TCNA, after defraying all outstanding debts and liabilities shall be distributed to an Islamic non-profit organization as seen fit by the Board of Trustees.

ARTICLE XIII MISCELLANEOUS

Section 13.01 **Fiscal Year:** The fiscal year of TCNA shall be the calendar year.

Section 13.02 **Checks, Notes and Contracts:** The Board of Directors shall authorize, from time to time, appropriate Directors and/or Officers to sign checks, drafts, or other orders for payment of money; acceptances, notes, or other evidences of indebtedness; and to enter into contracts or execute and deliver other documents and instruments.

Section 13.03 **Books and Records:** The books and records of TCNA shall be maintained electronically and shall include:

1. Correct and complete books and records of financial accounts,
2. Minutes of the proceedings of the meetings of the Board of Directors, and any other Committees established or appointed by TCNA, and
3. An updated record of the names and addresses of regular attendees and supporters of TCNA.

Section 13.04 **Indemnification and Insurance:** The following provisions shall apply with regards to indemnification and insurance:

1. Unless otherwise prohibited by law, TCNA shall indemnify any Director, Officer, or other agent. Any former Director, Officer, or other agent may, by resolution of the Board of Directors, indemnify such person against any and all expenses and liabilities actually and necessarily incurred by or imposed on the member in connection with any claim, action, suit, or proceeding (whether actual or threatened; civil, criminal, administrative, or investigative; and including appeals) to which s/he may be or is made a party by reason of being or having been such Director, Officer, or other agent; subject to the limitation that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to TCNA for damages arising out of the person's own gross negligence or misconduct in the performance of a duty to TCNA.
2. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or other agent. The Board of Directors shall determine whether to advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Director, Officer, or other agent; provided that such Director, Officer, or other

agent shall undertake to repay or to reimburse such expense if it should be ultimately determined that s/he is not entitled to indemnification.

3. These provisions shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof.
4. Indemnification shall not be deemed exclusive of any other rights to which such Director, Officer, or other agent may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors or otherwise, and shall not restrict the power of TCNA to make any indemnification permitted by law.
5. The Board of Trustees may authorize the purchase of insurance on behalf of any Director, Officer or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a Director, Officer, or other agent or out of acts taken in such capacity, whether or not TCNA would have the power to indemnify the person against that liability under law.

Section 13.05 Loans: No loans shall be made by TCNA to its Directors, Officers, Committee-members or other agents.

Section 13.06 Use of Terms: As used herein, words in any gender shall be deemed to include the other genders and the singular shall be deemed to include the plural, and vice versa.

Section 13.07 Severability: If any provision of these Bylaws shall be held invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of these Bylaws shall not be impaired thereby, nor shall the validity, legality or enforceability of any such defective provision be in any way affected or impaired.

Section 13.08 Amendment of Bylaws: These Bylaws may be amended, from time to time and in as many respects as may be permitted by law, by two-thirds majority vote of the entire Board of Trustees.

September 10, 2015