

BY-LAWS

Article I: Offices

A. Principal Office – The principal office of Peace Academy School (the “School”), shall be fixed and located in Tulsa, Oklahoma, as the Board of Trustees (the “Board”) shall determine.

B. Other Offices – The School may have such other offices and locations within Oklahoma as the Board may designate or as the educational requirements of the School may from time to time require.

Article II: Board of Trustees

A. General Powers – The Board shall oversee the educational and administrative operations of the School; the property, business and other general affairs of the School shall be managed by its Board of Trustees. The Trustees shall in all cases act as a Board, and they may adopt such rules and regulations for conduct of their meetings and the management of the school, as they deem proper, not inconsistent with the Charter of the School and these By-Laws. Specific responsibilities as delegated to the Board under Article II of the Charter of the School are incorporated herein by reference.

B. Number and Tenure – The number of Trustees of the School are stated in the Charter of the School. The Chairman shall be the registered agent of the School and a resident of Northeastern Oklahoma and shall serve for two (2) years terms. At the first organizational meeting of the Board comprising of at least six (6) trustees, the terms for the first Board of Trustees will, however, be as follows:

One-half Trustees to come from Muslims residing in Northeastern Oklahoma.

One-half Trustees to come from all over the United States of America and / or aboard.

At the first organizational meeting, all the Trustees will draw straws to determine their terms, in two equal groups according to Article II (A), Sections (2) and (3) of the Charter of the School in order to ensure that at least one-half of the Trustees have two (2) year terms while the rest have one (1) year terms.

At expiry of one year term of these Trustees, term for all future two groups of Trustees shall be for two (2) years, commencing on the 1st of August of alternate years. Trustees may be elected no more than three consecutive terms.

C. Qualifications – Demonstrable affinity with moral teaching of Islam, a commitment to preserve Muslim Character of children, and an interest in education as a human need and obligation would qualify an individual for consideration to become a trustee or Chairman.

D. Resignation, Removal and Vacancies – Any Board member may resign anytime by giving written notice to the Chairman or the Secretary. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

Any Board member may be removed with or without cause by a majority vote of Trustees then in office, at a meeting called for that purpose. A vacancy or vacancies shall be deemed to exist in the case of death, resignation, or removal of any member. Vacancies shall be filled by election for the unexpired term created by the vacancy.

E. Compensation – No compensation shall be paid to Trustees for service on the Board. Any member shall be entitled to reimbursement for reasonable expenses incurred in connection with his duties as a Trustee. No Trustee shall be barred from serving the School in any other capacity and receiving reasonable compensation therefore.

F. Presumption of Assent – A Trustee who is present at a meeting of the Board at which any matter is presented, shall be presumed to have assented to the action taken unless his dissent shall be entered in writing and signed by him at the time.

G. Indemnification – Each Trustee and Officer of the School shall be indemnified in accordance with the Charter of the School.

Article III: Officers

A. Number – The officers of the School Board shall consist of a Chairman, Vice Chairman, Secretary and Treasurer, who shall be Trustees of the School. No two offices may be held by the same person.

B. Election, Term of Office and Qualifications – The Chairman shall be elected by a simple majority of the Trustees and the Chairmanship may change at any time by a simple majority vote by the Trustees.

Other officers shall be elected until two (2) year term is completed or until he/she shall resign, or shall have been removed in the manner hereinafter provided. A vacancy in the office of Vice Chairman, Secretary or Treasurer may be filled by the Chairman until confirmed through a majority vote of the Board.

C. Chairman – The Chairman of the School Board of Trustees shall, in addition to presiding at meeting as provided in Section 2 of Article II Of the By-Laws, exercise and perform such other powers and duties as may from time to time be assigned to him by the Board or prescribed by the By-laws and the Charter. The Chairman shall be the “Chief Executive Officer” (CEO) of the School and shall have general supervision over the business of the School and its several officers and the Superintendent. He shall, in general, perform all duties incident to the office of the CEO of the School, and such other duties as from time to time may be assigned to him.

D. Vice-Chairman – The Vice-Chairman of the Board shall preside over meetings of the Board in the absence of the Chairman and perform all duties of the Chairman if there is a vacancy of Chairman, and in the absence of the Chairman, or as delegated

to him by the Chairman. He shall assume such other duties as from time to time may be assigned to him by the Chairman or the Board.

E. Secretary – The Secretary shall;

Certify and keep the original or a copy of its Charter and By-Laws as amended to date;

Keep a book of “ Minutes of all meetings” of the Board and its committees, including notice, place, names present, and proceedings thereof;

Keep a register of the mailing addresses of all members of the Board;

Serve notice, or cause to be served: Notice of all meetings of the Board and any committees thereof to be given.

Perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned to him by the Chairman, Vice – Chairman, Executive Committee or the Board. The Secretary shall perform other duties as are incident to his office, or reasonably required of him by the Board or the Chairman.

F. Treasurer – The Treasurer Shall:

Keep and maintain, or caused to be kept and maintained, adequate and correct accounts of the properties and business transactions of the School.

Have the custody of all monies and securities of the School and keep same in such depositories and in such manner as shall be directed by the Board. The Treasurer shall also keep regular books of account. The Treasurer shall counter-sign or sign such instruments as required.

Render to the Board in every regular board meeting, an account of all his transactions as Treasurer and the financial state of the School.

In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chairman of the Board.

G. Vacancies – Vacancies in offices arising from any cause may be filled by the Board at any regular meeting or at a special meeting called for that purpose.

Article IV: Executive and Other Committees

1. Executive Committee – During such time as the Board of Trustees shall not be in session, the management and control of the School shall be vested in an “Executive Committee”. The Executive Committee shall have all the powers and authority held by the Board except those reserved to the Board under these By – Laws, and provided, however, that it may not enact, amend or repeal these By-Laws, shall have no powers while the Board is in session, and may not infringe on such restrictions as the Board may from time to time make on such power and authority. It shall meet at such times and places and with such notice as shall be agreed upon by the Executive Committee at its first meeting.

The Executive Committee shall have three (3) members. Vice-Chairman of the Board shall be a Member as well as “President of the Executive Committee”; along with two other members elected by the Board.

The members serve at the discretion of the Board. The Executive Committee shall elect a “Secretary” from amongst its members, who shall keep appropriate records of the Executive Committee proceedings.

The Superintendent shall serve as an Ex-Officio member of the Executive Committee. The Head of an Stand or Special Committee shall be invited to attend Executive Committee meetings when the business of that Committee is on the agenda.

The Chairman of the Board shall be notified of any Executive Committee meeting and of the business to be conducted at such meeting.

If the Chairman of the Board shall attend such meeting, he shall be the presiding officer. Any vacancies on the Executive Committee shall be filled by a nominee of the Chairman, till such time as the Board meets and such nomination is confirmed or rejected by a simple majority of the Trustees within sixty (60) days of the occurrence of the vacancy.

2. Standing and Special Committees – The Board, by resolution, may designate from among its members Standing or Special Committees, in addition to those specified in these By-laws, as it may from time to time determine. Each committee shall have not less than one or more than five Trustees. Each committee shall serve at the discretion of the Board, and will be managed by a Trustee as its “Head”. School Superintendent shall be an Ex-Officio member of any and all committees.

Article V: Membership and Meetings

A. Members – The School has no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board.

B. Meetings –

1. Place of Meeting – Meetings of the Board of the School shall be held at the principal office, or at any other place in Oklahoma designated from time to time by a majority of the Board or by the Chairman.

2. Meetings of the Board of Trustees –

The first organization shall take place as soon as practical following the selection of the new Trustees, for the purposes of reorganization, selection of officers and/or approving of the existing officer, and the transaction of other business, and thereafter the first annual meeting of the Board shall be held near the beginning of the school year at a time designated by the Chairman.

Regular Meetings – of the board held quarterly near the first of January, the first of May, and the first of September at such times and places as the Board or the Board Chairman shall from time to time designate.

Special Meetings – of the Board may be called at any time by the Chairman or by not less than one-third of the Trustees of the Board, (“Trustees”). Business transacted at all special meetings shall be confined to the matters stated in the notice of such meeting and such added business as may reasonably arise out of Board consideration and deliberation thereof.

Notice – of the annual, regular and special meetings shall be given not less than five (5) days nor more than thirty-five (35) days prior to the date thereof. Each notice shall specify the place, the day and the hour of the meeting, and in the case of special meetings, the general nature of the business to be transacted.

Notice of any meetings may be sent to the Trustees by mail, telegram, facsimile or other similar means of communication addressed to the member at the address shown on the School’s records. Notice is sent at the direction of the Superintendent of the School, the Chairman, the Secretary, or the officer or persons calling the meeting.

A Trustee may waive notice of a meeting or for some other purpose in any manner, whenever any such notice is required, and a waiver or waivers in writing, signed by the person or persons entitled to the notice, or by telegram, facsimile or other form of written communications, whether given before or after the meeting or at the time at which such notice is required to be given, shall be deemed equivalent to such notice. All waivers of notice shall be filed with the records of the Secretary or made a part of the minutes of the meeting.

3. Quorum – At any meeting of Trustees a majority of the Trustees of the Board represented in person shall constitute a quorum at a meeting of the Board for the purpose of transacting business. If less than said number if the outstanding Trustees are represented at a meeting, a majority of the Trustees so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The Trustees present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Trustees to leave less than the quorum. 4. Proxies – At all meetings of Trustees, a Trustee may vote by proxy executed in writing by the Trustee or by his duly authorized representative in fact. Such proxy shall be filed with the Secretary of the Board before or at the time of the meeting.

5. Voting – Each Trustee entitled to vote in accordance with the terms and provisions of the Charter of Tulsa Islamic School (“Charter”) and these By-Laws, shall be entitled to one vote, in person or by proxy. All questions shall be decided by majority vote of Trustees present except as otherwise provided by the Charter.

6. Order of Business – The order of business at all meetings of the Board shall be as follows:

- Roll Call
- Proof of Notice of Meeting or Waiver of Notice
- Reading of Minutes of Preceding Meeting
- Reports of Officers
- Reports of Committees
- Unfinished Business
- New Business
- Adjournment

7. Informal Action by Trustees of the Board of Trustees

Trustees – Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Trustees, may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by all of the trustees entitled to vote with respect to their subject matter thereof.

Article VI: School Administrative Team

A. Number – The management team for the School shall consist of a Superintendent, Principal of the Boys School; Principal of the Girls School; Assistant Principals of each School, Business Manager and such others as members of the Board and the Superintendent may deem necessary.

The Superintendent shall be the Chief administrative officer of the School and shall have the general responsibility for the School under the policies and guidelines which the Superintendent has developed and which have been approved by the Board. The Superintendent shall supervise the business, academic, and administrative affairs and shall discharge all duties incident to the position of Superintendent and such other duties as may be assigned to him from time to time by the Board, the Executive Committee, or the Chairman, consistent with the Charter. The responsibilities of the Superintendent are enumerated in the Charter.

B. Business Manager – The Business Manager shall be responsible for buildings and grounds, accounting, financial, academic and personnel records and in general the business affairs for the School and such other duties as may be assigned to him from time to time by the Superintendent, the Executive Committee or the Board, hereinafter limited by Article VI.

Article VII: Other Provisions

A. Contracts, Checks, Drafts and Bank Accounts

Contracts – The Trustees may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School, and such authority may be general or confined to specific instances.

Deposits – All funds of the School not otherwise employed shall be deposited from time to time to the credit of the School in such banks, trust companies or other depositories as the Trustees may select.

Checks, Drafts, Etc. – All check, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the School shall be signed by such officer or officers, agent or agents of the School and in such manner as shall from time to time by determined by resolution of the Trustees.

General and Special Bank Accounts – The Board from time to time may authorize the opening and keeping of general and special bank accounts with such banks, trust companies, or other depositories as the Board may select and may make such rules and regulations with respect thereto, not inconsistent with the provisions of these By – Laws as they may deem expedient.

Title to Assets – Title to all real property, including improvements thereon or thereto, shall be in the name of the Tulsa Islamic School and NAIT.

Fiscal Year – The fiscal year shall begin with the calendar year.

Judicial Proceedings – The Board shall represent the School in court and non-judicial proceedings, especially visa-vis all employees of the School. The Board may issue and accept legally binding statements on behalf of the School.

Delegation – The Chairman of the Board may delegate the performance of his functions as provided under these By-Laws.

Article VIII: Conflicts of Laws

The School shall be subject to the laws of the United States of America and the State of Oklahoma only to the extent that it is specifically required by law; in all other cases the School shall be subject to Islamic law.

Article IX: Amendments of By-Laws

The By-laws may be changed, amended or revoked at any meeting of the Board of Trustees by majority vote, by any meeting at which a quorum is present.

These By-Laws have been duly approved by proper vote of the Board of Trustees of the School.

Dated this day of August, 1990