

EXHIBIT D

**BYLAWS OF
MADINAH ACADEMY OF MADISON, INC.**

**ARTICLE I
NAME AND OFFICE**

1.1. Name. The name of the corporation shall be MADINAH ACADEMY OF MADISON, INC., a Wisconsin nonstock corporation organized under Chapter 181 of the Wisconsin Statutes.

1.2. Office. The principal office and primary place of business of the corporation is 4100 Nakoma Road, Madison, WI 53711, as of November 2020. This location can be changed at the discretion of the Board of Directors.

**ARTICLE II
THE CORPORATE PURPOSE**

2.1. Purpose. The corporation is organized exclusively as an educational organization exempt from tax under Sec. 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. The corporation was established by a religious order of the Islamic Revival Association, federal tax ID 39-1807339. It is also to serve the educational, spiritual and cultural needs of Muslim children via the operation of full-time Pre-K, Elementary, Middle, and High Schools, other educational institutions, and partnerships. To fulfill this purpose the corporation shall develop programs and curricula, among other things, that are suitable for children and educators. The corporation shall not be formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the corporation is distributable to its Directors, Trustees, or Officers, except as permitted under Article 4.7 for reimbursement for direct personal expenses for corporate related functions.

2.2. Policies. The following are basic policies of the corporation: (a)

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

(b) The name of the corporation or the name of any Officer, Trustee, or Director in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any other purposes not appropriately related to the promotion of the objectives of the corporation.

(c) This corporation may cooperate with other organizations that are committed to the purposes for which this corporation is formed.

(d) MADINAH ACADEMY OF MADISON, Inc. shall admit students of any race, religion, color, and national or ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to its students and shall not discriminate on the basis of race, religion, color and national or ethnic origin in

administration of its educational policies, admissions policies, financial aids, scholarship and loan programs, and athletic and other school administered programs.

ARTICLE III

BOARD OF DIRECTORS

3.1. Function and Duties. The Board of Directors (the "Board") shall manage the business and affairs of the corporation and shall exercise all the powers of the corporation as provided by the law and the Articles of Incorporation, but subject to any restrictions imposed by the Articles of Incorporation, or these Bylaws. The Board of Directors is the highest and final authority on all school operational matters. It shall be the duty of the Board of Directors to maintain general supervision of the affairs of the corporation. It shall, among other things, set forth such additional rules, policies and procedures that are necessary for the proper and faithful implementation of these Bylaws. In particular, the Board of Directors is responsible for the following matters:

- (a) Develop, formulate, adopt, and amend policies, including admission and discharge policies. Such policies must not conflict with the Mission of the organization and WI state requirements;
- (b) Set the annual tuition, book and registration fees and fundraising assessment;
- (c) Hire and discharge the principal;
- (d) Hire and discharge administrators and teachers, unless delegated to the principal;
- (e) Review and approve teachers contracts;
- (f) Fostering staff training and development;
- (g) Review student/parent handbook. Provide suggestions to the principal;
- (h) Review teachers' handbook. Provide suggestions to the principal;
- (i) Review and approve the annual budget and all financial plans and decisions;
- (j) Review the principal's performance;
- (k) Approve future expansion plans;
- (l) Plan and conduct fundraising for major expenditures or future expansion plans;
- (m) Decide on whether to affiliate or cancel existing affiliations with other institutions that share the same mission, goals, and values of the school;

(n) Ensure compliance with all federal, state, and local laws and regulations;

(o) Maintain the accreditation of the school and its not for profit status;

(p) Create and eliminate auxiliary committees;

(q) Serve as a path of escalation for parents, community members, or staff for matters or issues being unresolved satisfactorily by the school administration. Such escalations shall be responded to by the Board as a body in writing, and a special meeting can be held if necessary.

3.2. Composition of the Board of Directors.

(a) The Board shall consist of nine members, all of whom support the mission, goals, and purpose of Madinah Academy of Madison.

(b) The principal of the school shall be a non-voting member of the Board.

(c) The Board shall designate a president, vice-president, secretary, and treasurer from its members. These designated positions are required by the Department of Financial Institutions, and shall be maintained. When vacancies among the Directors occur by resignation, failure of qualification, or otherwise, the vacancy shall be filled by a qualified replacement as selected by the Board.

(d) Trustees are not eligible to run or serve as members of the Board of Directors.

3.3. Election of the Board of Directors.

(a) Election Committee

(i) An election committee shall be formed by the Board of Directors for each election. This committee shall consist of at least two community members and two existing Board members.

(b) Voter Registration

(i) Teachers and parents of current students shall be deemed automatically eligible and registered to vote.

(ii) Community members at large must register to be eligible to vote.

(iii) Voter registration requires a full name, street address, and a primary means of communication (i.e. phone number and/or email address). Voters must reside within the greater Madison area or surrounding communities.

(c) Election Process

(i) Board of Directors initiates the election process by designation of election committee.

(ii) Election committee will establish timelines and processes with notable dates for nominations, ballot finalization, voter registration, and election.

a) No less than 30 calendar days prior to the election date, an initial communication shall be sent to the community at large. This shall include dates relating to the nomination and voter registration periods, instructions on how to nominate, and instructions on how to register to vote.

b) No less than 21 calendar days prior to the election date, the nomination period shall be closed.

c) No less than 14 calendar days prior to the election date, the finalized list of nominees shall be communicated to the community.

d) No less than 7 calendar days prior to the election date, the voter registration period shall be closed.

(iii) Election committee reaches out to the community at large to request registration for participation in the election, and to solicit nominations.

(iv) Election committee will solicit nominations, per requirements listed in this document. A deadline for nominations is also communicated.

(v) Election committee will review nominations and certify a list of nominees based on the criteria required by this document.

(vi) Election committee will communicate a certified list of nominees that will be on the final ballot.

(vii) Election committee will establish and organize an election at a predetermined and communicated location or locations. Election committee may set an alternate procedure and manner in which elections are conducted, when necessary, subject to approval of the Board of Directors.

(viii) Record of results shall be kept and communicated to the community.

(d) Nomination: Is open to the Madison Muslim community at large. A call for nominees shall be publicly made. Nominees will be then short-listed based on the criteria below:

(i) Nominee shall be a practicing Muslim.

(ii) Nominee is at least 18 years of age

(iii) A resident of Madison (or the surrounding) area for at least two years, and has no intention of leaving for the next two years.

4

(iv) An active, contributing member of the Muslim community in Madison, and with Madinah Academy, such as a parent, former teacher, volunteer, or donor.

(v) Has an intention to serve the Muslim community in Madison, and is committed to the cause and the mission of the Madinah Academy of Madison.

(vi) Is accepting the nomination.

(vii) Is registered to vote in the upcoming election

(viii) Employees, aside from the Principal (a non-voting member), are not eligible to be members of the Board of Directors.

(e) Elections shall happen every two years. At each election, either two or three new board members shall be elected, such that Board member terms are staggered.

(i) (For example, if two members are elected during one election year, the next election shall elect three new members. The subsequent election will then be for two members, and so on.)

(f) Newly elected Directors shall receive a copy of these Bylaws and sign a statement acknowledging receipt. A signed copy shall be kept on file and sent to the Board of Trustees.

3.4. Term. Each Director shall serve a term of four years. Terms begin on August 1st of an election year.

3.5. Vacancies. If a vacancy on the Board of Directors occurs such that the vacancy will remain open for greater than 12 months, a special election shall be held. For other vacancies (i.e. such as nearing the end of a Director's term), an interim Director can be nominated

3.6. Regular Meetings. The Board shall hold a minimum of four (4) meetings each calendar year. The Board shall, by its own resolution, designate such dates, times and places as it may choose for such meetings; provided, however, each meeting is held no later than three months from the previous meeting.

Board meetings are not open to the public. Only the Directors, the school principal and any other individual that the Board has personally invited by majority vote of the Directors are allowed to be present at Board meetings.

3.7. Direction Meeting. Once a year, the Directors and school administration shall coordinate a direction meeting comprising of all Directors, administration, and

school staff. The purpose of this meeting is for the Board of Directors to share high-level direction of the organization and any major changes in policy, and for the administration and staff to share major updates, trends or concerns in person.

5

3.8. Annual Meeting. The Board shall hold an annual meeting open to the community at large. The purpose of the annual meeting is to review progress over the past year, plan goals for the upcoming year, and to solicit feedback and suggestions. This meeting shall also provide updates on staffing, tuition, student population, and the financial health of the school.

3.9. Special Meetings. Special meetings of the Board may be called by the President at his own discretion or by the President upon request of at least two (2) other Directors. Notice for a special meeting must be sent with due notice in accordance with section 3.16, and include a proposed agenda.

3.10. Quorum and Manner of Acting. A majority of the Directors present immediately preceding the meeting shall constitute a quorum at any meeting. When a quorum is present, the vote of the majority of the votes at such meeting shall be the act of the Board unless a greater vote is required by the act, the articles of incorporation or these Bylaws. Abstentions shall not count toward the total number of votes.

If, at any meeting of the Board, there shall be less than a quorum present, the meeting shall be adjourned.

3.11. Presumption of Assent. A Director who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his or her dissent or abstention is entered in the minutes of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

3.12. Informal Action. In accordance with section 181.0821, Wis. Stats., 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 Board, may be taken without a meeting if a consent in writing setting forth the action to be taken, is signed by two-thirds (2/3) of the Directors entitled to vote with respect to the subject matter thereof, provided all Directors receive notice of the text of the written consent and of its effective date and time. Any such consent signed by two-thirds (2/3) of the Directors has the same effect as a two-thirds (2/3) vote taken at a duly convened meeting of the Board at which a quorum is present and may be stated as such in any document filed with the Wisconsin Department of Financial Institutions. For purposes of this section, pursuant to § 181.0821(1m) of the Wisconsin Statutes, “in writing” includes a communication that is transmitted or received by electronic means and “signed” includes an electronic signature, as defined in §181.0103 (10p) of the Wisconsin Statutes, as amended from time to time.

3.13. Compensation. Directors will not be paid compensation for their services as Directors, provided that nothing in these Bylaws will be construed to prohibit payment of compensation to an individual who serves as a Director for services rendered to the corporation in another capacity or reimbursement of expenses related to undertaking the

corporation's business.

3.14. Removal or Resignation of Directors. Any Director may resign from such position by delivering written notice or by email of the resignation to an officer of the corporation, but such resignation shall be without prejudice to the contract rights, if any,

6

of the corporation. The acceptance of a resignation shall not be necessary to make it effective. A board member can be assumed to have constructively resigned if he/she does not attend 3 consecutive meetings without proper notice and reasoning, or moves to a different state.

Any Director elected or appointed by the Board may be removed by the Board, by a vote of two-thirds of the Directors then in office, whenever in its judgment the best interests of the Corporation would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of a Director shall not of itself create contract rights.

3.15. Meetings by Electronic Means of Communication. The Board of Directors or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided: (1) all participating Directors may simultaneously hear or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

3.16. Notice. Notice of meetings may be given by electronic mail ("e-mail"); provided, however, that Directors who cannot receive notices electronically shall receive notice via mail or personal delivery. Special meetings must be preceded by at least fortyeight (48) hours' notice to each Director if notice is given by e-mail, or seventy-two (72) hours' notice if notice is given by mail or private carrier. A notice shall always be given except if the regular meeting is on a shared calendar or was agreed to at a prior board meeting, or for a regular meeting at which the amendment or repeal of the Bylaws or the adoption of new Bylaws or the removal of a Director is to be considered requires seven

(7) days' advance written notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is postmarked by the United States mail or delivered to the private carrier.

3.17. Director Conflict of Interest. No contract or other transaction between the corporation and one or more of its Directors, officers or any other corporation, firm, association, or entity in which one or more of the Directors or officers has a material financial interest shall be entered into by the corporation unless the fact of such relationship or interest is disclosed or known to the Board and the Board authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors or officers.

Common or interested Directors or officers may be counted in determining the presence of a quorum at a meeting of the Board that authorizes, approves or ratifies such contract or transaction.

3.18. Approval of Certain Financial Transactions. A requirement for approval of financial transactions meeting certain criteria may be established by the Board of

7

Directors. If such a resolution is adopted, transactions meeting the criteria specified in the resolution shall require approval by the Board of Directors. Such a provision shall not be required by these Bylaws, but may be adopted by a vote of the Board of Directors.

8
ARTICLE IV
OFFICERS

4.1. Positions

The officers of the corporation shall be the President, Vice President, Secretary, and Treasurer. Unless otherwise determined by the Board, all officers of the corporation shall be members of the Board.

4.2. Election, term of office and removal.

- (a) The Board shall elect officers every two (2) years for a term of two years each. On years where an election takes place, the Board shall elect officers after the election results and new Board members are seated. At the annual meeting, the Board shall communicate the election of officers of the corporation to the general community.
- (b) Any officer of the corporation may be removed from office at any time for any reason by a two-thirds vote of the Directors, provided that if the officer to be removed is then a Director, he or she shall not vote on his or her removal from office.

4.3. President. The President of the Board shall be the chief executive officer of the corporation and shall be responsible to the Board for the conduct of its affairs. The President shall have general and active management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect. He or she shall preside at meetings of the Board.

The President may sign, with the other proper officer or agent of the corporation authorized by the Board, any deeds, contracts or other instruments that the Board have authorized to be executed and in compliance with these Bylaws, and shall perform all duties incident to the office of the chief executive and such other duties as may be prescribed by the Board. Any signatures pertaining the acquisition, sale, or other transfer of property or assets shall be approved by the Board of Trustees, in addition to being approved by the Board of Directors.

4.4. Vice-President. The Vice-President shall serve as the vice-chairperson of the Board and shall perform other duties as assigned by the President from time to time. In case of the absence or disability of the President, the Vice-President shall perform all the duties of the office of the President.

4.5. Secretary. The Secretary shall record the minutes of all meetings of the Board and of any standing or temporary committees thereof if requested by the Board; shall have custody of all documents, conduct such correspondence as is necessary, issue such notices as are required by these by-laws, and generally perform all such duties pertaining to the office of the Secretary and as may be required by the Board.

The Secretary shall maintain records of all individuals registered for Board elections, along with their contact information. This information may be used for future outreach or general communication regarding the organization.

4.6. Treasurer. The Treasurer shall be the chief financial officer of the corporation and legal custodian of all the Corporate funds and securities, evidences of indebtedness and

other valuable documents of the corporation; shall deposit all funds in the name of the corporation in such bank or banks in an account or accounts bearing the name of the corporation; shall receive and give receipts for monies paid in for the account of the corporation; shall disburse all funds of the corporation as may be directed by the Board, in accordance with these Bylaws; and shall keep proper account books and perform such other duties as may be prescribed from time to time by the Board.

Transparency shall be maintained at all times, including access to view any accounts or review any transactions. Certain transactional requirements may be established to require additional approval before being executed based on various criteria. These guidelines shall be established in a separate resolution by the Board of Trustees, Board of Directors, and the Treasurer for protection and transparency of the organization's assets.

4.7. Compensation and Expenses. Unless otherwise established by the Board, no officer shall be compensated for his or her services as an officer. Expenses incurred in connection with performance of an officer's official duties may be reimbursed upon approval of the Board.

4.8. Resignation or Removal. Any officer of the corporation may resign from such position by delivering written notice of the resignation to the Board, but such resignation shall be without prejudice to the contract rights, if any, of the corporation. Any officer or agent, elected or appointed by the Board may be removed by the Board upon the approval of two-thirds (2/3) of the Directors in office, when in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. The election or appointment of an officer or agent shall not of itself create contract rights.

4.9. Officer Vacancies. The Board shall fill vacancies in any office caused by any reason at any meeting by selecting a suitable and qualified person to act for the duration of the unexpired term. Vacancies must be filled by other members of the Board of Directors.

ARTICLE V

COMMITTEES

5.1. Standing Committees. The Board may designate by resolution one or more standing committees of the Board. Each committee shall consist of three (3) or more Directors. Each committee will have and may exercise to the extent provided in said resolution, when the Board is not in session, the powers of the Board in the management of the corporation's affairs, except action in respect to election of officers or the filling of vacancies in the committees. The designation of such committee or committees and the delegation thereto of authority will not operate to relieve the Board, or any member thereof, of any responsibility imposed upon him or her by law.

10

5.2. Advisory Committees. The Board by resolution may designate one or more advisory committees that do not have the powers of the Board. Any such committee

shall include at least one (1) Director and shall have the duties set forth in the resolution of the Board designating the committee.

5.3. Operations Committee. Unless otherwise determined by the Board, the President shall appoint an Operations Committee that includes at least two members of the Board of Directors. Unless otherwise determined by the Board, its duties shall include:

- (a) Receiving and reviewing the principal's report;
- (b) Advising the principal on matters on which the principal seeks consultation;
- (c) Reviewing the stability and financing of school programs, and forwarding concerns to the Board as appropriate;
- (d) Reviewing and approving the annual calendar of events;
- (e) Resolving disputes between staff and administration;
- (f) Mediating disputes between parents and school;
- (g) Serving as a point of escalation for parents and staff for matters unsatisfactorily addressed by the administration;
- (h) Reviewing the conduct and performance of the principal (directly), and forwarding recommendations regarding the principal's performance to the Board;
- (i) Reviewing the conduct and performance of other school employees (through the principal's reviews) and forwarding recommendations to the Board;
- (j) Reviewing and confirming or rejecting the administration recommendations to place students on probation or expel students;
- (k) Reviewing and confirming or rejecting the administration's recommendations to place staff on probation or to terminate a staff member's employment; and
- (l) Making recommendations to the Board on matters the operations committee deems necessary for the fulfillment of the objectives of the corporation
- (m) The Operations Committee shall report to the Board on a quarterly basis in the manner directed by the Board or more frequently, if requested by the Board.

PRINCIPAL

The Board of Directors shall hire the school principal to implement the rules, policies and procedures established by the Board within the guidelines of Shariah as determined by a majority of the Board. The principal shall manage the affairs and supervise all employees and volunteers of the school, and will serve as the head of the school's day-to-day administration. The procedures for the selection and salary of a principal are to be determined by resolution of the Board. The duties of the principal shall include:

- (a) Prepare periodic reports to the Board and Operations Committee advising and informing them of the state of affairs of the school;
- (b) Advising the Board and Operations Committee regarding educational matters;
- (c) Preparing and submitting policy recommendations;
- (d) Conducting and presenting to the Operations Committee and the Board written annual evaluations of all school personnel;
- (e) Submitting a school improvement plan annually to the Operations Committee and the Board;
- (f) Assisting in selecting teachers and other school personnel;
- (g) Escalating issues to the Board and Operations Committee that cannot be resolved solely by the administration, including issues with staff members or parents; and,
- (h) Attending the Operations Committee and Board meetings as a non-voting member, when invited, and when the meeting's subject matter does not contain discussions or review of the principal's performance.

The principal's compensation and benefits shall be determined by the Board of Directors. The Board is authorized to offer a tuition reduction for a principal's children, if any attend Madinah Academy of Madison, as long as such benefit results in a total compensation package that is reasonable.

ARTICLE VII BOARD OF TRUSTEES

7.1. Purpose. The Board of Trustees (the "Trustees") shall serve the primary purpose of preserving the Mission and the Vision of the Corporation. It shall ensure the school operation is consistent with the Mission and Vision in an oversight capacity without direct involvement in the school's operation.

7.2. Functions. The Board of Trustees maintains responsibility of ownership, transfer, sale, or disposal of any financial or physical assets. Any property deeds the Corporation owns will be controlled by the Board of Trustees. Any transfer, sale,

acquisition, or disposal of financial or physical assets or property must be approved by the Board of Trustees. Any change to the Mission or Vision of the corporation shall be approved by the Board of Trustees. The Board of Trustees shall have access to review any accounts or transaction history at any time.

7.3. Duties. The primary purpose of the Board of Trustees is to oversee and preserve the Corporation's alignment with the Mission and Vision of the Corporation. To fulfill this purpose, the Board of Trustees' duties include:

(a) Ensuring no plans or major decisions being taken are contrary to the Mission or Vision of the Corporation;

(b) Overseeing compliance with applicable state and federal programs or regulations;

(c) Maintain Corporation's ownership of all financial or physical assets, including property;

(d) Approval and execution of acquisition, transfer, sale, or disposal of any financial or physical assets if in excess of \$250,000;

(e) Ensuring the Board of Directors' and the overall Corporation's compliance with these Bylaws; and,

(f) Working with the Board of Directors on executing long-term growth plans, including, but not limited to, acquisition and rental of property or changing the principal office or place of business of the corporation.

7.4. Limitations. The Board of Trustees has no bearing on the operation or general affairs of the organization. Responsibility for operational decisions and matters is entirely upon the Board of Directors. Reports on operational matters are informational only, and do not require Board of Trustees approval.

7.5. Advisory. In matters that are not contrary to the Mission or Vision, the Board of Trustees may document in writing and share advisory statements regarding the operation of the Corporation with the Board of Directors. Such opinions are advisory only, and bear no compulsion upon the Board of Directors nor the operation of the Corporation.

7.6. Oversight. In matters where any aspect of the Corporation is not in line with the Mission or Vision of the Corporation, the Board of Trustees shall document in writing such nonconformity, and communicate this documentation to the Board of Directors.

7.7. Meeting for Non-Conformity. In matters that cannot be resolved after written documentation and communication with the Board of Directors, a meeting shall be held to discuss and come to agreement on the appropriate path forward in line with the Mission and Vision of the Corporation.

7.8. Removal of Directors. As a final resort, and only in matters where actions of the Board of Directors are not in line with the Mission or Vision of the Corporation, and after both bodies have met to discuss nonconformity with the Mission or Vision of the Corporation, the Board of Trustees may remove a Director from the Corporation's Board of Directors with a unanimous vote to do so.

7.9. Composition and Terms. The Board of Trustees is composed of at least four members. The number of Trustees shall not be fewer than four, but may be larger than four. Members of the Board of Trustees shall be established members of the community who have historically supported the organization, its mission and vision. The additional Trustees shall be added (or to fill a vacancy) upon a unanimous vote of the current Trustees. The term for a trustee is ten years, but a trustee may be re-appointed by unanimous approval of remaining trustees. A Trustee is a member of the Board of Trustees until he or she is no longer willing or able to fulfill said responsibilities. Changes to the number of Trustees is possible with a unanimous vote, given the resultant size is larger than the requisite four members.

7.10. Governance. The Board of Trustees shall operate by the Wisconsin statute of non-profit organizations.

7.11. Dissolution. The Corporation cannot be dissolved without unanimous approval of the Board of Trustees.

7.12. Approval of Certain Financial Transactions. A requirement for approval of financial transactions meeting certain criteria may be established by the Board of Trustees. If such a resolution is adopted, transactions meeting the criteria specified in the resolution shall require approval by the Board of Trustees. Such a provision shall not be required by these Bylaws, but may be adopted by a vote of the Board of Trustees.

ARTICLE VIII

DISSOLUTION OF THE CORPORATION

The corporation shall be dissolved only upon the occurrence of the approval of two-thirds (2/3) of all Directors of the corporation and the approval of all Trustees of the corporation, provided that notice is given to all Directors and Trustees, respectively, that dissolution will be considered at the noticed-meeting.

In the event of a dissolution, the corporation's assets shall be distributed consistent with the corporation's articles of incorporation, and the community at large shall be notified by electronic means.

ARTICLE IX

DEPOSITORIES, SIGNATURES AND SEAL

9.1. Depositories. All funds of the corporation shall be deposited in the name of the corporation in such bank, banks or other financial institutions as the Board may from time to time designate and shall be drawn on checks, drafts or other orders signed on behalf of the corporation by the treasurer and/or such other person or persons as the Board may from time to time designate.

9.2. Contracts. All contracts and other instruments shall be signed on behalf of the corporation by the President or by such other officer or agent as the Board may from time to time designate.

9.3. Deeds. All deeds shall be signed on behalf of the corporation by a representative of the Board of Trustees.

9.4. Borrowing. Notwithstanding any other provision in these Bylaws, no officer or agent of this corporation shall have authority to borrow any funds on behalf of the corporation or to hypothecate any assets thereof, for corporate purposes or otherwise, except as expressly stated in a resolution by a majority of the Trustees, duly entered in the minutes of the Board of Trustees. No loans shall be made by the corporation to any Director or officer.

9.5. Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purpose of the corporation.

ARTICLE X

BOOKS AND RECORDS

10.1. General. The corporation shall keep correct and complete books, records, accounts and minutes of the proceedings of the corporation and its Board and committees at its offices. All books, records, and accounts are the property of the corporation and shall be turned over upon request of the Board. All books, records, and accounts of the corporation may be inspected by any Director or Trustee at any reasonable time within normal business hours.

10.2. Fiscal Year. The fiscal year of the corporation shall begin on January 1 and end on December 31.

ARTICLE XI

AMENDMENTS

The articles of incorporation or these Bylaws may be amended by the approval of no fewer than two-thirds (2/3) of all Directors and Trustees, at any regular or special meeting provided the notice given for such meeting indicates that such amendments will be considered. Copies of proposed amendments shall be provided to each Director and Trustee no fewer than seven (7) calendar days prior to a meeting to discuss or vote on proposed amendments.

15

ARTICLE XII

INDEMNIFICATION

12.1. Definitions. All capitalized terms used in this section shall have the meaning given to them in Section 181.0871 of the Wisconsin Statutes.

12.2. Mandatory Indemnification. This corporation shall indemnify a Director or officer to the extent he or she has been successful on the merits or otherwise in the defense of a Proceeding for all reasonable Expenses incurred in the Proceeding if the Director or officer was a party because he or she is a Director or officer of this corporation.

12.3. Additional Indemnification.

(a) In cases not included under Section 11.2, this corporation shall indemnify a Director or officer against Liability incurred by the Director or officer in a Proceeding to which the Director or officer was a party because he or she is a Director or officer of this corporation, unless Liability was incurred because the Director or officer breached or failed to perform a duty he or she owes to this corporation and the breach or failure to perform constitutes any of the following:

(i) A willful failure to deal fairly with this corporation in connection with a matter in which the Director or officer has a material conflict of interest.

(ii) A violation of criminal law, unless the Director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

(iii) A transaction from which the Director or officer derived an improper personal profit, or

(iv) Willful misconduct.

(b) The corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or officers hereunder.

12.4. Method of Determining Indemnification. The method for determining the rights of the Directors, officers, employees or agents to indemnification and reimbursement under Chapter 181 of the Wisconsin Statutes, or the Bylaws of this

corporation shall be as follows:

(a) By a majority vote of a quorum of the Board consisting of Directors not at the time parties to the same or related Proceedings.

(b) If a quorum of disinterested directors cannot be obtained, by independent legal counsel selected by a majority vote of the full Board, including Directors who are parties to the same or related Proceedings.

16

12.5. Expenses. Upon written request by a Director, officer, employee or agent who is a party to a Proceeding, this corporation, in its discretion, may pay or reimburse his or her reasonable expenses as incurred if the Director or officer provides this corporation with all of the following:

(a) A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to this corporation.

(b) A written undertaking, executed personally or on his or her behalf, to repay the allowance to the extent that it is ultimately determined that indemnification is not required.

12.6. Insurance. This corporation may purchase an insurance policy to fund all or any portion of its indemnity obligations created under this Article XI.

12.7. Indemnification Provisions Constitute a Contract. The foregoing indemnification provisions of this Article constitute a contract between the corporation and the respective officers, Directors and other persons described above and for whose benefit indemnification is provided under this Article.

ARTICLE XIII

CURRENT DIRECTORS AND TRUSTEES

13.1. Current Directors. As of March 2021, the Board of Directors comprises of Mouna Algahaithi, Sarah Schlosser, Salman Ahmad, Leena Kheraz, Huzaiifa Sohail, Sabreen Amro, Tamika Mendy, Ghulam Murtaza, and Asmahan Sandokji.

13.2. Current Trustees. As of March 2021, the Board of Trustees comprises of Ibrahim Kheraz, Ibrahim Saeed, Omar Yassin, Safwan Shoukfeh, Oumer Keita, Abdiwahid Said, Samina Khan, and Nasra Wehelie.

13.3. Future Changes. Future changes to the Board of Directors and the Board of Trustees will take place as described in these Bylaws, and do not need to be documented in this Article. Membership changes to the Board of Trustees and the Board of directors shall not necessitate changes to this Article.

Latest revision adopted by Board of Directors, March 2021.

Initially adopted by Board of Directors, September 2005.

