

THE BYLAWS
OF THE
THE
ALBANIAN
AMERICAN
BEKTASHI
MONASTERY



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THE ALBANIAN AMERICAN
BEKTASHI MONASTERY**



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The Albanian American Bektashi Monastery was established in 1954 for the purpose of worshipping God according to the Holy Qur'an and Bektashi spiritual tradition, encouraging and nurturing union with God among and between its members, facilitating and providing pastoral care, religious education, charitable aid, and social interaction for its members, reflecting Bektashi teachings and spirituality in words and deeds by sharing of love, compassion, and resources within neighboring communities and elsewhere, and defending and promoting Bektashism in America.

These bylaws are based on the original bylaws enacted by Baba Rexheb and the Teqe's first board of directors. Therefore, they can be, in a sense, considered sacred and cannot be altered without serious excuse. As a community, we must adhere to these bylaws to ensure the Teqe's fruitful functioning. Bektashism teaches that spiritual growth requires discipline, both in one's self and in the community. As we come together and work as one, we will come to know the One, whose presence is the goal of all mystics.

**BYLAWS OF
THE ALBANIAN AMERICAN
BEKTASHI MONASTERY
OF TAYLOR, MICHIGAN**

(A Michigan Nonprofit Ecclesiastical Corporation)

ARTICLE I - OFFICES

Section 1.1 Registered Office. The registered office of this corporation, the Albanian American Bektashi Monastery (hereafter referred to as “the Teqe”), shall be 21749 Northline Rd, Taylor, MI 48180, or such future property that may be owned or designated by the Board of Commissioners (hereafter referred to collectively as the “Board”). The Senior Cleric (as defined herein) shall serve as the Resident Agent.

Section 1.2 Business Offices. The Teqe may have business offices at such places as the Board may determine.

ARTICLE II - PURPOSE

Section 2.1 General. The purpose of the Albanian American Bektashi Monastery is to maintain, spread and support its spiritual outlook, to teach morality and ethics, and to enact the principles and rites of the Bektashi order of Sufi Islam according to tradition and custom through sacred gatherings, sermons, and writing.

ARTICLE III - ORGANIZATION

Section 3.1 Organization. The Albanian American Bektashi Monastery was organized under Act No. 327 of the Public Acts of 1931, as amended. It is a non-stock religious corporation organized on a membership basis. Currently, it acts under the

Michigan Non-Profit Corporation Act, P.A. 162 of 1982, and any amendments to it and the Michigan General Corporation Act, P.A. 327 of 1931 (“Act”).

ARTICLE IV - FISCAL YEAR

Section 4.1 Fiscal Year. The fiscal year of the Albanian American Bektashi Monastery shall begin on January 1st of each year and end on December 31st.

ARTICLE V - MEMBERSHIP

Section 5.1 Members. Any person interested in following and supporting the purposes of the Albanian American Bektashi Monastery shall be eligible for membership. Applicants shall submit their application for membership to the Board, subject to the provisions contained below. Upon approval of his, her, or their application, a person or persons shall become members upon payment of dues as set forth below. Applicants shall have their membership approved by the Senior Cleric.

Section 5.2 Active Member. Active Members shall consist of all persons twenty-one (21) years of age or older who, at the time of adoption of these bylaws, are members and all persons who shall hereafter unite with the Albanian American Bektashi Monastery by letter, by public profession or by reaffirmation of their faith in the teachings of Bektashism. They also shall subscribe to these bylaws by signing the

Teqe Membership Register. As may be determined from time to time, membership dues must be paid a minimum of two (2) consecutive years in a row to be given voting rights.

Section 5.3 Inactive Member. At the Membership Committee's recommendation, a member shall be placed on the inactive member list if he or she has failed to pay dues to the Teqe for two (2) consecutive years. Before being placed on the inactive list, the Albanian American Bektashi Monastery, through the Membership Committee, shall attempt to notify the member of the impending action through personal contact or in writing. Persons on the inactive list shall not have the right to vote and shall not be counted in the Teqe's reported membership. They shall be removed from the Teqe's active member list, and all of the Teqe's mailing lists at his or her request. An alphabetical list of inactive members shall be maintained by the Teqe's secretary and the Teqe's office. Reinstatement as an active member must be voted by the Membership Committee by two-thirds (2/3) vote if the member is to be reinstated prior to the annual membership date (to be determined by Board).

Section 5.4 One Vote. A member shall be entitled to only one (1) vote.

Section 5.5 Dues. The annual dues for membership in the Albanian American Bektashi Monastery,

which may be changed from time to time, shall be as recommended by the Board and approved by the membership by two-thirds (2/3) vote.

Section 5.6 Dues Payable. Dues are payable to the “Albanian American Bektashi Monastery” on an annual basis, renewable on each successive anniversary date of the member’s or members’ admission as a member.

Section 5.7 Membership Rights. All members, active or inactive, shall have the right to religious services and spiritual counsel carried out by the clergy of the Albanian American Bektashi Monastery.

Section 5.8 Voting. As permitted by law, the articles of incorporation or these bylaws, all active members in good standing who have paid dues a minimum of two (2) consecutive years shall have the right to vote.

Section 5.9 Proxies. A member entitled to vote at a meeting of members, or entitled to express consent or dissent without a meeting, may authorize one or more other persons to act for him or her by proxy. A proxy shall be signed by the member or his or her authorized agent or representative. A proxy is not valid after the expiration of three (3) years from its date of execution unless otherwise provided in the proxy.

Section 5.10 Notice of Meeting. Notice of the Annual Membership Meeting shall be given in writing and

mailed or emailed to the members a minimum of fourteen (14) days before the meeting and not more than sixty (60) days before the meeting date. Notice of the Annual Membership Meeting shall be in a form approved by the Board and shall state the meeting's place, date, and time.

Section 5.11 Annual Meeting. The Annual Membership Meeting of the Teqe shall be held on the last Sunday in September of each year or such other date as determined by the Board. The purpose of the annual meeting is to elect board members and to take action on such other matters as shall properly come before the meeting.

Section 5.12 Special Meetings. Special Membership Meetings may be called by the Chairman of the Board, or a majority of the Board, or by a majority of the members, or by the Senior Cleric. Notice of such meeting shall be mailed to all active members at least fourteen (14) days before the date of the special meeting. The Special Membership Meeting notice shall state the date, time, location, and business to be transacted. No official business shall be transacted except the business so stated in the notice of the meeting. In addition, the Board shall have the power to call special meetings of the voting membership whenever it deems necessary, for any purpose, on a motion made and duly passed by a majority of the Board at any regular meeting or special meeting called for that purpose.

The Secretary shall set the time and place of such meeting. The Secretary shall send by mail or email the notice of such a meeting and the purpose for which it is called at least fourteen (14) days before convening such a meeting.

Section 5.13 Quorum. Twenty-Five Percent (25%) of voting members must be present for the transaction of business at all membership meetings. The members qualified to vote shall be the individuals who are members of record on the day on which the meeting notice is given.

ARTICLE VI - CLERGY

Section 6.1 Election of Clergy. No fewer than two (2) and no more than six (6) previously identified senior Muhibs shall be responsible for seeking any new religious leader for the Teqe. These senior Muhibs do not have to sit on the Board. Employment of a Baba or a Dervish will ultimately be by a two-thirds (2/3) vote of the Board. No one person shall make the decision to employ a Baba or Dervish or any other clergy with or for the Albanian American Bektashi Monastery.

Section 6.2 Dismissal of Clergy. A member of the resident clergy can be removed from the Teqe for any criminal or gross ethical transgression, moral violation, dereliction of duty or breach of Bektashi principles, practice and teachings. In order to dismiss

or remove a clergy member, a formal petition shall be drawn up by the Board setting forth the reason(s) for the sought-after dismissal. Removal of a Baba or a Dervish will ultimately be by a two-thirds (2/3) vote of the Board.

Section 6.3 Religious Hierarchy. The Bektashi community possesses an organized hierarchy, each with its own obligations and duties, both spiritual and organizational.

A. Baba - The Baba shall be employed as the spiritual and administrative head of the Albanian American Bektashi Monastery. He shall reside on the property of the Teqe. He shall present proof of ordination at the hand of a recognized Halife-Baba or Dede-baba. The Baba shall be celibate (*muxherid*), unless pressing circumstances demand otherwise. If no celibate Baba candidate can be found, a married (*mutehhil*) Baba will assume the position until a suitable celibate Baba is found. The Baba of the Albanian American Bektashi Monastery shall be responsible for uniting the community under Bektashi principles, practice, and teachings. He must demonstrate knowledge of Islam, of Sufism and of Bektashism. A candidate Baba with a divinity degree from a recognized university, college or seminary will take precedence over one without. The Baba has the authority to ordain dervishes and initiate aspirants (*ashiks*), thus making

them muhibs. The Baba will direct all religious ceremonies held in the *meydan*. The Baba does not have financial authority or claims to any monetary funds generated on behalf of the Teqe. If the Baba is not a U.S. citizen, then the Baba must obtain a work visa. Finalization of permanent status papers shall be determined after ten plus (10+) years of service and voted by the members. The Baba administers and exercises authority within the Teqe together with the Board, which is comprised of members chosen from among the Muhibs, in keeping with the Holy Canons (*erkan*), the bylaws of the Teqe, Bektashi tradition, as well as applicable civil law in the State of Michigan. The Board shall obtain the approval of the Baba (or Senior Cleric) for all planned actions. The Baba (or the Senior Cleric) reserves the right to veto any action deemed in conflict with Bektashi ethics, principles or tradition.

- B. Dervish** - A Dervish is an individual who performs spiritual rites and has the right to wear the vestments of a Bektashi dervish. A Dervish shall have an unwavering devotion to Bektashism and the Teqe and have an outlook on life that is indifferent to material possessions. He shall present proof of ordination at the hand of a recognized Baba or higher-ranked clergyman. Resident dervishes shall work for the progress of the Teqe and devote their energy to the advancement of Bektashism. Those dervishes

that are celibate may apply for residence in the Teqe and be approved for residence at the Baba's and the Board's discretion. In the absence of a Baba, the most senior Dervish at the Teqe shall serve temporarily as the Senior Cleric until such time as either the Dervish is elevated to the position of Baba, or a new Baba is installed at the Teqe. During such time, the Dervish as acting Senior Cleric shall perform all duties and shall otherwise have the authority of the Baba consistent with these Bylaws.

C. Muhib (*Myhyb*) - The Muhib is any individual who has taken the vows (*ikrar*) during a formal initiation ceremony (*nesib erkan*) in a teqe's Meydan at the hand of a Baba. A Muhib who has been initiated in a Teqe other than the Albanian American Bektashi Monastery and at the hand of a Baba other than the Baba of the Albanian American Bektashi Monastery is allowed to be a member of the aforesaid Teqe. However, such Muhib must have the approval of the Baba to serve on the Board. A Muhib shall have the right to vote, but the right to vote may be forfeited if it is found that he or she is not current with their annual membership dues, religious duties, responsibilities, and obligations of a Muhib as laid out in by Bektashi canon law (*erkan*).

D. Ashik - The Ashik is any individual who has not received initiation into Bektashism, but retains sympathy, love and devotion to Bektashism and the Teqe. An Ashik shall be eligible for membership and shall have the right to vote. All Ashiks, members or non-members, shall have the right to religious services and spiritual counsel carried out by the clergy of the Albanian American Bektashi Monastery.

Section 6.4 Governance. The Albanian American Bektashi Monastery is an independently owned and operated entity governed and administered by its clergy, its board, and its members. No clergy (foreign or domestic) has the right to impose any of its choice of additional clergy or hierarchical structure without the Baba's (or Senior Cleric's) approval and the Board's two-thirds (2/3) approval. Reference checks, biographies of the clergy, and background checks may be exercised before any decision is made. Foreign clergy members must obtain a work visa and show a basic grasp of English.

ARTICLE VII - BOARD OF COMMISSIONERS

Section 7.1 Function. Except as specifically provided in the Teqe's Articles of Incorporation or these bylaws, the rights, powers, duties, and responsibilities relative to the management and control of the Teqe's property, activities, and affairs are vested in the Board. In addition to the power and authority

expressly conferred upon it by these bylaws and the Articles of Incorporation, the Board, with the consent of the Senior Cleric (Baba, or if no Baba, Dervish), may take any lawful action on behalf of the Teqe which is not in contravention of the law, the Articles of Incorporation, or these bylaws.

Section 7.2 Number of Board Members. The number of members which shall constitute the Board shall be not fewer than seven (7) persons and not more than twelve (12) persons. Four (4) of these persons will represent the Teqe's membership living outside of Michigan;

- a. One (1) representative from the Eastern Zone.¹
- b. One (1) representative from the Midwest Zone.²
- c. One (1) representative from the Western Zone;³
- and,
- d. One (1) representative from Canada.

The size of the Board can be determined from time to time by resolution of the Board. In order to be a candidate for the Board, the candidate must be

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- 1 **The Eastern Zone** is defined as Maine, Vermont, New Hampshire, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Delaware, Pennsylvania, Maryland, Virginia, West Virginia, North Carolina, South Carolina, Georgia, Florida, Alabama, and Mississippi.
 - 2 **The Midwest Zone** is defined as Illinois, Wisconsin, Indiana, Ohio, Kentucky, Tennessee, Louisiana, Iowa, Missouri, Arkansas, and Minnesota.
 - 3 **The Western Zone** is defined as Texas, Oklahoma, Kansas, Nebraska, South Dakota, North Dakota, Montana, Wyoming, Colorado, New Mexico, Arizona, Utah, Idaho, Nevada, California, Oregon, Washington, Alaska, and Hawaii.

nominated by an active Board member, recommended by the Board and ultimately have the approval of the Senior Cleric. He or she must have been an active member of the Teqe for a period of not less than three (3) consecutive years and no less than five (5) years as an inactive member. Board members required qualifications are:

- A. Be a Muhib who has received initiation in the meydan of the Albanian American Bektashi Monastery. Candidates who received their initiation in other Teques will need the approval of the Senior Cleric of the Albanian American Bektashi Monastery to be considered for Board Membership;
- B. Be a member in good standing;
- C. Show devotion to the Albanian American Bektashi Monastery;
- D. Have paid membership dues for at least the past two (2) years;
- E. Be in regular attendance at meetings either in person or virtual;
- F. Be over twenty-one (21) years of age;
- G. Be voting member for at least two (2) years;
and,
- H. Have no criminal record (including misdemeanors and felonies).

Section 7.3 Elections. Board members shall be elected by the general member body at the annual meeting of members, except as provided in these bylaws to the contrary. Elections shall be held for each Board position. A majority of all members' vote cast, present or by proxy, for any Board member position shall be necessary for election to that position. If there are more candidates than positions, then the individuals shall be elected in by the highest numbers of votes received. Board members shall be elected from a list of candidates proposed and submitted at least three (3) months prior to the annual general meeting of the Teqe. The Chairman shall appoint a nominating committee comprised of the Senior Cleric and four members of the active general membership.

Section 7.4 Terms. The Chairman and Vice-Chairman shall be elected to a three (3) year term. All remaining Officers shall be elected for a two (2) year term commencing at the annual meeting following the member election of Board members and extending until the next annual meeting of the board or until his or her resignation or removal. Elected Board members' terms are to be staggered.

Section 7.5 Term Limits. No Board member shall serve more than two (2) successive terms in a row while holding the same position. A former Board member must wait five (5) years before they are eligible to serve after serving two (2) successive terms in a row.

Section 7.6 Resignation. A Board member may resign by giving written notice to the Chairman of the Teqe or to the Senior Cleric, which shall be immediately forwarded to the board. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt by the Chairman or to the Senior Cleric, and the acceptance of the resignation shall not be necessary to make it effective.

Section 7.7 Removal. Any Board member may be removed at any time, with or without cause, by a vote of two-thirds (2/3) of the board and the approval of the Senior Cleric of the Albanian American Bektashi Monastery.

Section 7.8 Vacancy. In the event a vacancy shall occur in a Board position, the Chairman or the Senior Cleric shall appoint a Board member to serve until the next duly-called election.

Section 7.9 Regular Meetings. The board shall hold regular meetings, the calendar to be established at the first meeting of the fiscal year. The board shall meet once a month. The meeting date and time may be changed, but it must be completed one (1) month in advance and put in writing to the board, and verbally noted at the prior month's meeting. Failure of the Board to meet at least monthly for 3 months in a row may cause the removal of one or more Board members (including the Chairman) by the Senior Cleric. If the Board fails to meet for one (1) fiscal year or more, the

Senior cleric reserves the right to dissolve the Board in question and call for the election of an entirely new Board.

Section 7.10 Special Meetings. Special meetings of the board may be called by the Chairman, or the Senior Cleric, or the request of two (2) members of the board. The call for a special meeting must state the date, time, location, and the business to be transacted. No other official business shall be transacted except that business stated in the call. Special meetings must be announced in mailing at least fourteen (14) days prior to the meeting. Phone calls may be made, but written notice is still required. The notice must state the reason for the special meeting.

Section 7.11 Board Quorum. A majority of the total number of Board members then in office constitutes a quorum for the transaction of business.

Section 7.12 Voting. The vote of a majority of the Board members present at a meeting at which a quorum is present shall constitute an action of the board unless a greater vote is required by law, by the Articles of Incorporation, or by these bylaws. Each Board member present shall have one (1) vote. A Board member may not act by proxy.

Section 7.13 Compensation of Board members. Board members, as such, shall not be compensated

for the performance of services to or for the Teqe but may, by resolution of the board, be reimbursed for expenses incurred on behalf of the Teqe.

Section 7.14 Action by Written Consent. Action required or permitted to be taken pursuant to a meeting of the board may also be taken without a meeting if, before or after the action, all Board members consent in writing. The written consents must be filed with the minutes of the proceedings of the board. The consent has the same effect as a vote of the board for all purposes.

Section 7.15 Conference by Telephone. A Board member may participate in a meeting employing conference call via telephone or other electronic means or similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 7.16 Discharge of Duties. A Board member shall discharge the duties of that position in good faith and with that degree of diligence, care, and skill which an ordinarily prudent person would exercise under similar circumstances in a like position. In discharging these duties, a Board member, when acting in good faith, may rely upon the opinion of counsel for the Teqe, upon the report of an independent appraiser selected with reasonable care by the board, or upon financial statements of the

Teqe represented to the Board member as corrected by the Chairman or the Officer having charge of its books or account, or as stated in a written report by an independent public or certified public accountant or firm of accountants fairly to reflect the financial condition of the Teqe.

Section 7.17 Certain Transactions. A contract or other transaction between the Teqe and one or more of its Board members, or between the Teqe and a domestic or foreign corporation, domestic or foreign business corporation, firm or association of any type or kind, in which one or more of its Board members are Board members, or are otherwise interested, is not void or voidable solely because of such common Commissioniership or interest, or solely because such Board members are present at the meeting of the board or committee thereof which authorizes or approves the contract or transaction, or solely because their votes are counted for such purpose if any of the following conditions are satisfied:

- A. The contract or other transaction is fair and reasonable to the Teqe when it is authorized, approved, or ratified.
- B. The material facts as to the Board member's relationship or interest and as to the contract or transaction are disclosed or known to the board or committee, and the board or committee authorizes, approves, or ratifies the contract or

transaction by a vote sufficient for the purpose without counting the vote of any common or interested Board member.

ARTICLE VIII - OFFICERS

Section 8.1 Officers. The Teqe's Officers shall be a Chairman, a Vice-Chairman, a Treasurer, and a Secretary. The remainder of the board shall have the title of Director. The Nominating Committee shall elect the Officers. The Board of the Teqe may, from time to time, elect or appoint other Officers, including but not limited to Vice-Chairmans, Assistant Treasurers, and Assistant Secretaries, as the board may deem advisable. Such Officers shall have such authority and shall perform such duties as from time to time may be prescribed by the board. Any two or more offices, except that of Chairman and Secretary, may be held by the same person. In addition to the powers and duties of the Officers of the Corporation as set forth in these bylaws, the Officers shall have such authority. They shall perform such duties as from time to time may be determined by the board. No Officer shall execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or the Articles of Incorporation or bylaws to be executed, acknowledged, or verified by two (2) or more Officers and the consent of the Senior Cleric.

Sections 8.2 Terms of Office. The Chairman and Vice-Chairman shall be elected to a three (3) year

term. All remaining Officers shall be elected for a two (2) year term commencing at the annual meeting following the member election of Board members and extending until the next annual meeting of the board or until his or her resignation or removal.

Section 8.3 Term Limits. No Board member shall serve more than two (2) successive terms in a row while holding the same position. A former Board member must wait five (5) years before they are eligible to serve after serving two (2) successive terms in a row.

Section 8.4 The Chairman. The Chairman shall perform the following duties with the advice and consent of the Senior Cleric.

- A. the Chairman shall chair all meetings of the board and the active membership.
- B. the Chairman shall appoint the Chairperson and all members of standing and ad hoc committees with the board's advice and consent and may serve ex-officio, without voting privileges as a member of all committees, except the Nominating Committee.
- C. the Chairman shall prepare in consultation with the Secretary a written agenda for each membership and Board meeting.
- D. the Chairman shall oversee and implement the budget.
- E. the Chairman shall run the day-to-day operations.

- F. the Chairman shall be responsible for allocating budgets, projects, donations, and drives.
- G. the Chairman will seek the consultation of and be in regular contact with the Senior cleric regarding all matters of the board.

Section 8.5 Vice-Chairman. The Vice-Chairman shall perform the following duties with the advice and consent of the Senior Cleric.

- A. the Vice-Chairman shall assume the duties of the Chairman in his/her absence; to the office of Chairman if that office is vacated during his/her term; and such other duties as the board may direct.
- B. the Vice-Chairman shall have an operational role with the committees.
- C. the Vice-Chairman shall work closely with the property manager.
- D. the Vice-Chairman shall report to the Chairman.

Section 8.6 Secretary. The Secretary shall perform the following duties with the advice and consent of the Senior Cleric.

- A. the Secretary shall keep a record of the proceedings of the Teqe at both the membership and Board meetings and shall:
- B. Keep on file all committee reports;
- C. Notify Officers and committee members of their election or appointment; furnish committees

with whatever documents are required for the performance of their duties; and have available at each meeting a list of all existing committees and their members;

- D. Maintain a record book in which the Teqe's bylaws, special rules of order, standing rules, and minutes are entered, with any amendments to these documents properly recorded, and have the current record book available at each meeting;
- E. Assist the Chairman prior to each meeting in the preparation of the agenda;
- F. Notify each member of the board of scheduled membership and board meetings and provide each with a copy of the board meeting agenda and the minutes of the previous board meeting within a reasonable time prior to the date of the next meeting;
- G. Conduct the general correspondence of the Teqe that is not the proper function of other officers and committees;
- H. In the absence of the Chairman and vice-Chairman, call the meeting to order and preside until the election of a chairperson pro tem, which should be the first order of business; and,
- I. perform such other duties as the board may direct.
- J. Work with the property manager.
- K. Work with the Treasurer to effectively and efficiently send donation acknowledgments to donors.

Section 8.7 Treasurer. The Treasurer shall perform the following duties with the advice and consent of the Senior Cleric. The Treasurer shall keep an accurate record of all money received and disbursed by the Teqe and pay out no money belonging to the Teqe except at the direction of the board, and shall:

- A. Provide the Board and membership with a written report at their respective regular meeting, which accurately reflects the current financial condition of the Teqe.
- B. Be responsible for the investment of all Teqe funds subject to the board's approval and direction and to the special limitations of trusts, endowments, and similar agreements.
- C. Serve as a member of the Finance Committee.
- D. Work with the property manager.
- E. Work with an off-site accountant
- F. Shall implement finances with an accountant using QuickBooks or the latest nonprofit accounting program.
- G. Work with the membership/fundraising committee.
- H. Any disbursements of money over \$5,000.00 by the Treasurer must be done with the consent of the Senior Cleric.

Section 8.8 Giving of Bond by Officers. All Officers of the Teqe, if required to do so by the board, shall furnish bonds to the Teqe for the faithful

performance of their duties, in such penalties and with such conditions and security as the board shall require. The Teqe shall assume the cost of providing any bond required hereunder.

Section 8.9 Resignation. Any Officer may resign at any time by giving written notice to the board or to the Chairman of the Board. Any such resignation shall take effect at the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.10 Removal. Any of the Officers designated in Section 7.1 of this Article VII may be removed by the board at any time, with or without cause, by a vote of two-thirds (2/3) of the board and the approval of the Senior Cleric of the Albanian American Bektashi Monastery.

Section 8.11 Vacancy. In the event a vacancy shall occur in the office of Chairman, the Vice-Chairman shall become Chairman. In the event a vacancy shall occur in any other Officer position, then the Nominating Committee shall seek out his or her replacement, and the board shall appoint an Officer until the next duly-called election.

Section 8.12 Discharge of Duties; Reliance on Reports. An Officer shall discharge the duties as an Officer and shall be entitled to rely on reports, etc., in the same manner as specified for a Board member in Sections 7.16 and 7.17.

ARTICLE IX - COMMITTEES

Section 9.1 General. The Chairman may designate such committee or committees with such duties and powers as he or she may deem appropriate in order to carry out the programs and purposes of the Teqe. There shall be four (4) standing committees: a Finance Committee, a Nominating Committee, a Communications Committee, and a Membership/Fundraising Committee. Any Special Committee shall be dissolved as soon as it has fulfilled its function. The Chairman shall designate the persons to serve on each committee and to serve as Chairperson of the committee. Each committee shall have at least one Board member serving on the committee. Membership on committees is open to all persons, Board members, and non-Board members. Each committee shall make such reports of its activities to the board as the board may request.

Section 9.2 Powers. Any committee shall exercise such powers and perform such duties as are stated in these bylaws or as the board may, from time to time authorize, including any or all powers and authority of the board in the management and affairs of the Teqe; however, no committee shall have power or authority to:

- A. Amend the Articles of Incorporation;
- B. Adopt an agreement of merger or consolidation;
- C. Amend the bylaws of the Teqe;

- D. Fill vacancies in the board;
- E. Fix compensation of the members for serving on the board or on a committee;
- F. Terminate a persons' membership in the Teqe and,
- G. Take any other action prohibited by law, the Articles of incorporation or these bylaws.

Section 9.3 Rules for Committees. The board may adopt rules regarding the conduct of committees and their meetings, including rules for the calling of meetings, quorum requirements, and voting. To the extent it is not inconsistent with the rules adopted by the board, each committee may establish its own rules to govern the conduct of its activities.

Section 9.4 Standing Committees. There shall be four (4) standing committees, a Finance Committee, a Nominating Committee, a Communications Committee, and a Membership/Fundraising Committee.

Section 9.5 Finance Committee. The board shall appoint a Finance Committee consisting of four members, plus the Treasurer of the Teqe. The Finance Committee's responsibilities shall be to:

- A. Purpose methods of obtaining income to finance the Teqe's operations;
- B. Monitor the performance of the Teqe's investments and share recommendations to the

board for appropriate changes in the manner in which the Teqe's funds are invested;

- C. Propose a budget for each fiscal year and to present the same to the board for its review no later than its April meeting; and,
- D. Periodically review the administration of the Trust and report to the board at the May and November meetings.

Section 9.6 Nominating Committee The Chairman shall appoint a Nominating Committee consisting of the Baba (or Senior Cleric) and four Muhibs from the voting membership.

- A. It shall be the Nominating Committee's duty to nominate one or more candidates for each office.
- B. The Nominating Committee shall report in writing to the Secretary and announce the nominees to the general membership at the regular meeting prior to the annual meeting. The nominees' names shall be published in the Teqe's newsletter (or similar social media or other reliable means of publication) prior to the annual membership meeting.
- C. Additional nominations may be made by individual members at the regular meeting at which the report of the Nominating Committee is presented. No nominations may be made from the floor at the annual meeting.
- D. Members may not be nominated for office

unless they have given their consent and agree to serve if elected.

Section 9.7 Communications Committee. The Communications Committee shall be responsible for newsletters, calendars, magazines, publications and be responsible for communicating all functions and/or events with the community.

- A. The Communications Committee shall report to the Vice-Chairman of the Board.
- B. The Communications Committee shall operate and oversee the Teqe's website.

Section 9.8 Membership/Fundraising Committee. The Membership/Fundraising Committee shall be responsible for coordinating fundraising events.

- A. The Membership/Fundraising Committee shall create financial goals with the board for fundraising events.
- B. The Membership/Fundraising Committee shall work with the Secretary to maintain accurate membership contacts.
- C. The Membership/Fundraising Committee shall develop methods of maintaining and increasing membership.

Section 9.9 Clergy Election Committee. The Chairman shall appoint a Clergy Elections Committee consisting of no less than two (2) and no more than six (6) senior Muhibs. The Clergy Election Committee responsibilities shall be to

Identify and research candidates for all religious vacancies and report to the Board.

Section 9.10 Volunteers. Volunteers shall serve without compensation but may be reimbursed for expenses incurred as authorized by the board.

ARTICLE X - CONFLICT OF INTEREST

Section 10.1 Policy. The Teqe's policy is that all Board members and Officers shall scrupulously avoid any conflict or the appearance of any conflict between their own interests and the interest of the Teqe. In furtherance of this purpose, it is the policy of the Teqe that its board members, Management personnel and members of all committees, panels or boards serving the Teqe, and employees shall annually submit in writing to the Chairman of the Board and its Chairman a Conflict of Interest Statement in the form prescribed by the board. This policy is intended to supplement, but not replace, any applicable state laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 10.2 Definition. This policy applies to any Cleric, Board member, Officer, employee, or member of a committee with Board-delegated powers who has a direct or indirect financial interest that may create a real or potential conflict interest. For purposes of this policy, such an individual is defined as an "interested person." For purposes of this policy, a person has a financial interest if the person has, directly or

indirectly, through business, investment, or family:

- A. Any ownership or investment interest in any entity with which the Teqe has a transaction or arrangement, or
- B. A compensation arrangement with the Teqe or with any entity or individual with which the Teqe has a transaction or arrangement, or
- C. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Teqe is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Section 10.3 Procedures.

- A. Duty to Disclose. A member of the board, or member of any committee, shall immediately, and in writing, notify the Chairman of the Teqe of any conflict of interest or potential conflict of interest as soon as he or she becomes aware of it. A person having a conflict of interest or potential conflict of interest shall not participate in any matter that might come before the board or any committee of the board, which directly or indirectly implicates the conflict. If the member fails to do so voluntarily, the Chairman of the Board or the Chairperson of any committee involved is empowered to take necessary and appropriate action to ensure

the affected member does not participate until the conflict has been resolved.

- B. Procedures for Addressing Conflict. As a matter of practice, the board or committee shall not engage in transactions that would give rise to a conflict of interest or the perception of a conflict of interest. If a majority of the disinterested members of the board or committee determines, by recorded note, that no equivalent or more advantageous transaction or arrangement is attainable under circumstances that would not give rise to a conflict of interest. In that case, the board or committee may determine by a majority vote of the disinterested commissioners whether the transaction or arrangement is in the Teqe's best interest and for its own benefit, and that the transaction is fair and reasonable to the Teqe and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.
- C. Records of Proceedings. The minutes of the board or committee shall contain the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or potential conflict of interest, the nature of the financial interest, the board's or committee's decision as to whether a conflict of interest, in fact, existed, the board or committee's determination that no equivalent or more advantageous transaction or arrangement is attainable under circumstances that would not give rise to a conflict of interest and the record

of any vote to proceed with a transaction despite a conflict of interest.

ARTICLE XI - INDEMNIFICATION OF OFFICERS, BOARD MEMBERS, EMPLOYEES, AND AGENTS

Section 11.1 Indemnification of Commissioners: Clams by Third parties.

The Teqe may, if approved by the board, in its complete discretion, and to the extent that the board may approve, indemnify a Board member (the “indemnatee”) who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Teqe, by reason of the fact that he or she is or was a Commissioner, Officer, employee or agent of the Teqe, or is or was serving at the request of the Teqe as a Board member, Officer, partner, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys’ fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the indemnatee in connection with the action, suit, or proceeding, if the indemnatee acted in good faith and in a manner the indemnatee reasonably believed to be in or not opposed to the best interests of the Teqe, and with respect to any criminal action or proceeding, if

the indemnitee had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, does not, of itself, create a presumption that the indemnitee did not act in good faith and in a manner which the indemnitee reasonably believed to be in or not opposed to the best interests of the Teqe, and with respect to any criminal action or proceeding, had reasonable cause to believe was unlawful.

Section 11.2 Indemnification of Board Members:
Claims brought by or in the right of the Teqe.

The Teqe may, if approved by the board, in its complete discretion, and to the extent that the board may approve, indemnify a commissioner (the “indemnitee”) who was or is a party to or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Teqe to procure a judgment in its favor by reason of the fact that the indemnitee is or was a commissioner, officer, employee or agent of the Teqe, or is or was serving at the request of the Teqe as a commissioner, officer, partner, board member, employee or agent of another foreign or domestic corporation, business, corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses, including actual and reasonable attorneys’ fees, and amounts paid in settlement incurred by the person in connection with the action or suit, if the indemnitee

acted in good faith and in a manner the indemnitee reasonably believed to be in or not opposed to the best interests of the Teqe. However, indemnification under this Section shall not be made for a claim, issue, or matter in which the indemnitee has been found liable to the Teqe unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the indemnitee is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

Section 11.3 Indemnification against Expenses. To the extent that a Board member, Officer, employee, volunteer, or agent of the Teqe has been successful on the merits or otherwise in defense of an action, suit, or proceeding referred to in Section 11.1 or 11.2 above, or in defense of a claim, issue, or matter in action, suit, or proceeding, the successful party may, if approved by the board in its complete discretion, and to the extent which the board may approve, be indemnified against expenses, including actual and reasonable attorneys' fees, incurred in connection with the action, suit or proceeding. This section is intended to eliminate the mandatory indemnification of Section 563(1) of the MNCA.

Section 11.4 Approval of Indemnification. Any indemnification under Sections 11.1 or 11.2 hereof, unless ordered by a court, shall be made by the

Teqe only as authorized in the specific case upon a determination that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in Sections 11.1 and 11.2. This determination shall be made in any of the following ways:

- A. By a majority vote of a quorum of the board consisting of the Board members who were not parties to the action, suit, or proceeding. The approval of the Senior Cleric shall be sought.
- B. If the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of Board members who are not parties to the action. The committee shall consist of not less than two (2) disinterested Board members.
- C. By independent legal counsel in a written opinion.

Section 11.5. Advancement of Expenses. The Teqe may pay expenses incurred in defending a criminal or civil action, suit, or proceeding described in Sections 11.1 or 11.2 above in advance of the final disposition of the action, suit or proceeding, if approved by the board, in its complete discretion, at to the extent that the board may approve, upon receipt of an undertaking by or on behalf of the indemnitee to repay the expenses if it is ultimately determined that the indemnitee is not entitled to be indemnified by the Teqe. The undertaking shall be by an unlimited general obligation of the person on whose behalf advances are

made and may be evidenced by a promissory note if required by the board. The Teqe may require such security, guarantees, bonds, or other assurances as the board deems advisable to secure the undertaking to repay the expenses advanced by the Teqe.

Section 11.6 Partial Indemnification. If an indemnitee seeks indemnification under Section 11.1 or 11.2 for a portion of expenses, including attorneys' fees, judgment penalties, fines, and amounts paid in settlement, but not for the total amount thereof. In that case, the Teqe may, if approved by the Board and the Senior Cleric, in its complete discretion, and to the extent that the board may approve, indemnify the indemnitee for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the indemnitee is entitled to be indemnified.

Section 11.7 Indemnification of Employees and Agents. Any person who is not covered by the foregoing provisions of this Article and who is or was an employee or agent of the Teqe, or is or was serving at the request of the Teqe as a Board member, Officer, employee, or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, may be indemnified if approved by the board, in its complete discretion, and to the extent that the board may approve.

Section 11.8 Liability Insurance. The Teqe shall have the power to purchase and maintain insurance (including insurance issued by an affiliated insurer and insurance for which premiums may be adjusted retroactively, in whole or in part, based upon claims experience or similar arrangements and may also create a trust fund or other form of funded arrangement) on behalf of any person who is or was a Board member, Officer, employee or agent of the Teqe, or is or was serving at the request of the Teqe as a Board member, Officer, employee or agent of another corporation, business corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Teqe would have the power to indemnify the person against such liability under the provisions of the MNCA, as amended.

Section 11.9 Severability. Each and every paragraph, sentence, term, and provision of this Article shall be considered severable in that, in the event a court finds any paragraph, sentence, term, or provision to be invalid or unenforceable, the validity and enforceability, operation, or effect of the remaining paragraphs, sentences, terms, or provisions shall not be affected. This Article shall be construed in all respects as if the invalid or unenforceable matter had been omitted.

ARTICLE XII - MISCELLANEOUS PROVISIONS

Section 12.1 Contracts, Conveyances, Etc. Unless otherwise directed by the board, all conveyances, contracts, and instruments of transfer and assignment shall be specifically approved by the board and shall be executed on behalf of the Teqe by such Officers or agents as may be specifically authorized by the board.

Section 12.2 Execution of Instruments. Unless otherwise designated by the board, all Teqe instruments and documents including, but not limited to, checks, drafts, bills of exchange, acceptances, notes or other obligation, or orders for the payment of money shall be signed by such Officers of the Teqe as from time to time are designated by resolution of the Board of Commissioners. The board may also require that checks or drafts be signed by two (2) or more persons.

Section 12.3 Borrowing. No loans and no renewals of any loans shall be contracted on behalf of the Teqe except as authorized by the board. When authorized to do so, any Officer or agent of the Teqe may affect loans and advances for the Teqe from any bank, trust company, or other institution or from any firm, corporation, or individual, and for such loans and advances may make, execute and deliver promissory notes or other evidence of indebtedness and liabilities of the Teqe. When authorized to do so, any Officer or agent of the Teqe may pledge, hypothecate or transfer, as security for the payment of any and all loans, advances, indebtedness, and liabilities of the

Corporation any and all stocks, securities, and other personal property at any time held by the Teqe and to that end may endorse, assign and deliver the same. The authority contained in this Section 12.3 shall be express and confined to specific instances.

Section 12.4 Deposits. All funds of the Teqe not otherwise employed shall be deposited from time to time to the Teqe's credit in such banks, trust companies, or other depositories as the board may select. For the purpose of deposit and for the purpose of collection for the account of the Teqe, checks, drafts, and other orders for the payment of money which are payable to the order of the Teqe shall be endorsed, assigned, and delivered by such person or persons and in such a manner as may from time to time be designated by the board.

Section 12.5 Method of Giving Notices. Any notice required by statute or by these bylaws to be given to the Board members, or to any Officers of the Teqe unless otherwise provided herein or in any statute, shall be given by mailing to such Board member or Officer at his or her last address as the same appears on the records of the Teqe. Such notice shall be deemed to have been given at the time of such mailing.

Section 12.6 Corporate Seal. The Teqe shall have the right to adopt a corporate seal.

Section 12.7 Headings and Parenthetical Insertions.

The article and paragraph headings included in these bylaws have been used solely for convenience. They shall in no event act as or be used in conjunction with the interpretation of these bylaws.

Section 12.8 Conflict with Statute. In the event that any article or section of these bylaws shall conflict with the *Michigan Non-Profit Corporation Act of 1982*, as amended, the Act shall rule.

Section 12.9 Teqe Records and Files. Board members, committee chairpersons, employees, and department heads shall turn over all official records and other Teqe property to the Secretary upon leaving their position. The Secretary will assume custody of written records and will turn other property over to the proper person. Records will be deposited in the Secretary's files located in the Teqe, where they may be reviewed by the incoming Officers, chairpersons, and other members.

Section 12.10 Affiliations. The Albanian American Bektashi Monastery may affiliate with other Bektashi organizations in the United States or any similar organizations but shall not submit to the control of such organization or organizations.

Section 12.11 Political Activity. Neither the Board nor the Teqe as an institution shall endorse or support, directly or indirectly, any candidate for political office (foreign or domestic), nor shall it knowingly allow

the resources of the Teqe to be used in connection with any political campaigns (foreign or domestic). The Board and the Teqe 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 12.12 Antiterrorism. The Board and the Teqe as an institution shall not knowingly directly or indirectly engage in, promote, or support other organizations or individuals who engage in or promote terrorist activity. The Board and the Teqe shall not knowingly make its facilities or resources available to support any activities of organizations whose purpose is subversive to the interests of the United States Government or the United States' national security.

Section 12.13 General Fund. The general contributions, pledges, dues, and other general income of the Teqe shall be deposited into a legally recognized banking institution and shall constitute the general fund.

Section 12.14 Special Fund. The board may create other special funds titled under specific or separate accounts to receive and accumulate pledges, gifts, inheritances that may be designated for the fulfillment of any specific purpose or proposed purpose not inconsistent with the Articles of Incorporation and these bylaws.

Section 12.15 Investing. The Council may invest and reinvest funds that have been accumulated under the funds stated above in a manner consistent with the rules related to trustees for prudent investment.

Section 12.16 Title. Title to all property shall be held in the name of The Albanian American Bektashi Monastery. All titles, deeds, and other documents, relating to the property shall be kept in the Teqe's custody.

Section 12.17 Real Property. The board shall have no right to mortgage, lease, transfer, sell or purchase any real property on behalf of the Teqe unless it has been authorized to do so by a general meeting of the Teqe called for that purpose. A general or special meeting convened for such purpose shall be held on call of the board issued to the members of the Teqe in writing, and such call must contain a specific notice setting forth the purpose of the meeting. No Teqe property shall be mortgaged, sold, leased, transferred, or purchased, except by a two-thirds (2/3) majority vote of the voting members of the Teqe attending such meeting and approval. The highest and best use of the property is to be conveyed and used solely for the benefit of the Teqe only.

Section 12.18 Compensation of Clerics. The Teqe, through its Board of Directors, shall provide for the materials needs of its Clerics. Those material needs include but are not necessarily limited to: housing,

health insurance, food, utilities, transportation, taxation, disability insurance, conferences and continuing education, and retirement funding.

ARTICLE XIII DISSOLUTION & MERGER

Section 13.1 Dissolution or Merger. The Albanian American Bektashi Monastery, and its property is to stand in perpetuity. However, in the event of the involuntary dissolution or merger of the Teqe, as voted by two-thirds of a quorum of the general membership at a regularly or specially called meeting or by proxy, all of the Teqe's assets, real and personal, remaining after payment of all of its obligations as provided by law, shall be distributed to such charitable organization or Bektashi organizations which are qualified a tax-exempt under Section 501(c)(3) of the Code, as the Board of the Teqe and its Senior cleric shall select and determine. In making such determination, the board and the Senior cleric shall be guided, but not bound, by the wishes of the donors of such assets to the extent that such wishes are consistent with the current needs of those served by the Teqe at the time of such dissolution.

Any such assets not so disposed of, for whatever reason, shall be disposed of by order of the Circuit Court for the County of Wayne to such organization or organizations as said court shall select and determine which are tax-exempt under Section 501(c)(3) of the Code.

ARTICLE XIV - AMENDMENTS AND ADDITIONS

Section 14.1 Amendments. Except as may be required by Michigan Statute or to the contrary in the bylaws, these bylaws may be amended by a vote of two-thirds of the members voting at a meeting called for that purpose. A proposed amendment to the bylaws must be presented in writing and proposed to the members at the meeting not less than thirty (30) days prior to the meeting called for the purpose of voting on bylaws changes. The Chairman of the Board shall assure these bylaws will be reviewed and/ or revised, incorporating any heretofore voted amendments every five (5) years.

Section 14.2 Rules and Regulations. The board may adopt additional rules and regulations, general or specific, for the conduct of meetings. Additional rules and regulations, general or specific, for the conduct of the Teqe's affairs, provided; however, no such additional rule or regulation shall be inconsistent with or in contravention of any provision of the Articles of Incorporation or these bylaws. The rules and regulations regarding the role of the clerics and religious hierarchy cannot be changed.

JOB DESCRIPTIONS

BOARD OFFICES

Chairman

- Preside over the cabinet and their meetings.
- Oversee & implement budgets.
- Run day-to-day operations.
- Lead cabinet & committee's to achieve goals.
- Responsible for allocating budgets, projects, donations, and drives.
- Has one (1) vote.
- Term can be 1, 2, or 3-year terms staggered to the rest of the cabinet.
- Appointed by Chairman or voted in by the board, or by Muhibs, or by general membership.
- Coordinates meetings with cabinet & committees.
- Serves as liaison and reports to Chairman.
- 1 or 2 signers of bank accounts.

Vice-Chairman

- Serves as Chairman in the absence of Chairman.
- Has a more operational role or hands-on role with committees.
- Works closely with the property manager.
- Reports to Chairman.

Secretary

- Cabinet's official records keeper.
- Coordinates meeting with the board.
- Takes notes and official minutes at all meetings.
- Processes and distributes minutes to officers and alike.

- Creates an official agenda for meetings in collaboration with other cabinet members
- Works closely with the property manager
- Reports to the Chairman
- Works with Treasurer to effectively and efficiently send donation acknowledgments to donors

Treasurer

- Responsible for all financial operations
- Reports to Chairman
- Works closely with the property manager
- Works closely with an off-site accountant
- Implement finances with accountant using industry-accepted accounting computer software
- 1 or 2 signers of bank accounts

RESTATED
ARTICLES OF INCORPORATION
THE ALBANIAN AMERICAN BEKTASHI
MONASTERY
(A Michigan Ecclesiastical Corporation)

Pursuant to the provisions of Act 327, Public Acts of 1931, and Act 162, Public Acts of 1982, the undersigned ecclesiastical corporation executes the following Restated Articles of Incorporation:

- A. The present name of the corporation is The Albanian American Bektashi Monastery.
- B. The corporation identification number (CID) as assigned by the Bureau is: 744-338
- C. All former names of the corporation are: The First Albanian Teqe Bektashiane in America.
- D. The date of filing of the original Articles of Association as an Ecclesiastical Corporation was: April 27, 1954.
- E. The date of filing of the Certificate of Amendment to the Articles of Incorporation was June 19, 1964.
- F. The date of filing of the Restated Articles of Incorporation for use by Ecclesiastical Corporation was February 2, 1995. The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Restated Articles of Incorporation for the Corporation:

ARTICLE I

The name assumed by this corporation and by which it shall be known in law is Albanian American Bektashi Monastery (hereinafter referred to as the “Teqe”).

ARTICLE II

A. The location of said religious establishment shall be in the city of Taylor, the County of Wayne, and the State of Michigan.

B. The address and the mailing address of the registered office is:

**21749 Northline Road
Taylor, Michigan 48180**

C. The name of the resident agent at the registered office is the resident Senior cleric.

ARTICLE III

The time for which the Teqe shall be created shall be perpetual.

ARTICLE IV

The members of the Teqe shall worship and labor together according to the discipline, rules, and usages of the Albanian American Bektashi Monastery (or other jurisdiction as the case may be), as from time to time authorized and declared by the governing body.

ARTICLE V

A. The purposes for which the Teqe is organized are as follows:

- To maintain and preserve the spiritual and physical well-being and unity of its membership and the domestic community.
- To coordinate religious work or activity with the intent of propagating, practicing, and forever perpetuating religious worship, cultural traditions, discipline, and faith, all abiding by the Bektashi Sufi order.

B. The Teqe is intended to be an organization that is exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent Federal tax laws (the “Code”), and which qualifies as “other than a private foundation” within the meaning of Section 509(a)(1) of the Code. All terms and provisions of these Articles of Incorporation (and of the bylaws of the Teqe) shall be construed, applied, and carried out in accordance with such intent. Notwithstanding any other provision of these articles, the Teqe shall not carry on any activity not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by an organization the contributions to which are deductible under Section 170(c)(2) of the Code.

C. The Teqe 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.

- D. No substantial part of the activities of the Teqe shall be to carry on propaganda or otherwise attempt to influence legislation.
- E. No substantial part of the activities of the Teqe shall consist of the provision of commercial-type insurance.
- F. The Teqe shall not knowingly support any activities of organizations whose purpose or activities are terrorist in nature or subversive to the national security of the United States government or its populace.

ARTICLE VI

- A. The Teqe is organized upon an ecclesiastical basis and shall be governed by its members as shall be defined in the bylaws of this Teqe.
- B. The Teqe is independently owned and operated by its clergy and its members.
- C. The Teqe is to be financed under the following general plan: By gifts, grants, contributions, and bequests from the general public, income from the performance of its exempt purpose, and investment income.

ARTICLE VII

Definitions:

- A. The term “Teqe” shall be read to mean and shall include the congregation and the building and grounds located at 21749 Northline Road, Taylor, Michigan 48180.

- B. The word “Board” shall have the same definition as “Board” as set forth in Section 105 (5) of the Act.
- C. The word “Board member” shall have the same definition as “Director” as set forth in Section 106 (2) of the Act.
- D. A member shall be a person qualified as such as defined in the bylaws of the Teqe.

ARTICLE VIII

- A. No part of the net earnings of the Teqe shall be distributed to, or inure to the benefit of, any Board member or Officer of the Teqe contributor or private person as prohibited by applicable law, including, but not limited to, Section 501 (c) (3) of the Code.
- B. In the event of the voluntary or involuntary dissolution or merger of the Teqe, as voted by two-thirds of a quorum of members at a regularly or specially called meeting, all of the Teqe’s assets, real and personal, remaining after payment of all of its obligations as provided by law, shall be distributed to such charitable organization or organizations which are qualified as tax-exempt under Section 501(c)(3) of the Code, as the Senior cleric and the Board of the Teqe shall select and determine. In making such determination, the board shall be guided but not bound by the wishes of the donors of such assets to the extent that such wishes are consistent with the current needs of those served by the Teqe at the time of such dissolution.

ARTICLE IX

Except as otherwise required by law, these Articles of

Incorporation may be amended or restated by the majority vote of the Board of the Teqe at any regular or special meeting.

ARTICLE X

A. To the fullest extent permitted under Section 209(c) of the Michigan Nonprofit Corporation Act, as the same presently exists or may hereafter be amended (the “Act”), a volunteer director or volunteer officer of the Teqe shall not be personally liable to the Teqe for monetary damages for breach of the volunteer director’s or volunteer officer’s fiduciary duty. However, this provision does not eliminate or limit the liability of a volunteer director or volunteer officer for any of the following:

1. A breach of the volunteer director’s or officer’s duty of loyalty to the Teqe.
2. Acts or omissions not in good faith or that involve intentional misconduct or a known violation of the law.
3. A violation of Section 551(1) of the Act.
4. A transaction from which the volunteer director or officer derived an improper personal benefit.
5. An act or omission occurring before January 1, 1988.
6. An act or omission that is grossly negligent. Any volunteer director or volunteer officer of the Teqe shall only be personally liable for monetary damages for a breach of fiduciary duty as a Board member or Officer to the Teqe to the extent set forth in this Section A.

- B. To the fullest extent permitted under Section 209(d) of the Act, the Teqe assumes all liability to any person other than the Teqe for all acts or omissions of a volunteer director occurring on or after January 1, 1988, incurred in the good faith performance of the volunteer director's duties as such. A claim for monetary damages for such a breach of a volunteer director's duty to any person other than the Teqe shall not be brought or maintained against a volunteer director; but such a claim shall be brought or maintained instead against the Teqe, which shall be liable for the breach of the volunteer director's duty.
- C. The term "volunteer commissioner" shall have the same definition as "volunteer chairman" as set forth in Section 110(2) of the Act.
- D. Any repeal, amendment, or other modification of this Article shall not adversely affect any right or protection of a volunteer director or officer of the Teqe existing at the time of such repeal, amendment, or other modification. If the Act is amended after this Article becomes effective, then the liability of Board members shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

ARTICLE XI

- A. To the fullest extent permitted by the Act the Teqe assumes the liability for nil acts or omissions of the Teqe's volunteer Board members, volunteer officers, or other volunteers occurring on or after the date this Article becomes effective in accordance with the pertinent provisions of the Act if all of the following are met:

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority;
2. The volunteer was acting in good faith;
3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. The volunteer's conduct was not an intentional tort; and,
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

B. It is the intention and purpose of this Article that by reason of the foregoing provisions, a claim for monetary damages for a volunteer's acts or omissions shall not be brought or maintained against a volunteer but shall be brought and maintained against the Teqe.

C. Any repeal, amendment, or modification of this Article shall not adversely affect any right or protection of a volunteer of the Teqe existing at the time of such repeal, amendment, or other modification. If the Act is amended after this Article becomes effective, then the liability of volunteers shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

These Restated Articles of Incorporation were duly adopted on the _ day of __ 20__, in accordance with the provisions of Section 642 of the Act 162, Public Acts of 1982 and Section 182 of Act 327, Public Acts of 1931, as amended, by the necessary number of members and do further amend the provisions of the Articles of Incorporation.

(i) The following is a copy of the Call for the Meeting: (The call notifying the members of the meeting should be copied here, using the wording as it appeared in the church bulletin, paper, notice, or as it was announced from the pulpit. Minutes of the meeting are not required.)

(ii) The number of members present at such meeting:

(iii) The number of members voting in favor of the Restated Articles of Incorporation:

These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation and were duly adopted by the members. The necessary number of votes was cast in favor of these Restated Articles of Incorporation.

These bylaws of the Albanian American Bektashi Monastery are hereby approved and submitted by the undersigned.

Senior Cleric

Chairman

Vice-Chairman

Secretary

Treasurer



In the event that any of the above-sign individuals refuse to recognize any or all of the points of these bylaws after having placed their signature of total approval, that individual's position on the Board of Commissioners will be rendered void, and a replacement individual will be determined by the senior cleric or special election.

