

ARTICLES OF RESTATEMENT  
ALL DULLES AREA MUSLIM SOCIETY  
(a Virginia nonstock corporation)

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, of the Code of Virginia States as follows:

1. The name of the corporation is All Dulles Area Muslim Society (“ADAMS”).
2. The Restatement contains amendments to the Articles of Incorporation.
3. ADAMS’ Articles of Incorporation shall be amended and restated in their entirety.
4. The text of the Amended and Restated Articles of Incorporation is attached hereto.
5. The Amended and Restated Articles of Incorporation was proposed by the Board of Trustees and submitted to the members in accordance with the provisions of Title 13.1, Chapter 10 of the Code of Virginia, and at a meeting of the members on December 10, 2023 at which a quorum of the voting members were present.

The total number of votes cast for and against the Amended and Restated Articles of Incorporation by the voting members was:

Total votes FOR  
786

Total votes AGAINST  
251

6. The effective date of the Articles of Incorporation shall be March 24, 2023.

**IN WITNESS WHEREOF**, the undersigned duly authorized Chairperson of ADAMS has executed these Articles of Restatement on behalf of ADAMS.

Date: March 24, 2023

All Dulles Area Muslim Society  
By: \_\_\_\_\_  
Tariq Islam  
Chairperson

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ALL DULLES AREA MUSLIM SOCIETY  
(a Virginia nonstock corporation)

ARTICLE I

Name

The name of the corporation is: ALL DULLES AREA MUSLIM SOCIETY (hereinafter referred to as "ADAMS").

ARTICLE II

Purposes

Section 1. The purposes for which ADAMS is formed are: to arrange and hold congregational prayers, to undertake and engage in religious, charitable, educational and cultural activities, to promote friendly relations between Muslims and people of all faiths, races, and ethnicities, and to foster a Muslim community based on Islamic principles of humanity, equality, mutual help and Islamic teachings of peace, love and justice. In all its activities and services, ADAMS shall provide for the full, equal and unrestricted participation of all Members, without discrimination, in a manner which is inclusive and respectful of various legitimate interpretations of the Islamic Fiqh and points of view. Men and women will have equal access to prayer areas and all other facilities and activities of ADAMS, and will have equal opportunity to be elected or appointed to various offices, committees, programs, and activities of ADAMS.

Section 2. ADAMS is a non-profit, non-political organization, whose fundamental purpose is to encourage and to enable Muslims with basic knowledge and competency in Islam to contribute individually and collectively towards meeting human needs in conformity with Islamic doctrines and beliefs. It is also the purpose of the corporation to educate, to avoid any practices not prescribed in Islam, and to create a feeling of mutual respect and bonds with one another.

Section 3. ADAMS shall engage in, establish, promote, and contribute exclusively to social, religious, cultural, educational and charitable activities, projects, organizations, institutions and

funds and other similar non-profit purposes as contemplated by Section 501 (c)(3) of the Internal Revenue Code of 1986, as existing, amended, supplemented or superseded from time to time.

Section 4. ADAMS may carry out any and all lawful acts which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of ADAMS, and shall exercise all powers possessed by Virginia non-profit corporations within the scope of these Articles. Without limiting the generality of the foregoing, ADAMS shall have the powers to sue and be sued (subject to these Articles), to own, to take title to, to receive and hold, lease, sell and resell, in fee simple or otherwise, property, real and personal or mixed, wherever situated or however acquired, without limitation as to amount or value. ADAMS shall have authority to encumber property by deed, trust, pledge or otherwise; to borrow money or secure payment thereof by lien or liens on the real or personal property of ADAMS; and to lease, build, or erect, remodel, repair, construct and/or reconstruct any and all buildings, houses or other structures necessary, proper or incident to the carrying out of the objectives and purposes stated herein. ADAMS shall have full powers of management, investment, reinvestment, and the collection of all rents, revenues, issues and profits arising therefrom.

### ARTICLE III

#### Restrictions

No part of the net earnings of ADAMS shall inure to the benefit of, or be distributable to its members, Trustees, officers, or other private persons, except that ADAMS shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of ADAMS shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and ADAMS shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, ADAMS shall not carry out any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Laws, or (b) by a corporation contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Laws.

## ARTICLE IV

### Dissolution

Upon the dissolution of ADAMS, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of ADAMS, dispose of all the assets of ADAMS exclusively for the purposes of ADAMS in such manner to such Islamic fund, foundation, corporation or organization organized and operated exclusively for religious, cultural, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future United States Internal Revenue Law. Any such assets not so disposed of shall be disposed of by the Circuit Court of Loudoun County exclusively for such purposes or to such Islamic organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE V

### Membership and General Assembly

Section 1. The membership of ADAMS shall consist of “Regular Members,” “Lifetime Members,” “Associate Members” and “Honorary Members.” The General Assembly shall consist of “Regular Members” and “Lifetime Members” only, who shall be hereinafter referred to as Members.

Section 2. A Member shall be a Muslim of at least eighteen (18) years of age, whose primary residence is within Loudoun, Fairfax, Prince William or Arlington counties of Virginia, and all municipalities within the said counties, who (a) shall file an application with the required dues as set by the Board of Trustees in the Bylaws; (b) agrees to obey the Purposes of ADAMS; and (c) is subsequently confirmed and approved by the Board of Trustees as described in the Bylaws.

Section 3. Only Members on record for at least 12 months shall be eligible to vote in matters that come before the General Assembly, including the election or removal of Trustees, subject to a three-month grace period for lapses in Membership. Members who have a lapse in their membership shall retain their eligibility to vote provided they reinstate their membership within such three-month grace period and that their membership is current and in good standing on the day of voting.

Section 4. The ADAMS Board may approve Honorary and Associate Members who will not

vote or be counted toward quorum. Associate Members and Honorary Members may attend all meetings of the General Assembly as observers.

Section 5. The ADAMS General Assembly shall meet at least annually and may hold additional special meetings as called in accordance with law. General Assembly meetings can be conducted in person and/or via remote communication. ADAMS shall implement reasonable measures to verify that each person participating remotely is a member or member by proxy, and provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting, substantially concurrently with such proceedings. At the annual or special meetings of the ADAMS General Assembly, the greater of forty (40) eligible voting Members or one tenth (10%) of the votes entitled to be cast, represented in person or by proxy, shall constitute a quorum. Specific General Assembly voting procedures may be specified by the Bylaws.

Section 6. To be represented by proxy, a Member must have submitted by e-mail, fax, postal mail or hand-delivery, before the quorum is called, a signed proxy form issued by the Board of Trustees. A Member may not represent more than five family members by proxy and may only represent immediate family members (spouse, parent, child, sibling, or parent/child-in-law).

Section 7. The General Assembly may vote without a meeting via written ballot, cast in person, by mail, e-mail, or by other electronic transmission. The same quorum and voting requirements as for a meeting shall apply.

## ARTICLE VI

### Board of Trustees

Section 1. The Board of Trustees shall be the governing body of ADAMS. Day-to-day management of ADAMS shall be conducted by qualified management professionals, selected by and reporting to the Board. The Board shall establish policies and determine the strategy and direction of ADAMS to be executed upon by management.

Section 2. The number of Trustees of ADAMS shall be thirteen (13).

Section 3. Trustees shall be elected for three (3) year terms by ADAMS voting Members as defined in these Articles. The Trustees' terms shall be staggered. Trustees shall be divided into

three groups, one containing five (5) Trustees and two containing 4 (four) Trustees each. Each group shall be elected by the voting Members in three-year cycles, with one group of Trustees elected each year.

Section 4. To be eligible for election as a Trustee, a person must: (a) have been an active Member in good standing for at least twenty-four (24) months prior to the election; (b) be at least twenty three (23) years old; (c) maintain primary residence within Loudoun, Fairfax, Prince William or Arlington counties of Virginia; (d) submit to and clear a criminal background check as specified in the Bylaws; (e) agree with the ADAMS Mission, Vision, Core Values and Key Principles as specified in the Bylaws; (f) not be directly related (spouse, parent, child, sibling, or parent/child- in-law) to more than one (1) sitting member of the ADAMS Board and/or ADAMS Endowment Fund (AEF) Board; (g) not have been previously removed from the Board by the Members under these Articles.

Additionally, candidates for Trusteeship must have a verified history of at least three (3) total years of active volunteer service in an ADAMS Committee, Program or Task Force.

No additional provision in the Bylaws of ADAMS shall have the effect of restricting, changing, or expanding these eligibility criteria. Documentation that eligibility criteria have been met for any candidate must be reviewed and affirmed by the Election Committee, as defined in the Bylaws. If there is a disagreement on eligibility between the candidate and the Election Committee, the ADAMS Arbitration Panel shall make a decision on the matter to meet the election timeline. The Election Committee (and, if necessary, the Arbitration Panel as defined in these Articles) will be provided a list of historic and current ADAMS Programs, Committees, and Task Forces for use in their review and consideration.

Section 5. Any vacancy occurring in the Board of Trustees shall be filled within 30 days by the Board of Trustees by majority vote for the remaining term thereof.

Section 6. Any Trustee may be removed from office for cause by eligible voting Members of the General Assembly by an affirmative vote (in person or via proxy or electronic ballot) of a simple majority of the greater of forty (40) eligible voting Members or one tenth (10%) of the total eligible voting Members on record at the time.

Section 7. No Trustee of ADAMS may serve for more than three (3) consecutive terms on the Board or for more than nine (9) years in total.

## ARTICLE VII

### Officers

Section 1. ADAMS shall have four Officers: Chairperson, Vice Chairperson, Secretary and Treasurer. The Board of Trustees shall elect the Officers annually. The Chairperson and Vice Chairperson shall be chosen from amongst the sitting Trustees. The Secretary and Treasurer shall be chosen from amongst qualified eligible voting Members of ADAMS. Officers must be qualified to serve in their respective offices as determined by the possession of appropriate knowledge and experience. Officers shall serve for one-year terms or until their successors are elected and qualified.

Section 2. The Chairperson shall preside at all meetings of the Board of Trustees and the Membership and shall perform other duties as may be assigned by the Board of Trustees. The Vice Chairperson shall perform the duties of the Chairperson in their absence or inability to act and shall assist the Chairperson in the performance of their duties. The Secretary shall be responsible for the recording and maintenance of accurate minutes of all meetings of the Board of Trustees and the Membership and shall ensure that notices of meetings are given in accordance with ADAMS' Bylaws. The Treasurer shall have responsibility for the financial management and oversight of ADAMS, including preparation of budgets, maintenance of accurate financial records, preparation of financial reports, and the filing of required tax documents. Further duties of each Officer may be prescribed in the Bylaws.

Section 3. Any Officer may be removed from office with or without cause by a majority vote of the full Board of Trustees. Any Officer that is also a Trustee who is removed as an Officer shall remain a Trustee until the expiration of their Trustee term unless he or she is removed by the General Assembly pursuant to these Articles. Any Officer that is also a Trustee that is removed as a Trustee by the General Assembly pursuant to these Articles shall forfeit their Office as a consequence of their removal.

## ARTICLE VIII

### Board Members & Employees Employment and Electoral Conditions

Section 1. There shall be a two-year waiting period for any Board Member who seeks full-time employment with ADAMS after they leave their position with the ADAMS Board of Trustees. In the event a candidate is uniquely qualified, and ADAMS is in immediate need of that

specific person for full-time employment at ADAMS, the Board shall call a special meeting and appoint a Task Force to evaluate and report back to the Board within 120 Days. The Board can decide to make an exception only by a three-quarters (75%) majority affirmative vote. There shall be a two-year waiting period for any current or former employee of ADAMS after ending their employment relationship with ADAMS prior to becoming eligible for any ADAMS Trustee position.

Section 2. There shall be a two-year waiting period before any paid agent, contractor, or consultant of ADAMS may hold any elected office of ADAMS or serve on the Election Committee, the Arbitration Panel, or on the Finance Review Committee, as defined in the Bylaws.

Section 3. Current employees of ADAMS shall not nominate, endorse or campaign for or against any candidate during ADAMS elections. Notwithstanding the foregoing, ADAMS employees who are Members may vote in the elections if they are otherwise eligible to vote.

## ARTICLE IX

### ADAMS Advisory Council of Former Trustees & Executive Officers

Former Trustees and officers of ADAMS shall become members of the ADAMS Advisory Council of Former Trustees and Officers ("Advisory Council"). The ADAMS Board may invite and meet with the Advisory Council at least once a year for discussion about ADAMS' activities and programs and strategic advice.

## ARTICLE X

### Branches

The ADAMS Board of Trustees may define in the Bylaws the governing structure and processes for the ADAMS Branches, Satellites, and Affiliates, with the approval of the General Assembly per the same quorum and voting requirements as for Amendment of these Articles.

## ARTICLE XI

### Arbitration

Section 1. Any claims, demands, disputes, controversies, or differences arising out of or



related to ADAMS between any Member, Trustee, or Officer, among themselves or between any of them and ADAMS (or asserted by any of them against an employee of ADAMS), shall be exclusively settled by the Arbitration Panel. No suit at law or in equity shall be instituted by Members of ADAMS against ADAMS or ADAMS Trustees, Officers or employees, except on the grounds of malicious, willful and flagrant violations of law or intentional miscarriage of justice by the arbitrator(s). Notwithstanding the foregoing, the arbitration decision shall be binding on the parties to the dispute and the judgment may be entered on such decision in any court having jurisdiction.

Section 2. All Arbitration shall be conducted by members of the Arbitration Panel following the process stipulated in the Bylaws. The Arbitration Panel shall be composed of seven (7) members nominated by the Board of Trustees and elected by the General Assembly for a term of five (5) years. Any vacancies arising in the Panel shall be filled by a majority of the remaining members of the Panel for the unexpired term thereof.

## ARTICLE XII

### Indemnification

Unless otherwise prohibited by law, ADAMS shall indemnify any Trustee, arbitrator, or Officer, any former Trustee, arbitrator, or Officer, or any person who may have served at its request as a Trustee or Officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Trustees, indemnify any employee or former employee (hereinafter referred to as the "Indemnitee") against any and all expenses and liabilities actually and necessarily incurred by the Indemnitee or imposed on the Indemnitee in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, or administrative, including appeals) to which the Indemnitee may be or is made a party by reason of being or having been such Trustee, Officer, arbitrator, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which the Indemnitee shall be adjudged in such claim, demand, action, suit, or proceeding to be guilty of a criminal offense or liable to ADAMS for damages arising out of the Indemnitee's own gross negligence or misconduct in the performance of duties to ADAMS.

The indemnification herein provided shall not be deemed exclusive of any other rights to which such Indemnitee may be entitled under any statute, Bylaw, agreement, vote of the Board of Trustees, decision of the Arbitration Panel, or otherwise, and shall not restrict the powers of ADAMS to make any indemnification permitted by law.

The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to acts occurring before the adoption hereof.

## ARTICLE XI

### Regulation and Conduct of ADAMS

Other provisions for the conduct and regulation of the affairs of ADAMS, consistent with these articles and the laws of the Commonwealth of Virginia shall be provided in the Bylaws.

## ARTICLE XV

### Amendment

These Articles of Incorporation, as restated and amended, may be amended, from time to time as may be permitted by law, by a resolution of the Board of Trustees recommending the proposed amendment then adopted by the voting Members. A quorum (in person or via proxy or electronic ballot) of the greater of forty (40) eligible voting Members or one-tenth (10%) of the votes entitled to be cast must participate in the vote, and the Articles amendment would pass with a two thirds (2/3) affirmative vote of Members where a quorum participates. A proposal for amendment to the Articles of Incorporation may be submitted in writing to the Board only by a Trustee or at least twenty (20) Members in good standing, at least thirty (30) and no more than sixty (60) days before a General Assembly meeting.