

ByLaws of the Shadhiliyya Sufi Center, Inc.

**A Wyoming Nonprofit Religious Corporation
Approved June 18, 2022**

Preamble

Shadhiliyya Sufi Center has been organized to establish the Peace, Love, Mercy, Justice, Freedom and Unity of God in individual and community life through the remembrance of God's Name, worship of God, service to humankind, and promoting the ideals of community life through its mission to:

- To preserve and share the pure teachings of our guide, Sidi Shaykh Sa'id Muhammad al-Jamal ar-Rifa'i ash-Shadhuli, with all who are called to Allah through his spirit, now and in the future.
- To be a resource and a hub that cares for and nourishes the hearts of his students and the holy communities they build.
- To support and encourage beloveds gathering and continuing to walk with these teachings.
- To share the message of peace, love, mercy, justice and freedom with all people without separation.

Article I

Location of Offices

The name of this Corporation is Shadhiliyya Sufi Center, Inc. It is a Wyoming nonprofit religious corporation with principal offices at 5500 Military Trail, Suite 22-219, Jupiter, FL 33458. The corporation will also be doing business as “Shadhiliyya Sufi Communities”. For the purpose of these Bylaws the Corporation will be known as SSC.

Article II

Purpose

This Corporation is a nonprofit religious corporation organized under the Wyoming Nonprofit Corporation Act. The specific religious purposes for which this Corporation is organized), are:

- A. to operate a church and support all our congregants in living the word of God (Allah), through the study and practice of the teachings in all the holy books (Torah, Bible and Qur’an), the true ahadith of the Prophet Muhammad (saws) and the spiritual traditions of the Shadhiliyya Sufi Order;
- B. to extend the qualities of peace, love, mercy, justice, freedom and unity to individuals and the world through worship, spiritual education, service to all of God’s creation, and living these ideals in community life;
- C. to assist people in developing their spiritual life and integrating the practices of remembrance and worship of God in their daily lives;

- D. to assist people in the spiritual arts of healing, peacemaking and ministry in accord with Shadhiliyya Sufi teachings; and
- E. to have and exercise all other powers, rights and privileges granted by the State of Wyoming.

Article III

Statement of Faith

La 'ilaha 'illa-Allah, Muhammadan rasulu-Allah. There is only one God, and Muhammad is His Messenger. God, as the single Creator and hope of the world has given us the gift of many sacred teachings. We believe that God's Divine Word is revealed through all the Prophets from Adam to Abraham, Moses, Jesus and Muhammad, and we honor their teachings and seek to further their message of Peace, Love, Mercy, Justice, Freedom and Unity.

Since God has chosen to reveal His Word through the splendor of many different traditions, we are called upon to honor these traditions in a spirit of inclusiveness, respect and non-violence. As we study these Prophetic teachings and pray together in a spirit of unity, we gain understanding of how to live according to God's will and guidance, and how to put that knowledge into practice in our daily lives, as we believe God has requested us to do.

Article IV

Membership

Section 4.1 Members.

A “Member” is a beloved nominated by their regional community to represent their region regarding issues that affect the greater Shadhiliyya Sufi Community of North America. Members of a region are also known as “Regional Council Members.” All Directors that make up the Board of Directors AKA “the Board” are also Regional Council members and they serve as members of the Regional Council of their region. All Directors are Regional Council members but not all Regional Council members are Directors.

Each of the eight Regions (defined below) shall have up to seven Regional Council members; a minimum of 3 members is encouraged. Collectively they form the body of Members of the SSC Corporation, as instructed by our guide Sidi Shaykh Muhammad al-Jamal ar-Rifa’l ash-Shadhuli. These Regional Council members oversee the needs and direction of the organization by attending Regional Council members meetings during which they vote on issues and decisions, raise concerns, and take part in discussions necessary for the preservation and implementation of the mission of the SSC.

Each region is encouraged to form the system of councils, outreach, and community support that best suits its needs. Each region may determine its own process for choosing the Regional Council members who represent them within the SSC Corporation. Any region may choose an alternative name for their group of Regional Council members, but for the purposes of the

management of the SSC they will be identified as Regional Councils.

Each region shall nominate two of its Regional Council members to serve on the SSC Board of Directors (see Article V, Directors).

The eight geographical Regions are defined as follows:

1. Northeast: NY, NJ, CT, RI, NH, VT, MA and ME, Canada from Ontario east.
2. Mid Atlantic: PA, OH, MD, DE, VA, WV, NC
3. Southeast: FL, GA, LA, SC, MS, AL
4. North Central: MN, WI, MI, IN, KY, MO, TN, NE, SD, ND, IA, IL
5. South Central: TX, CO, AR, KS, OK
6. Southwest: Southern CA (San Luis Obispo and south), AZ, NM, UT
7. Northern CA: Northern CA (north of San Luis Obispo), NV, HI
8. Pacific Northwest: OR, WA, MT, ID, WY, AK, Canada from Manitoba west.

A list of all current Regional Council members shall be maintained by the SSC Secretary. Any changes to the membership of a Regional Council should be reported to the SSC Secretary and include the date a new Regional Council member was elected and the term of service.

Regional Council members shall have the following rights, privileges and responsibilities:

- A. Have the right at any meeting, regular or special, by resolution to admit another or others to Regional Council

membership from among the Shadhiliyya Sufi congregation. Once admitted, Regional Council members from each region represented will constitute a regional Council.

- B. Perform regular religious practices, such as remembrance of the Name of God, prayer to God five times per day, periodic fasts, all night prayer retreats, and donating to the deserving poor.
- C. Serve the needs of the congregation and larger community in cooperation with other members, at community and/or national/international levels.
- D. Review regular reports, from the board and administrative councils of the corporation, and offer feedback in order to keep the activities of the Corporation aligned with the purposes, statement of faith and guiding principles as may be adopted from time to time by the Corporation.
- E. Approve any proposed merger or dissolution of the Corporation.
- F. Nominate Directors as provided in these Bylaws, as provided by these bylaws.

No person may hold more than one Regional Council membership. Membership in this Corporation shall not vest in any Regional Council member any right to distributions from the Corporation during the existence of the Corporation but shall only entitle the Regional Council member to vote at meetings of the Regional Council members. Regional Council memberships and voting rights are non-assignable.

Section 4.2 Termination of Membership.

Regional Council members shall be elected for terms of two or three years to ensure that a minority of Regional Council members are elected or re-elected each year. Regional Council members may be re-elected indefinitely by their region.

Regional Council members shall serve for the period for which they were elected and admitted until a successor has been elected and admitted, or until their prior resignation, expulsion or death, under Article VIII of these bylaws.

Section 4.3 Place of Meetings.

Notwithstanding anything to the contrary in these Bylaws, any meeting, whether regular, special or adjourned, of the Members of this Corporation may be held at any place within or without Wyoming which has been designated by the Board of Directors ("Board").

Section 4.4 Regular Meetings.

Two to three annual meetings of all Regional Council members and the SSC Board of Directors shall be held via video conference or telephone conference. At the end of each meeting the group will decide whether to meet four months hence or 6 months hence. Meetings will occur on days that do not coincide with legal holidays and are at least three weeks after the last day of the month of Ramadan.

Section 4.5 Special Meetings.

Any Officer of the Corporation or any three Regional Council members may call a special meeting of the Regional Council members at any time.

Section 4.6 Notice of Meetings.

Written notice of meetings of Members shall be given personally or by mailing by first class, registered or certified mail, Add or by email,. to each member, at his/her last known address, postage prepaid, or by email at his/her last known email address, a notice of the meeting at least ten (10) days and not more than sixty (60) days before the time fixed for holding the meeting.

Notice of any meeting of Members shall specify the place and/or conference line, the day and the hour of meeting, a description of any matter(s) to be approved that involve conflicts of interest, indemnification, amendment of articles or bylaws, merger, sale of major assets, or dissolution, as described in Section 17-19-705z(c)(ii) of the Wyoming Nonprofit Corporation Act, and in case of a special meeting as provided by the Act, the general nature of the business to be transacted. In addition, the Corporation shall also give notice of a matter a Regional Council member intends to raise at the meeting if requested in writing to do so by a person entitled to call a special meeting; and the request is received by the Chair or Secretary at least ten (10) days before the Corporation gives notice of the meeting.

Section 4.7 Quorum.

At all meetings of the Members, whether regular, special or adjourned, the presence in person of one third of the Regional Council members, or twenty Regional Council members (whichever is less) shall constitute a quorum for the transaction of business.

Section 4.8 Adjournments.

Any business which might be done at a regular meeting of the Regional Council members may be done at a special or at an

adjourned meeting. If no quorum is present at any meeting of the Regional Council members, such meeting may be adjourned by those present from day to day or from time to time until a quorum is obtained. In that case, no notice needs to be given of the adjourned meeting.

Section 4.9 Waiver and Consent.

The transaction of any meeting of Members, however called or noticed (for example, a special or emergency meeting) shall be as valid as though conducted at a meeting duly held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the Regional Council members not present, provides a written waiver of notice or a consent to the holding of such meeting, or an approval of the minutes of the meeting, such approval to be implied if no written objection is lodged with the Secretary of the Corporation within a month of receiving a copy of the minutes.

Any action that may be taken at a meeting of the Members may be taken without a meeting if notice is given to all Regional Council members and it is authorized in writing (including by email) by at least 80% of the Regional Council members who would be entitled to vote at a meeting for such purpose, and filed with the Secretary of the Corporation.

Section 4.10 Action without Meeting/Ballots.

Any action required or permitted to be taken at any regular or special meeting of Members may be taken without a meeting if the written ballot of every Regional Council member is solicited, if the Regional Council members are given the opportunity to vote for or against each action, if the required number of signed approvals in writing, setting forth the actions so taken is received,

and if the requirements of subdivision c. of this section are satisfied.

Ballots may be solicited and responses submitted by either email, postal or private mail delivery services.

All solicitations of ballots shall indicate the number of responses needed to meet quorum requirements, the percentage of approvals necessary to approve each matter, and the time by which the ballot must be returned to be counted.

Approval by written ballot pursuant to this section shall be valid only when the number of ballots cast equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of ballots cast.

Section 4.11 Voting Rights.

Only persons whose names stand on the membership records of the Corporation on the day of any meeting of Members, shall be entitled to vote at such a meeting.

Every Regional Council member entitled to vote at any election for Directors shall be entitled to one vote. Section 4.12 Integrative Decision Making.

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Decisions by the Regional Council members at any meeting of Members will be by consent of those present, such that a proposed decision will be modified in order to address any principled and paramount objection raised by a Regional Council member before it is accepted. The Regional Council members

may decide by consent that a particular decision or class of decisions can be referred to a circle or committee, or that it can be decided by majority vote. A principled objection is one that can be explained and understood as based on a principle or principles that are accepted as valid guidelines for the Corporation or other relevant body, whether written or not. A paramount objection is one that prevents a party feeling that they can support the decision as a matter of integrity, because of the breach of principle, even in the context of current practical constraints.

Section 4.13 Associate Membership.

At the option of the Directors, individuals or organizations that do not qualify for membership in the Corporation but are in agreement with its purposes may apply for associate membership. Those admitted as Associate Regional Council members shall not constitute a legislative body to pass resolutions binding upon the Corporation nor shall associate membership constitute membership in this Corporation. Associate Regional Council members shall have no vote, shall have no equity interest in the property in the Corporation, and shall have no rights to vote upon its disposal. Organizations admitted as associate Regional Council members and which qualify under the Articles of Association and Article XIV of these Bylaws will be preferred as recipients in the event the Corporation is dissolved and its assets distributed.

Section 4.14 Proxies.

Voting by proxy is not allowed.

Section 4.15 Participation in Meetings by Video Conferencing.

Regional Council members may participate in a meeting through use of conference telephone, electronic video screen

communication, or other communications equipment. Participation in a meeting through use of conference telephone pursuant to this Section constitutes presence in person at that meeting as long as all Regional Council members participating are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this Section constitutes presence in person at the meeting so long as all Regional Council members participating in the meeting can communicate with all of the other Regional Council members concurrently, each Regional Council member is provided the means of participating in all matters before the meeting, including the capacity to propose, or to interpose an objection to, a specific action to be taken, and the Corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a Regional Council member or other person entitled to participate in the meeting, and that all actions of, or votes by the meeting are taken or cast only by the Regional Council members.

Article V

Directors

Directors are Regional Council members who are nominated and elected to serve on the SSC Board of Directors.

Section 5.1 Powers.

Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the Wyoming Nonprofit Corporations Act, all the activities and affairs of the Corporation shall be exercised

by, or under the direction of, the Board of Directors. The Directors will promote the purposes of the Corporation as set out in Article II, and act in accordance with the statement of faith as set out in Article III, as Trusted Servants of God and in service to the congregation, striving through mutual consultation and support to work as One Hand and One Heart. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- A. To select and remove all the officers, agents and employees of the Corporation, prescribe such duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation.
- B. To make disbursements from the funds and properties of the Corporation as are required to fulfill the purposes of this Corporation as are more fully set out in the Articles of Incorporation, and generally to conduct, manage and control the activities and affairs of the Corporation and to make rules and regulations not inconsistent with law, with the Articles of Incorporation or with these Bylaws, as they may deem best.
- C. To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best.
- D. To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

- E. To the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any such profit that results from the business activity to any activity in which it may legally engage.

Section 5.2 Number of Directors.

The authorized number of Directors of the Corporation shall be not less than five (5) and not more than twenty-five (25), with the exact number to be determined from time to time by the Directors until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The number may be changed by the consent of the Regional Council members entitled to vote in accordance with Section 4 of these articles.

Section 5.3 Selection and Tenure of Directors.

- A. All nominees to the Board of Directors will be presented to the Board of Directors from the Regional Council of a region. The Board of Directors will elect the nominee if it is deemed that the nominee meets the requirements of service established in these bylaws. New board members will no longer be voted in during annual member meetings.
- B. The Board of Directors may choose to deny a nominee if there exists a principled or paramount objection to the nominee serving as a Director. If so then the Board of Directors and the Regional Council will enter into a Shura Process with good faith with the intention of resolving objections or finding an alternative nominee from that region. If the Shura Process is unsuccessful then the Board of Directors and the Regional Council will enter into an arbitration process with a mutually agreed upon arbitrator.

- C. Each Regional Council is entitled to nominate up to two candidates as needed to maintain a total of two Directors representing it. Each such Director shall serve for a period of two (2) years. A Director may be elected for a term of less than, or more than, two years in order to stagger the tenures of Directors. The intention for staggering the terms of tenure is to ensure a balanced flow of Regional Council members coming and going from the Board of Directors.
- D. The Northern California Regional Council, however, may nominate a third Director who lives on or close to the “Land” in Pope Valley CA to represent the needs and concerns of the “Land” formerly known as the Mother Center and or the New Land.
- E. If at any time there are fewer than three serving members in the Board of Directors, then the entire Regional Council membership shall hold a special meeting as one body (see section IV.5) for the purpose of nominating and electing Directors to fill as many vacancies as possible on the Board of Directors. Eight Directors must be elected in this manner before the Directors resume the process of electing nominees from each Region as outlined earlier in these bylaws.
- F. In addition to the members elected as Directors as above, four additional directors may serve ex-officio:
- Murshid (spiritual leader) in North America acknowledged by the Board on behalf of the Shadhiliyya Sufi Communities; an Executive Director, a General Manager of any Center created by this corporation and a representative of the University of Sufism’s Board of Directors.

Section 5.3a.

All currently elected Directors are considered “active”, with all of the rights and responsibilities as stated in these Bylaws, unless a written request is submitted applying for “inactive” status for personal or medical reasons. Inactive Directors will not attend any meetings associated with SSC Board related business meetings or communications, nor retain any of the rights stated in Section 5.1 of these Bylaws while inactive. Inactive status is granted for 3 months, with the option of requesting extensions of 3-month intervals. An inactive status will not exceed 12 months. Inactive Board Directors may continue to serve on SSC Board committees. All changes to a Director’s status from active to inactive, inactive to active, or inactive extensions requires Board of Director’s approval.

Section 5.4 Qualifications.

Each Director must respect without reservation the purposes and Statement of Faith of the organization for purposes of corporate governance. Violation of this provision is grounds for removal. In addition, all potential Directors must:

- A. Be nominated by your Regional Council and elected by the Board of Directors, or be appointed by the Board of Directors if no nominee is put forward..
- B. Be willing and able to give 4-8 Hours per week.
- C. Be available for one or two board meetings a month.
- D. Be able to serve on at least one committee.
- E. Are willing to contribute working skills the board needs, such as: administrative, legal, computer, non-profit management, accounting, fundraising, grant writing, community building, leadership, conflict resolution, and more.

- F. Be accountable and responsive to communications by email, text and phone.
- G. Understand and support SSC's Mission, Intentions, and Commitment to Service.
- H. Sign a confidentiality agreement.
- I. Uphold and obey all existent SSC bylaws.
- J. Uphold and obey all International, Federal, State, and Local municipality laws and regulations.
- K. Be responsible for your own spiritual walking and self-care.
- L. Be a good team player.
- M. Be committed to serving the greater good of all community members and communities.

Section 5.5 Removal of Directors.

Director may be removed from office if any of the following has been found to have occurred:

- A. The Director becomes physically, mentally, emotionally, or spiritually incapacitated or his/her inability to serve is established in the minds of the Regional Council members.
- B. He/she chooses to leave the path.
- C. An undisclosed and/or unapproved conflict of interest is found to exist between the Director and the Corporation.
- D. The Director is found to have engaged in activities that are directly contrary to the interests of the Corporation.

- E. The Director is found to be engaged in the misrepresentation of the Corporation and its policies to outside third parties, either willfully, or on a repeated basis.
- F. The Director does not continue to meet the qualifications set forth in Section 5.4.
- G. The Director fails to actively participate in the activities of the Board, as evidenced, for example, by failure to attend three (3) or more Board meetings in a row without giving timely and reasonable explanations for each absence.
- H. If the Director has knowingly or unknowingly violated any International, Federal, State, County, or Local Municipality law or regulation that has a direct effect on the status or functioning of the Corporation. If not yet convicted, the Director will be moved to an inactive status and removed after a period of 12 months if there remains no legal resolution of the situation. If convicted, the Director will be immediately removed.

Before any such removal occurs, the Director will be advised of the allegation and the basis for the same, and will be given an opportunity to present any contrary evidence, or explanation he/she may have to the Board and/or the Regional Council members. Removal must be by a vote of the Regional Council members present at a meeting for which due notice was given of the proposal to remove.

Any Director so removed has the right to appeal to a group of persons identified in Article VIII of these Bylaws.

Section 5.6 Resignation of Directors.

Any Director may resign effective upon giving written notice to the Board, the Chair, or the Secretary unless the notice specifies a later time for the effectiveness of the resignation.

If the resignation is to take place at some point in the future, a successor may be nominated by the respective Regional Council and confirmed by the SSC Board of Directors to take office when the resignation becomes effective as per the conditions and procedures set forth in section 5.7 (below) of these bylaws.

Section 5.7 Vacancies.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased.

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty arising under the Wyoming Nonprofit Corporation Act.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office. Vacancies will be managed using the following guidelines:

- A. A Regional Council whose Director has resigned or been removed will be informed of the Director's resignation or removal.
- B. The Regional Council who nominated that Director will be given three months to offer a replacement nominee.

- C. If that Regional Council is unable to nominate a replacement nominee within three months, the Board of Directors may choose to fill the vacancy.
- D. If the Board of Directors chooses to fill the vacancy, it will first look for a willing and eligible nominee within the region of the Director who resigned or was removed.
- E. If the Board of Directors is unable to find a willing and eligible nominee within the region of the Director who resigned or was removed, the Board of Directors may choose to seek a nominee outside of that region. If a willing and eligible nominee is found, they will be known as an Interim Nominee.
- F. An Interim Nominee who is elected to the Board of Directors will serve a two year term and will be known as an Interim Director. This Interim Director will not be associated with a region.
- G. If a Regional Council has a principled and paramount objection to an Interim Nominee, then the process of Shura and arbitration will be applied. See section 5.3.

Section 5.8 Place of Meetings.

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special or adjourned) of the Board of Directors of the Corporation may be held by conference telephone or at any place within or without Wyoming that has been previously designated for that purpose by resolution of the Board of Directors or by the written consent of all the members of the Board.

Section 5.9 Regular Meetings.

Regular meetings of the Board may be held without call or notice immediately after the adjournment of each meeting of Regional

Council members, otherwise notice shall be given as for special meetings.

Section 5.10 Special Meetings.

Special meetings of the Board of Directors may be called at any time by the Chair, any Vice Chair, the Secretary, or twenty percent (20%) or more of the Directors then in office.

Section 5.11 Notice of Special Meetings.

Special meetings of the Board shall be held upon seven days notice by first class mail or a twenty-four hour notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, facsimile, electronic mail, or other electronic means. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the Director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the principal executive office of the Corporation.

Section 5.12 Quorum.

Except as otherwise provided in this section, a majority of the number of active Directors currently in office shall constitute a quorum.

The active Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the

required quorum for such a meeting, or such greater number as is required by the Articles, these Bylaws or by law.

Section 5.13 Participation in Meetings by Video Conference.

Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone pursuant to this Section constitutes presence in person at that meeting as long as all Directors participating are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) pursuant to this Section constitutes presence in person at the meeting so long as all Directors participating in the meeting can communicate with all of the other Directors concurrently, each Director is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken, and the Corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a Director or other person entitled to participate in the board meeting, and that all actions of, or votes by the board are taken or cast only by the Directors.

Section 5.14 Waiver of Notice.

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed

with the corporate records or made a part of the minutes of the meetings. Waiver of notice by any Director through approval of the minutes of a meeting is also implied if no written objection is lodged with the Secretary of the Corporation within a month of receiving a copy of the minutes.

Section 5.15 Adjournment.

The Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 5.16 Action Without Meeting.

Any action required or permitted by the Board may be taken without a meeting if all active Directors consent by written electronic communication to such an action. Such consents shall have the same effect as occurs in regular Board meetings, and shall be filed with the minutes of proceedings of the Board. Objections to a proposed action may be continued to be discussed through written electronic communications until consensus is achieved. Responses to written electronic communication proposals that have a 48-Hour Reply Required in the subject line is a notice to all active Directors that within 48 hours a response is required.

Section 5.17 Rights of Inspection.

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation of which such person is a Director, for a purpose reasonably related to that person's interest as a Director.

Section 5.18 Board Committees.

Committees of the Board may be appointed by resolution of the Board. Committees shall be composed of one or more members of the Board, and any others they approve, and shall have such powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, except with respect to:

- A. Approval or recommendation to the Regional Council members of dissolution, merger, consolidation or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
- B. The election, appointment or removal of Directors, or the filling of vacancies on the Board or on any committee;
- C. The amendment or repeal of the articles or Bylaws or the adoption of new Bylaws.
- D. The amendment or repeal of resolutions of the Board unless the Board resolution specifically grants the Committee the right to do so.

Any committee may be designated an Executive Committee or by such other name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, the committee shall have the power to prescribe the

manner in which its proceedings shall be conducted. Unless the Board or the committee shall otherwise provide, the regular and special meetings and other actions of the committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 5.19 Councils and Circles

In addition to the Regional Councils, to which all Regional Council members of the Corporation belong, Administrative Councils may be established by the Board to carry out specific responsibilities, and to otherwise help in the administration and operation of the Corporation, and shall have such powers of the Board as may be expressly delegated to them by resolution of the Board of Directors, with the same exceptions as for official committees as set out in Section 5.18. The Chair of each administrative council must be a Director of the Corporation.

The Board will determine the size and areas of responsibility of each Council, and each Council may in turn delegate some of its responsibilities to Circles, each of which will be chaired by a member of that Council, or to working committees or individuals, all of which will be accountable to that Council. Each such Circle may in turn delegate some of its responsibilities to sub-circles, each chaired by a member of the Circle and accountable to it.

Section 5.20 Integrative Decision Making.

Decisions at any meeting of the Board or of any Council established or approved by the Board, will be by consent of those present and entitled to vote, such that a proposed decision will be modified in order to address any principled and paramount objection raised by a participant entitled to vote before it is accepted. The Board or any Council may decide by consent that a

particular decision or class of decisions can be referred to another circle or committee, or that it can be decided by majority vote.

A principled objection is one that can be explained and understood as based on a principle or principles that are accepted as valid guidelines for the Board or other relevant body, whether written or not. A paramount objection is one that prevents a party feeling that they can support the decision as a matter of integrity, because of the breach of principle, even in the context of current practical constraints.

Section 5.21 Fees and Compensation.

Directors (as such) shall not receive compensation for their services as Directors. Directors may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed at a regular or special meeting of the Regional Council members, and may receive reimbursement for expenses incurred as may be fixed or determined by the Board.

Directors may serve the organization in some other capacity for which compensation is paid.

Article VI

Officers

Section 6.1 Officers.

The officers of the Corporation shall be a Chair of the Board, a Secretary and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, an Executive Director, a Vice Chair, one or more Assistant Secretaries, one or more Assistant Treasurers, a General Manager of the Mother Center, and such

other officers as may be appointed in accordance with the provisions of Section 6.3 of this Article. One person may hold two or more offices, except that the Treasurer may not serve concurrently as the Chair of the Board, as the Executive Director or as the General Manager of the Mother Center; nor shall the Secretary serve concurrently as Chair of the Board or Executive Director.

Section 6.2 Appointment.

The officers of the Corporation, except such officers as may be appointed in accordance with the provisions of Section 6.3 or Section 6.5 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his/her office until he/she resigns, is removed, or becomes otherwise disqualified to serve, or until his/her successor is elected and qualified.

Section 6.3 Subordinate Officers.

The Board of Directors may appoint, or may empower the Executive Director or Chair of the Board to appoint, other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws, or as the Board of Directors may from time to time determine.

Section 6.4 Removal and Resignation.

Any officer may be removed, either with or without cause, by the Directors in office at the time, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time, without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors, Executive Director or the Chair of the Corporation. The resignation shall take effect upon receipt of such notice or at such later time as specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.5 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Directors. Vacancies shall be filled as they occur and not on an annual basis.

Section 6.6 Inability to Act.

In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in his/her place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or any Director or other person whom the Board may select.

Section 6.7 Chair of the Board.

The Chair of the Board shall preside at meetings of the Board of Directors or delegate this responsibility to a Vice-Chair or another member of the Board. The Chair of the Board shall be elected by the Directors for his or her leadership qualities and capacity to hold and further the vision of the organization and shall exercise any such other powers and duties as may be prescribed from time to time by the Board of Directors or the Bylaws.

In the absence or disability of the Executive Director, or if there is none, the Chair shall be the Chief Executive Officer of the

Corporation, and have the general powers and duties of management usually vested in the office of a President of a corporation, except those powers and duties delegated by the Board to the other officers, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors or the Bylaws.

Section 6.8 Vice Chair.

In absence or disability of the Chair, the Vice Chair, if any, shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board of Directors or the Bylaws.

Section 6.9 Executive Director.

The Executive Director of the Corporation shall be (s)elected by the Board for his or her executive leadership qualities and shall be the Chief Executive Officer of the Corporation. Subject to the control of the Board of Directors, the Chief Executive Officer/Executive Director of the Corporation shall have general supervision and day to day control of the Corporation, exercising the general powers and duties of management usually vested in the office of a President of a corporation, except those powers and duties delegated by the Board to the other officers, and such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

If the Executive Director selected is not an existing Director, then s/he becomes an ex-officio member of the Board.

Section 6.10 Secretary.

The Secretary shall keep, or cause to be kept, a book or digital record of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of the Regional Council members or of the Board, with the time and place of holding, the names of those present at the Regional Council members' and the Board's meetings, and the proceedings thereof, along with copies of all written reports submitted to the Board or Regional Council members by their committees or Councils. The Secretary shall keep, or cause to be kept, at the principal office the original and a copy of the Corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board required by these Bylaws or by law to be given, shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as prescribed by the Board.

The Secretary shall keep or cause to be kept, at the principal office of the Corporation, a Regional Council Membership Register, showing the names of the Regional Council members and their contact information, included mailing address, email address and phone number(s).

Section 6.11 Assistant Secretary

At the request of the Board of Directors or the Secretary, or in his/her absence or disability, the Assistant Secretary, if any, may be designated to perform either all the duties or a subset of the duties of the Secretary, and when so acting, shall have all the prescribed powers of, and be subject to all the restrictions upon, the Secretary.

Section 6.12 Treasurer.

The Treasurer shall be the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer or his/her designee shall deposit all moneys and other valuables in the name and to the credit of the Corporation with depositories designated by the Board of Directors. The Treasurer or his/her designee shall disburse the funds of the Corporation as may be ordered by the Board of Directors or their designees, shall render to the Executive Director, Chair and the Directors, whenever they request it, an account of all of his/her transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.

Section 6.13 Assistant Treasurer.

At the request of the Treasurer, or in his/her absence or disability, the Assistant Treasurer, if any, shall perform all the duties of the Treasurer, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Treasurer.

Section 6.14 General Manager of the Mother Center.

Subject to the control of the Board of Directors, the General Manager is (s)elected by the Board of Directors to oversee and direct all the operations of the Mother Center, formerly known as the Shadhiliyya Sufi Retreat Center.

Section 6.15 Salaries.

The salaries of the officers shall be fixed from time to time by the Board of Directors and no officer shall be prevented from receiving such salary by reason of the fact that such officer is also a Director of the Corporation.

Article VII

Requirements for Determining Licensing and Certifications

Section 7.1 Ministry Requirements.

Before an individual can qualify to be a minister of the Church, he/she must complete such teaching curricula as may be approved by the Board of Directors. Specific decisions concerning the content, format, methods used and administration of ministry training and practice shall be under the control of the Board of Directors, and may be revised from time to time, as the Board determines to be necessary.

Section 7.2 Awarding of Licenses and Certifications.

All licenses, certifications, or other forms of recognition shall be conferred by the Board of Directors in accord with criteria and standards established by the Board.

Section 7.3 Licenses and Certifications.

Types of licenses or certifications that may be granted by the Corporation include (without implying limitation to only these types): Ministerial License, Teacher's Certificate, and Spiritual Healing Practitioner's License. Each type of license or certification

may require regular renewal and be conditional on meeting prescribed criteria, professional standards, advanced training and/or payment of fees, and may recognize different ranks. If the Board of Directors determines that an individual no longer meets the requirements for any specific license or certification, it may refuse to renew the license or certification. Otherwise, the license or certification will be renewed upon payment of a fee or such other conditions as determined by the Board of Directors.

Article VIII

Settlement of Disputes

Section 8.1 Generally.

In any dispute arising between Directors, officers, staff, or Regional Council members pertaining to any matters of corporate finances or title to property purchased with corporate contributions, or other matters involving responsibilities to the Corporation, including to preserve the spiritual life and vitality of the Corporation, where the parties are unable to resolve the dispute between themselves, the dispute shall be resolved by the Board of Directors of the Corporation, or by such other Council, Circle or Committee as may have been delegated responsibility for the matter in dispute, after hearing from each of the parties and giving them a chance to respond to others' submissions. A decision shall be reached after prayerful consideration in a spirit of humility, with each Director or member of the Council, Circle or Committee regarding one another and all affected by the dispute before him/her. Such decision may resolve the dispute directly, or refer the decision to the Board, Council or Circle to which the deciding body is accountable, or to some other person or body acceptable to the parties.

If the body (Board, Council, Circle or Committee) determines that it is unable to come to an agreement, or if an individual who is a party to the dispute remains dissatisfied with the resolution based on a principled and paramount objection, then a spiritually qualified person or persons with experience in mediation and reconciliation processes, and acceptable to each party, shall be appointed as a mediator to help the parties to reach a reconciliation and resolve the dispute. A list of such qualified mediators approved by the Board will be maintained by the Secretary of the Corporation, but this does not preclude agreement by the parties on qualified mediators who are not currently listed.

If the parties are unable to come to agreement through mediation, and the Board has not already attempted to resolve the matter, any party may request the Board to decide the matter.

Section 8.2 Convening of Arbitration Panel.

If, after prayerful consideration, the Board of Directors determines that it is unable to come to an agreement and the parties to the dispute have been unable to come to an agreement through mediation, then the Board will refer the matter for arbitration by a panel of spiritually qualified persons approved by the Board with the guidance of Sidi Shaykh Muhammad al-Jamal (or his successor as spiritual leader of the Shadhiliyya order in the United States as confirmed by the Board), to ultimately decide the matter. Appeal to such arbitration shall be compulsory.

Section 8.3 Arbitration Procedure.

Any Director, officer, staff or Regional Council member may present a letter signed by him/her to the Secretary of the Corporation setting forth a dispute that could not be resolved under section 8.1 and the desired action(s) of each side. Within 30

days from the receipt of such letter, the Secretary or his/her designee shall direct the convening of an arbitration panel with the Murshid and such other spiritually qualified arbitrators as have been approved by the Board.

If the Murshid or any other member of the panel is directly or indirectly interested in the dispute or otherwise declines to serve for a specific arbitration, the remaining members of the panel will serve as arbitrators. A list of such spiritually qualified arbitrators approved by the Board will be maintained by the Secretary of the Corporation.

Section 8.4 No Appeal to Court

The decision made by the panel of arbitrators shall be final, and there shall be no appeal to any Court from that decision.

Section 8.5 Conditions of the Dispute Resolution Process

At no time is any Director, Officer or Regional Council member to be evaluated or sanctioned in the light of unsupported accusations or circumstantial evidence. His/her actions must always be evaluated by the verdict of revelation and discernment given to the Directors or arbitrators charged with making a decision.

Any process of mediation or appeal to the Board or arbitration panel under his section shall be done in a confidential manner and none of those involved shall be free to communicate to individuals other than Board members concerning this matter, unless approved by consent of the parties, the Board or arbitration panel.

Article IX

Conflicts of Interest

Section 9.1 Definition.

A conflict of interest transaction is a transaction with the Corporation in which a Director has a direct or indirect interest.

Section 9.2 Approval of Transaction.

Before a conflict of interest transaction may be entered into by the Corporation, it must be approved in advance by those Directors who have no direct or indirect interest in the transaction, and the material facts of the transaction and the Director's interest are disclosed or known to the Board and the Directors approving the transaction, and they in good faith reasonably believe that the transaction is fair to the Corporation.

Article X

Other Provisions

Section 10.1 Endorsement of Documents; Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this Corporation and any other person, when signed by any one of the Chair of the Board or the Executive Director, and by any Vice Chair, the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of this Corporation shall be valid and binding on this

Corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be general or confined to specific instances or conditions. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 10.2 Representation of Shares of Other Corporations.

The Chair or any other officer or officers authorized by the Board are each authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the Corporation. The authority herein granted may be exercised either by any officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by the officer.

Section 10.3 Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the Wyoming Nonprofit Corporation Act and in the Wyoming Nonprofit Religious Corporation Law shall govern the construction of these Bylaws.

Section 10.4 Amendments.

These Bylaws may be amended, repealed or added to from time to time at any time by the Regional Council members.

Subject to right of the Regional Council members to amend or repeal, these Bylaws (other than a Bylaw or amendment thereof changing the authorized number of Directors, the composition of the board, the term of office of Directors, the method or way in which Directors are elected or selected, or the voting rights of Regional Council members) may be amended or repealed by the Board in the exercise of the power granted to the Board in these Bylaws.

Section 10.5 Record of Amendments.

Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

Article XI

Indemnification of Agents of the Corporation

Section 11.1 Definitions.

For purposes of this Article, "Director" means an individual who is or was a Director of the Corporation or an individual who, while a Director of the Corporation, is or was serving at the Corporation's request, whether as a Director, officer, partner, trustee, employee or agent, another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit

plan or other enterprise. "Director" includes, unless the content requires otherwise, the estate or personal representative of a Director.

"Expenses" include counsel fees.

"Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses actually incurred with respect to the proceeding.

"Official Capacity" means (1) when used with respect to a Director, the office of Director in the Corporation; and (2) when used with respect to an individual other than a Director, the office in the Corporation held by an officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation. "Official capacity" does not include service for any other foreign or domestic business or nonprofit corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise.

"Party" includes an individual who was, is or is threatened to be made, a named defendant or respondent in a proceeding.

"Proceeding" means any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative and whether formal or informal

Section 11.2 Mandatory Indemnification.

The Corporation shall indemnify a Director, officer, employee or agent who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director, officer, employee or agent was a party because he/she is or was a Director, officer, employee or agent of the Corporation against

reasonable expenses actually incurred by the Director, officer, employee or agent in connection with the proceeding.

Section 11.3 Advance of Expenses.

The Corporation may pay for or reimburse the reasonable expenses incurred by a Director, officer, employee or agent who is a party to a proceeding in advance of final disposition of the proceeding if;

The Director, officer, employee or agent furnishes the Corporation a written undertaking, executed personally or on his/her behalf, to repay the advance if the Director, officer, employee or agent is not wholly successful; and

A determination is made that the facts then known to those making the determination would not preclude indemnification under this Article.

The undertaking required by paragraph (A)(a) of this section shall be an unlimited general obligation of the Director, officer, employee or agent, but need not be secured and may be accepted without reference to financial ability to make repayment.

The Corporation may also indemnify and advance expenses to an officer, employee or agent who is not a Director to the extent, consistent with public policy, that may be provided by general or specific action of the Board of Directors, or by contract.

Section 11.4 Court Ordered Indemnification.

A Director, officer, employee or agent of the Corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court after giving any

notice the court considers necessary may order indemnification in the amount it considers proper if it determines the Director, officer, employee or agent is entitled to mandatory indemnification as set forth above, in which case the court shall also order the Corporation to pay the reasonable expenses incurred to obtain court-ordered indemnification.

Section 11.5 Insurance.

The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee or agent of the Corporation, or who, while Director, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a Director, officer, partner, trustee, employee or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by him/her in that capacity or arising from his/her status as a Director, officer, employee or agent, whether or not the Corporation would have the power to indemnify the person against the same liability under this Article.

Section 11.6 Limits on Indemnification.

The indemnification and advancement of expenses authorized by this Article shall be exclusive of any other rights to which any Director, officer, employee or agent may be entitled under any bylaw, agreement, vote of Regional Council members or disinterested Directors or otherwise, both as to any action in his/her official capacity and as to action in another capacity while holding the office, and continues as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of that person.

This article does not limit the Corporation's power to pay or reimburse expenses incurred by a Director in connection with appearing as a witness in a proceeding at a time when the Director has not made a named defendant or respondent to the proceeding.

Article XII

Receipt, Investment, and Disbursement of Funds

Section 12.1 Receipt of Funds.

The Corporation shall receive all monies and/or other properties transferred to it for the purposes for which the Corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of such money or property is contrary to the expressed purposes of the Corporation as shown by its Articles.

Section 12.2 Investment of Funds.

The Corporation shall hold, manage and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this Corporation.

Section 12.3 Disbursement of Funds.

No disbursement of Corporation money or property shall be made until it is first approved by either the Executive Director, Chair, Treasurer, or Directors of the Corporation. However, the Directors shall have the authority to appropriate specific sums to fulfill the

objectives and purposes for which the Corporation was formed and to direct officers, staff,

Committees, Councils or Circles of the Corporation from time to time to make disbursements to implement said appropriations.

Section 12.4 Instruments in Writing.

All checks, drafts, demands for money and notes of the Corporation, and all written contracts of the Corporation shall be signed by such officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate.

Article XIII

Corporate Records and Reports

Section 13.1 Records.

The Corporation shall maintain adequate and correct accounts, books and records of its business and properties. All such books, records and accounts shall be kept at its principal place of business in the State of Florida California, as fixed by the Board of Directors from time to time.

Section 13.2 Inspection of Books and Records.

The Regional Council Membership Register or duplicate Regional Council Membership Register shall be open to inspection beginning two (2) business days after notice is given of a Regional Council members' Meeting, and continuing through the meeting. A Regional Council member, a Regional Council member's agent or attorney, upon the written demand, may inspect, and subject to the limitations of the Wyoming Nonprofit Corporation Act, sections 17-19-1602(c) and 17-19-1605, to copy the list, at a

reasonable time, at the Regional Council member's expense during this time. The Corporation shall make the list of Regional Council members available at the meeting, and any Regional Council member, a Regional Council member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

A Regional Council member shall be entitled to inspect and copy, at a reasonable time and location specified by the Corporation, the records and minutes required to be maintained pursuant to Wyoming Nonprofit Corporation Act, section 17-19-1601, if the Regional Council member gives the Corporation written notice or a written demand at least five business days before the date on which the Regional Council member wishes to inspect and copy, provided the Regional Council member's demand is made in good faith and for a proper purpose, the Regional Council member describes with reasonable particularity the purpose and records that he/she/the Regional Council member desires to inspect, and the records are directly connected with this purpose.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the Corporation, and also of its subsidiary organizations, if any. If anything to be inspected is located in the personal residence of an employee, that employee must be given a reasonable amount of notice before the inspection to ensure the employee can be available to give access to the residence.

The Corporation shall be required to furnish Regional Council members with financial statements only to the extent determined by the Directors.

Any indemnifications or advances paid to a Director under Wyoming Nonprofit Corporation Act, Sections 17-19-852, 17-19-853

or 17-19-854 in connection with a proceeding by or in the right of the Corporation, shall be reported in writing to the Regional Council members with or before the notice of the next meeting of Regional Council members.

Section 13.3 Certification and Inspection of Bylaws.

The original or a copy of these Bylaws, as amended or otherwise altered to date and certified by the Secretary, shall be open to inspection by the Regional Council Members and Directors of the Corporation at all reasonable times during office hours.

Article XIV

Dissolution

Upon dissolution of this Corporation, the Board of Directors shall cause the assets herein to be distributed to another corporation in the manner set forth in the Articles of Incorporation. Preference will be given to corporations which have Associate Regional Council membership status with this Corporation under Article IV of these Bylaws, and which also meet the requirements set out in the Articles of Incorporation.

Certificate of Secretary

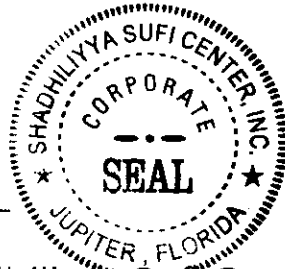
I, the undersigned, being the Secretary of Shadhiliyya Sufi Center, do hereby certify that the above Bylaws were adopted as the Bylaws hereof on the 20th day of March, 2000 and on the 28th day of February, 2001, and amended on the 23rd day of May, 2003 and on the 15th day of Feb 2008, and the 9th day of April 2012 and the 6th day of December 2018, and the 8th day of January 2022, and on the 18th day of June 2022, by the Board of Directors of said Corporation in regularly called meetings on the same dates, to wit,

the 20th day of March, 2000, the 28th day of February, 2001, the 23rd day of May, 2003, the 15th day of Feb 2008, and the 9th day of April 2012, the 6th day of December 2018, and the 8th day of January 2022, and the 18th day of June 2022.

Said Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of June 2022.





Jon J. Bushard, Secretary Shadhiliyya Sufi Center, Inc.