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Kirkland, WA 98033
hawsabah.ai

HAWSABAH

BYLAWS

Washington Nonprofit Corporation

For adoption by the initial Board of Directors

Version 0.6 | October 6, 2026

Adoption Date: October 6, 2026

Effective Date: October 6, 2026

GOVERNING PRINCIPLE

These Bylaws govern the internal affairs of Hawsabah (the "Corporation"). They are intended to operate consistently with the Washington Nonprofit Corporation Act, Chapter 24.03A RCW, the Corporation's filed Articles of Incorporation, and the requirements applicable to an organization seeking or maintaining recognition under Section 501(c)(3) of the Internal Revenue Code. If a provision of these Bylaws conflicts with mandatory law or the filed Articles of Incorporation, mandatory law and then the Articles control to the extent of the conflict.

ARTICLE I. NAME, GOVERNING LAW, AND OFFICES

1.1 Name

The legal name of the corporation is Hawsabah (the "Corporation").

1.2 Governing Law

The Corporation is a nonprofit corporation organized under the laws of the State of Washington and shall be governed by Chapter 24.03A RCW, as amended, together with other applicable federal and state law, the Articles of Incorporation, and these Bylaws.

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1.3 Principal and Registered Offices

The principal office shall be at a location determined by the Board of Directors. The Corporation shall continuously maintain a registered office and registered agent in Washington as required by law. The Board may establish additional offices as necessary.

ARTICLE II. PURPOSE, MISSION, AND TAX-EXEMPT LIMITATIONS

2.1 Exempt Purpose

The Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including conducting and supporting research; developing and documenting openly accessible digital methods and standards; and disseminating knowledge that advances the preservation, representation, interpretation, and study of textual, linguistic, and cultural heritage, including phonetic, articulatory, and typographic dimensions.

2.2 Mission

Hawsabah's mission is to advance knowledge through scientific research, textual interpretation, and open standardization of digital methods, including computational and artificial-intelligence methods, for representing, interpreting, and studying textual, linguistic, and cultural heritage, including phonetic, articulatory, and typographic information.

2.3 Public Benefit

The Corporation shall operate for public scientific, educational, and cultural benefit. Its programs may serve researchers, scholars, linguists, historians, typographers, technologists, students, cultural-heritage practitioners, and other public-interest users. No person has a proprietary interest in the Corporation or its charitable assets.

2.4 Private Inurement and Private Benefit

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, founder, private shareholder, or other private person, except that the Corporation may pay reasonable compensation for services actually rendered, reimburse reasonable expenses, and make payments in furtherance of its exempt purposes as permitted by law.

2.5 Lobbying and Political Campaign Activity

No substantial part of the activities of the Corporation shall consist of attempting to influence legislation except to the extent permitted for an organization exempt under Section 501(c)(3). The Corporation shall not participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for elective public office.

2.6 General Limitation

The Corporation shall not carry on activities that are not permitted to be carried on by an organization exempt under Section 501(c)(3) or by an organization contributions to which are deductible under applicable provisions of the Internal Revenue Code.

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ARTICLE III. MEMBERS

3.1 No Statutory Members

The Corporation shall have no statutory voting members. All governance authority rests with the Board of Directors, subject to the Articles of Incorporation, these Bylaws, and applicable law. Donors, volunteers, advisors, participants, collaborators, and users of the Corporation's work do not become voting members by reason of that relationship.

ARTICLE IV. BOARD OF DIRECTORS

4.1 General Powers and Responsibilities

The Corporation shall be governed by a Board of Directors (the "Board"). The Board shall have the rights, powers, privileges, duties, and limitations of liability applicable to directors of a Washington nonprofit corporation. The Board is ultimately responsible for the Corporation's activities and affairs, including strategy, finances, compliance, executive leadership, major commitments, and protection of charitable assets. The Board may delegate operational authority but retains oversight responsibility.

4.2 Initial Number of Directors

The initial Board shall consist of exactly four (4) directors. Three of the initial directors shall also serve in the Corporation's three initial officer roles: (a) President, who shall serve as Board Chair; (b) Secretary; and (c) Treasurer. Each of these three offices shall initially be held by a different individual. The Board may later increase the number of directors by resolution, and may define and add additional director positions as the needs of the Corporation develop, provided that any such increase, election, or appointment is consistent with the Articles of Incorporation, these Bylaws, and applicable Washington law. While the Corporation is required by applicable law to maintain at least three directors, the Board shall not be reduced below three (3) directors.

4.3 Qualifications

Each director shall be an individual at least eighteen (18) years of age. A director need not be a resident of Washington. Directors should be selected for integrity, judgment, commitment to the Corporation's exempt purposes, and the ability to exercise independent fiduciary oversight.

4.4 Election and Term

Directors shall be elected by a majority of the directors then in office at the annual Board meeting. Each director shall serve for a one-year term and until a successor is elected and qualified, unless the director earlier resigns, is removed, dies, or becomes unable to serve. Directors may be reelected.

If the one-year term of a director ends and no election of directors has been held, then, as the method these Bylaws provide for continuing directors in office, each such director who is then in office and qualified under Section 4.3 is deemed reelected for a further one-year term beginning when the expiring term ends. This does not apply to a director who has resigned, been removed, or given notice in the form of a record that they decline to continue. A deemed reelection is subject to Sections 4.5 and 4.6 and to

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applicable law. If a director's reelection is put to a vote and is not carried, the director is not deemed reelected, and the holdover rule in this Section applies until a successor is elected and takes office.

4.5 Resignation

A director may resign at any time by delivering notice in the form of a record to the President or Secretary. The resignation is effective when received unless a later effective date is stated.

4.6 Removal

A director elected by the Board may be removed with or without cause to the extent permitted by law. Removal requires at least forty-eight (48) hours' notice stating that removal will be considered and the affirmative vote of two-thirds (2/3) of the directors then in office other than the director whose removal is proposed. The affected director shall be given a reasonable opportunity to be heard before the vote. Statutory grounds for removal remain available regardless of this section.

4.7 Vacancies

Any vacancy on the Board, including a vacancy resulting from an increase in the authorized number of directors, may be filled by a majority of the directors remaining in office even if they constitute fewer than a quorum, unless the Articles or applicable law require another method. A director elected to fill a vacancy serves for the remainder of the predecessor's term and until a successor is elected and qualified.

4.8 Board Compensation

Directors shall receive no compensation for service as directors, other than reimbursement of reasonable and documented expenses. This limitation does not prohibit a director from receiving reasonable compensation for bona fide services performed in a separate capacity if the arrangement is approved in advance by disinterested directors in accordance with the conflict-of-interest provisions of these Bylaws and applicable law.

ARTICLE V. BOARD MEETINGS AND DECISIONS

5.1 Annual and Regular Meetings

The Board shall hold an annual meeting and may establish additional regular meetings by resolution. Regular meetings may be held with or without separate notice if the schedule has been approved by the Board and communicated to all directors.

5.2 Special Meetings and Notice

Special meetings may be called by the President, the Secretary, or any two directors. At least forty-eight (48) hours' notice of the date, time, and place or remote-access instructions shall be provided to each director unless a longer period is required by law or these Bylaws. A notice concerning removal of a director shall state that purpose.

5.3 Remote Participation

Any or all directors may participate in a meeting through remote communication that permits all participating directors to communicate simultaneously with one another. A director participating by authorized remote communication is deemed present in person.

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5.4 Quorum

A majority of the directors then in office constitutes a quorum. With an initial Board of four directors, three directors constitute a quorum. If a quorum is not present, the directors present may adjourn the meeting without taking substantive Board action.

5.5 Voting

Each director has one vote. If a quorum is present, the affirmative vote of a majority of directors present is the act of the Board unless a greater vote is required by law, the Articles, or these Bylaws. Directors may not vote by proxy. If the directors present are equally divided on a matter, the matter is determined by the President's vote, or, if the President is not present and voting, the matter is not adopted.

5.6 Action Without a Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting by unanimous written or electronic consent of all directors entitled to vote on the matter, except to the extent a different procedure is expressly permitted by applicable law for an interested director who abstains. The consent shall describe the action taken and shall be filed with the corporate records.

5.7 Minutes

The Secretary, or a person designated for the meeting, shall prepare and preserve minutes of Board meetings and records of actions taken without a meeting. Minutes should identify attendance, material motions, votes, recusals, and decisions.

5.8 Motions

Any director may make a motion on a matter within the Board's authority. If the motion is seconded by another director, it shall be considered by the Board unless withdrawn. A properly adopted Board decision is binding on the officers and persons acting on behalf of the Corporation, subject to law and the Articles.

ARTICLE VI. OFFICERS

6.1 Initial Officers

At formation, the Corporation shall have only the following three officers: (a) President, who shall also serve as Board Chair; (b) Secretary; and (c) Treasurer. Each office shall initially be held by one of the initial directors.

6.2 Multiple Offices

The three initial offices shall be held by three different individuals. If the Board later expands the officer structure, one individual may hold more than one office to the extent permitted by applicable law, except that the offices of President and Secretary shall never be held by the same individual.

6.3 President and Board Chair

The President shall serve as Chair of the Board, preside at Board meetings, oversee implementation of Board-approved strategy, represent the Corporation externally within delegated authority, and perform such other duties as the Board may assign consistent with these Bylaws and applicable law.

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6.4 Secretary

The Secretary shall maintain or oversee the Corporation's governance records, notices, minutes, resolutions, Bylaws, Articles, corporate calendar, and other official records; certify corporate actions when appropriate; and perform other duties assigned by the Board.

6.5 Treasurer

The Treasurer shall oversee the Corporation's financial records, budgets, internal controls, financial reporting, banking coordination, tax and regulatory filings, and coordination with accountants, auditors, or other financial professionals. The Treasurer shall report the financial condition of the Corporation to the Board at reasonable intervals.

6.6 Removal and Resignation of Officers

The Board may remove an officer with or without cause, subject to any contractual rights and applicable law. An officer may resign by giving notice in the form of a record to the President or Secretary. A vacancy in an office shall be filled by the Board.

ARTICLE VII. COMMITTEES AND ADVISORS

7.1 Board Committees

The Board may create one or more committees of the Board by resolution and may delegate Board authority to such committees to the extent permitted by law. Voting members of a committee exercising Board authority shall be directors except where applicable law expressly permits otherwise. No committee may exercise powers that Washington law reserves to the full Board.

7.2 Advisory Groups

The Board may establish advisory councils, working groups, or committees that include non-directors, including scientific, technical, product, finance, governance, cultural-heritage, standards, or community advisors. Advisory groups may study issues and make recommendations but do not exercise Board authority unless lawfully constituted as a committee of the Board.

7.3 Committee Records

Committees shall operate under a Board-approved charter or resolution and shall maintain records appropriate to their delegated responsibilities. Material recommendations and actions shall be reported to the Board.

7.4 Hiring Review Committee

(a) Establishment and Composition. The President may establish a Hiring Review Committee (the "Hiring Committee") and may at any time appoint, remove, or replace its members, change its composition, or dissolve it. The President shall chair the Hiring Committee. Members may be directors, officers, or individuals who are not directors, and may include legal or human-resources advisors. A person's status as a donor to the Corporation does not qualify or entitle the person to serve on the Hiring Committee, and no donor, as such, holds any vote, veto, or approval right concerning hiring.

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(b) Scope. This Section applies to the hiring of individuals as employees of the Corporation. It does not apply to the election, appointment, removal, or compensation of directors or officers, which are governed by Articles IV, VI, VIII, and IX.

(c) Review Function. Employees and hiring managers may interview, evaluate, select, and recommend candidates. Before an offer of employment is extended, the proposed hire shall be submitted to the Hiring Committee, which may decline to clear it. An offer may not be extended if the Hiring Committee declines to clear the proposed hire. The Hiring Committee may not initiate a hire, select a candidate, set the terms of a position, or adopt, amend, or interpret any policy of the Corporation. The President, or a person the President designates, extends offers of employment, and an offer for a position within the Board-approved budget does not require separate Board approval under Section 9.4(c).

(d) No Compulsion. No employee, hiring manager, donor, or other person may require the Corporation to hire, or to make an offer of employment to, any individual, and clearance by the Hiring Committee does not obligate the Corporation to make an offer.

(e) Procedures and Records. The President shall establish the Hiring Committee's operating procedures and decision-making process, consistent with this Section, applicable law, and Board-approved policies. The Hiring Committee is not required to give reasons for a decision to any candidate, employee, hiring manager, or donor, but shall keep a record of each decision and its basis, which shall be available to the Board.

(f) Compliance with Law. All recruitment, selection, and hiring by or on behalf of the Corporation, and every decision of the Hiring Committee, shall comply with all applicable federal, state, and local laws, including laws prohibiting discrimination and governing employment. Decisions shall rest on lawful, job-related considerations and shall not rest on any characteristic protected by law.

(g) Status and Oversight. The Hiring Committee is a management review body operating under the President's delegated authority under Section 9.4. It is not a committee of the Board for purposes of Sections 7.1 and 7.3, and it exercises no power that Washington law reserves to the Board. The Board retains its oversight responsibility under Section 4.1, and the President shall report the Hiring Committee's composition and actions to the Board at least annually and on request. Compensation of any person remains governed by Section 9.6 and Article VIII, and a member of the Hiring Committee who has a conflict of interest shall recuse under Section 8.3.

(h) Precedence. This Section controls over any policy, resolution, or procedure of the Corporation that is inconsistent with it, and no such policy, resolution, or procedure may limit, expand, or override it. Policies adopted under Section 9.7 may implement this Section but may not conflict with it. Mandatory law and the Articles of Incorporation control over this Section as provided in Section 15.1.

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ARTICLE VIII. STANDARDS OF CONDUCT, CONFLICTS, AND RELATED-PARTY TRANSACTIONS

8.1 Fiduciary Standard

Each director and officer shall act in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interests of the Corporation and its charitable purposes.

8.2 Duty to Disclose Conflicts

A director, officer, or committee member shall promptly disclose any actual or potential financial or personal interest that could reasonably affect independent judgment concerning a proposed transaction, arrangement, grant, contract, compensation decision, licensing arrangement, or other matter involving the Corporation.

8.3 Recusal and Disinterested Review

An interested person may provide relevant factual information at the request of the Board but shall not participate in deliberation or vote on the matter after disclosure, except as permitted by law. Disinterested directors shall determine whether the transaction is fair and reasonable to the Corporation, in its best interests, and consistent with its charitable purposes, after considering reasonable alternatives when appropriate.

8.4 Documentation

The minutes shall document the nature of the disclosed interest, the persons present for discussion and vote, any recusal or abstention, material alternatives considered, and the Board's decision.

8.5 Conflict-of-Interest Policy

The Board shall maintain a written conflict-of-interest policy and may require annual disclosure statements from directors, officers, key employees, and persons serving on committees with delegated authority. The policy may be more restrictive than these Bylaws but may not authorize conduct prohibited by law.

ARTICLE IX. FINANCIAL ADMINISTRATION AND CORPORATE AUTHORITY

9.1 Fiscal Year

The fiscal year of the Corporation shall end on December 31 unless changed by resolution of the Board.

9.2 Budget and Internal Controls

The Board shall adopt and oversee an annual budget and reasonable internal controls appropriate to the Corporation's size and activities. Funds restricted by donors, grants, law, or contract shall be used and accounted for in accordance with those restrictions.

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9.3 Banking and Signatories

Funds of the Corporation shall be deposited in financial institutions selected by the Board. Checks, transfers, contracts, and other instruments shall be signed or authorized by the person or persons designated by Board resolution or written financial-controls policy.

9.4 Ordinary-Course Authority and Reserved Matters

The President may manage ordinary day-to-day activities within the Board-approved budget and delegated authority. Board approval is always required for: (a) election or removal of directors; (b) amendment of these Bylaws or the Articles; (c) any single financial transaction, commitment, contract, or series of related transactions exceeding Ten Thousand Dollars ($10,000), unless a lower threshold is established by Board policy; and (d) any expenditure, commitment, or contract that is not provided for in the Board-approved budget, except to the extent a Board policy adopted under Section 9.7 expressly allows. The Board may reserve additional matters to itself by resolution. Action on a matter reserved to the Board under this Section requires the affirmative vote of a majority of the directors then in office. A matter within the President's authority under this Section or Article VI remains within that authority until the Board acts on it, and the President's determination stands in the meantime.

9.5 Loans and Guarantees

No loan, guarantee, or material indebtedness shall be entered into on behalf of the Corporation without specific Board authorization. The Corporation shall not make loans or guarantees for the personal benefit of directors or officers except as expressly permitted by applicable law.

9.6 Compensation

Any compensation paid by the Corporation shall be reasonable, for actual services rendered, and approved through a process that complies with applicable conflict-of-interest and tax rules. A person whose compensation is under consideration shall not vote on that compensation.

9.7 Policies

The Board may adopt separate policies governing financial controls, document retention, data governance, intellectual property and licensing, grants, compensation, safeguarding, information security, research integrity, and other operational matters. Such policies are not part of these Bylaws unless expressly incorporated by amendment.

ARTICLE X. RECORDS, REPORTS, AND TRANSPARENCY

10.1 Corporate Records

The Corporation shall maintain accurate and complete books and records of account, minutes of Board and Board-committee proceedings, the Articles and amendments, these Bylaws and amendments, material resolutions, tax filings, and other records required by law.

10.2 Director Inspection

Each director shall have access to corporate records reasonably necessary to fulfill fiduciary duties, subject to lawful confidentiality, privilege, privacy, security, and data-protection restrictions.

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10.3 Public Disclosure

The Corporation shall make its federal exemption application, annual information returns, and other records available for public inspection to the extent required by law. The Board may authorize publication of additional reports, research outputs, financial summaries, and governance information consistent with the Corporation's mission and legal obligations.

ARTICLE XI. INDEMNIFICATION, INSURANCE, AND LIMITATION OF LIABILITY

11.1 Limitation of Director Liability

To the fullest extent permitted by Washington law, a director shall not be personally liable to the Corporation for an action taken, or failure to take action, as a director. Nothing in these Bylaws eliminates liability that cannot lawfully be eliminated, including liability for benefits improperly received, intentional misconduct, knowing violation of law, or other liability imposed by applicable law or the Articles.

11.2 Indemnification

To the fullest extent permitted by applicable law, the Corporation shall indemnify its directors and officers, and may indemnify employees, volunteers, advisors, and agents, against liabilities and reasonable expenses incurred by reason of service to the Corporation, subject to statutory standards and limitations.

11.3 Advance of Expenses

The Corporation may advance reasonable expenses incurred in defending a proceeding to the extent permitted by law and on any undertaking or conditions required by law or Board policy.

11.4 Insurance

The Corporation may purchase and maintain directors-and-officers liability insurance and other insurance for directors, officers, employees, volunteers, and agents to the extent authorized by law and approved by the Board.

ARTICLE XII. INTELLECTUAL PROPERTY, RESEARCH, AND INFORMATION STEWARDSHIP

12.1 Mission-Aligned Stewardship

The Corporation shall manage research outputs, software, data, documentation, standards, publications, and intellectual property in a manner consistent with its charitable and scientific purposes, applicable contractual obligations, privacy and security requirements, and Board-approved policies.

12.2 Open Access and Licensing

The Board may authorize open-access, open-source, standards-based, public-domain, or other licensing approaches that further the Corporation's exempt purposes. Nothing in these Bylaws requires the public release of information where confidentiality, privacy, security, legal, ethical, research-integrity, contractual, or intellectual-property considerations require restriction.

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ARTICLE XIII. AMENDMENT OF BYLAWS

13.1 Authority

These Bylaws may be altered, amended, repealed, or replaced by the Board, subject to the Articles and applicable law.

13.2 Notice and Vote

An amendment may be considered at an annual meeting or at a special meeting called for that purpose. At least ten (10) days' notice shall be provided, together with the proposed amendment or a summary of its substance. Adoption requires the affirmative vote of at least two-thirds (2/3) of the directors then in office.

13.3 Protection of Charitable Property

No amendment shall authorize the diversion of property held for charitable purposes, permit private inurement, or otherwise impair restrictions on charitable assets contrary to law.

ARTICLE XIV. DISSOLUTION

14.1 Approval

Any dissolution of the Corporation shall be approved in the manner required by Washington law, the Articles of Incorporation, and any applicable restrictions on charitable property. The Board shall act only after considering the Corporation's obligations, restricted funds, intellectual property, records, data, grants, contracts, and continuing public-interest responsibilities.

14.2 Distribution of Assets

Upon dissolution, after payment or adequate provision for lawful liabilities, the Corporation's remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or to the federal government or a state or local government for a public purpose. No remaining charitable assets shall be distributed to directors, officers, founders, or other private persons except for lawful payment of obligations or reasonable compensation already earned.

ARTICLE XV. CONSTRUCTION AND SEVERABILITY

15.1 Hierarchy

These Bylaws shall be interpreted consistently with applicable law and the Articles of Incorporation. If a provision of these Bylaws conflicts with a mandatory provision of law, the law controls. If a provision of these Bylaws conflicts with the Articles of Incorporation, the Articles control.

15.2 Severability

If any provision of these Bylaws is held invalid or unenforceable, the remaining provisions shall remain effective to the fullest extent permitted by law, and the invalid provision shall be interpreted or modified as necessary to preserve its lawful intent where possible.

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15.3 Electronic Records and Signatures

References to written notices, records, consents, and signatures include electronic records and electronic signatures to the extent permitted by applicable law.

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CERTIFICATE OF ADOPTION

The undersigned certify that the foregoing Bylaws of Hawsabah were adopted by the initial Board of Directors at a duly authorized organizational meeting or by unanimous written consent on the date stated below, and remain in effect except as subsequently amended in accordance with these Bylaws and applicable law.

Adoption Date: October 6, 2026

1. Mohamed Ali, President and Board Chair

Signature: DocuSigned by: Mohamed Ali 1779429A9BCA4AF... Date: October 6, 2026

2. Mohamed Ibrahim, Secretary

Signature: Signed by: Mohamed Ibrahim D7303E2A29A14FC... Date: October 6, 2026

3. Mohamed Hassan, Treasurer

Signature: Signed by: B21FD91B8605427... Date: October 6, 2026

4. Ahmed Ghoneim, Director of Engineering (CTO)

Signature: Signed by: Ahmed Ghoneim 64E66F0F1434404... Date: October 6, 2026

Secretary Certification:

I certify that I am the duly elected or appointed Secretary of Hawsabah and that the foregoing Bylaws were duly adopted by the Board of Directors and are maintained among the Corporation's official records.

Secretary Name: Mohamed Ibrahim

Signature: Signed by: Mohamed Ibrahim 2364974D4C6E4DD...

Date: October 6, 2026