

BIRMINGHAM ISLAMIC SOCIETY, INC

CONSTITUTION

ARTICLE I – PREAMBLE

FOR THE UPHOLDING, PRESERVATION AND DISSEMINATION OF THE FAITH "*LA ILAHA ILLALLAHU MUHAMMADUR RASOOLULLAH*" AND THE PRINCIPLES AND PRACTICES OF THE RELIGION OF ISLAM, WE, THE MUSLIMS OF BIRMINGHAM, ALABAMA, DO HEREBY ESTABLISH THIS ORGANIZATION. TO THE END THAT THIS BODY MUST BE GOVERNED IN AN ORDERLY MANNER CONSISTENT WITH THE ACCEPTED TENETS OF ISLAM AND STRICTLY WITHIN THE FRAMEWORK THEREOF, WE DO DECLARE AND ENACT THESE BYLAWS. ANY ACTIVITY CONTRARY TO OR IN CONFLICT WITH THE QUR'AN AND THE SUNNAH SHALL NOT BE PERMITTED WITHIN, OR UNDER THE AUSPICES OF THIS ORGANIZATION. THE PRINCIPLE OF *SHURA* SHALL BE THE GOVERNING PRINCIPLE IN ARRIVING AT DECISIONS.

ARTICLE II – NAME

The name of the Organization shall be "BIRMINGHAM ISLAMIC SOCIETY, Inc." (Hereinafter referred to as the Corporation or BIS) and the period of its duration is perpetual.

ARTICLE III – PURPOSES

The purpose of the Corporation as stated in its Certificate of Incorporation are: to carry on religious, charitable and educational activities in conformity with the religion of Islam; to do each and everything necessary, suitable or proper for the accomplishment of these objectives, including, but not limiting the generality of the foregoing; to conduct religious services and prayers, to teach, lecture and disseminate the faith among Muslims and non-Muslims; to establish Masajid, library, Islamic centers, educational institutions and permanent meeting places; to accept donations, grants, collect specific or general contributions for the attainment of any of these objectives; to promote a better understanding of Islam by the establishment of a center, libraries, distribution of religious material, speeches, lectures and teachings; to represent Islam among other faiths, creeds and religions; to open bank accounts, mortgages, borrow or lend money, to buy, sell, lease, rent, mortgage and trade in property, both real and personal; to do anything which should appear conducive to or expedient for the enhancement and benefit of this Corporation, at any time. The corporation will emphasize the promotion of good relations and support with other Islamic organizations, relief and humanitarian organizations that are registered in the United States.

The Corporation shall strive to procure in its affairs and activities, the participation, association and representation of Muslims of all linguistic and ethnic backgrounds. The Corporation will not receive any child for care or placement apart from its own parent or guardian. The Corporation also has such powers as are currently in effect or may hereafter be granted by the General-Not-For-Profit Corporation Act of the State of Alabama. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Law or (b) a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code

of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these articles, the purposes for which this corporation is organized are exclusively charitable, religious and educational within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV – GENERAL

4.1 MUSLIM:

For the purpose of these Bylaws, a Muslim is the one who declares that there is no God worthy of worship except Allah, and Muhammad (peace be upon him), son of Abdullah, is the last and final messenger of Allah; and believes in everything that Prophet Muhammad has brought forth. (One is not expelled from Islam except if he/she rejects any of the necessary requirements in Islam, knowing that and has full knowledge by his own choice without compulsion after the proof has been established against him/her).

4.2 CONFORMITY TO ISLAM:

All acts of BIS shall conform to the ISLAMIC *SHARIAH* (Islamic Law), the basic sources of which are the QUR'AN and the SUNNAH as defined by *Ahlu-Sunnah Wal-Jammah*. In case of a difference of opinion, the BIS shall obtain the opinion of renowned and recognized scholars before giving a ruling on the matter.

4.3 QUR'AN:

The miraculous word of Allah, in which its recitation is worship, and it was revealed to Muhammad (peace be upon him) in the Arabic language by the means of Angel Jibrail (peace be upon him) which was handed down in uninterrupted sequences from generation to generation, and it is presently written down in a single book (which begins with *Surah Al-Fatihah* and it ends with *Surah An-Nas*).

4.4 SUNNAH:

Everything that was transmitted on the authority of the Prophet Muhammad (peace be upon him), pertaining to his sayings, his actions, his approval (tacitly or by agreement), and his characteristics from the beginning of his prophethood to his death.

4.5 SHURA:

To extract the opinion from the person(s) of experience and/or the concerned person(s).

4.6 AHLU-SUNNAH WAL-JAMMAH:

The predecessors of this nation (*Ummah*) from the time of the companions of the Prophet, the generations after the companions, and all the ones that follow them until the Day of Judgment, are the ones that gathered on the clear truth, based upon the Qur'an and the Sunnah of the Prophet Muhammad (peace be upon him). *Ahlu-Sunnah-wal Jamah* includes, but is not limited to, the four major schools of thought (i.e. *Hanafi, Hanbali, Shafi'i* and *Malaki*).

ARTICLE V – OFFICES

The Corporation shall have and will continuously maintain in this State a registered office and a registered agent whose office is identical with such a registered office, and it may have other offices within or without the State of Alabama as the Board of Directors (also referred to as the Board) may determine from time to time.

ARTICLE VI – MEMBERS

6.1 CATEGORIES OF MEMBERS AND ELIGIBILITY:

The Corporation shall have the following two categories of members. Members in any of the categories shall be 18 years of age, at a minimum, and reside in the Jefferson County or within 75 miles of the city of Birmingham, Alabama. The eligibility for such categories shall be as follows:

Honorary Members: Any Muslim who has rendered outstanding services to BIS and/or to the Muslim community in Birmingham or the cause of Islam, or has achieved an outstanding level of proficiency in the studies of Islam, shall be eligible and become an Honorary Member, after being elected by a majority vote of the Board of Directors.

Regular Members: Every Muslim, male or female, who establishes the five daily prayers, attends Friday prayer (applies to males only and unless he has a valid excuse not to), completes a registration form, pays the membership dues, adheres to all of the articles and sections of this Constitution, and does not publicize or expose his/her major sins, is eligible to be a voting Member of the Corporation.

6.2 ADMISSION TO MEMBERSHIP:

All categories of Members, except Honorary Members, shall be admitted to membership by a simple majority of the Executive Committee. No membership application of a Muslim is rejected without a due cause. The only due cause is an open defiance of Islam. If the Executive Committee cannot make a decision, the Board of Directors shall make the final decision. The Executive Committee shall take action within 45 days; otherwise the membership shall be approved automatically. Once approved, the membership shall be considered effective from the date it was submitted to the Executive Committee.

6.3 MEMBERS IN GOOD STANDING, RIGHTS, AND PRIVILEGES:

A Member is in good standing if he/she is up-to-date in the payment of dues and is not suspended, expelled, sanctioned or terminated. Only Regular Members in good standing shall have voting rights and each Member shall be entitled to one vote on each matter submitted to vote. When a Member is not in good standing, he/she loses all rights and privileges of membership. New Members shall not have voting rights until 90 days have elapsed since their admission and payment of dues, but they may participate in the discussion, debates, and give any suggestions. If a Member believes his or her name is erroneously excluded from the official list of Regular Members, he/she will be required to produce a cancelled check or cash receipt as evidence of payment of dues, before his/her name can be included in the list. A Member who left Birmingham for less than one year in good standing membership and was the Member for at least one year before he/she left is

exempted from the 90-day waiting period. He/she is not exempted from the rest of the articles of Article VI.

6.4 TERMINATION OF MEMBERSHIP:

The Board of Directors by affirmative vote of two-thirds of all of the members may suspend, expel, terminate or sanction a member for cause after an appropriate hearing. The General Body also has the authority to terminate a membership with a two-thirds vote of Members who are present at the meeting where the vote is taken.

6.5 MEMBERSHIP DUES:

Voting members shall pay annual dues as per the following schedule:

Individual	\$25
Family (husband and wife)	\$35

No Member shall be denied membership because of their inability to pay the dues. The President shall have the authority to reduce the dues for Members who cannot pay the set amount to whatever he feels reasonable.

6.6 PAYMENT OF DUES:

Dues shall be paid annually in advance for each calendar year (January of that year). New Members approved on or before June 30th shall pay full year dues and those approved after June 30th shall pay half of the full year dues for that calendar year.

6.7 RESIGNATION:

Any Member may resign by filing his intention to do so in writing with the Secretary of the Executive Committee.

6.8 REINSTATEMENT:

Upon written request for re-admission to membership, signed by a former Member and filed with the Secretary, such former Member may be reinstated to membership in the same manner as original admission, upon such terms as may be deemed appropriate.

6.9 GRIEVANCE/COMPLAINT PROCEDURE:

Any grievance/complaint from a Member shall be processed in accordance with the procedure established by the Board of Directors and made available to any Member on request. The procedure shall describe the sequence and timeline of steps to be followed.

6.10 TRANSFER OF MEMBERSHIP:

Membership in this Corporation is not transferable or assignable.

ARTICLE VII – GENERAL BODY

7.1 GENERAL BODY:

The General Body shall consist of all Regular Members having voting rights. Others can attend and participate in the meeting, but have no right to vote. The General Body shall be the supreme body of the Corporation.

7.2 GENERAL BODY MEETING:

The General Body meeting shall be held twice a year in the months of January and July of each year, for the purpose of acting on the Board of Directors' Report, Financial Report, President's Report, and for the transaction of such other businesses as may properly come before the meeting.

7.3 ELECTION:

The elections of Board of Directors whose term has expired, the President and the Secretary and the Treasurer shall be held in January, immediately after the General Body meeting. The election shall be conducted by an Election Committee appointed by the Board, in accordance with the Election Procedure approved by the Board. Any Board Member, Executive Committee Member, or any Member who is a candidate shall not conduct election proceedings.

The Election Committee Members shall not use their position or information acquired in that position to support any candidate. All incoming Board of Directors shall assume charge of their respective offices at the conclusion of the General Body meeting with the exception of IAAEC Chairman. The incumbent Chairman shall continue his responsibilities until the end of the school year. In January following the elections, or on the first day of February, whichever comes first, the election results shall be announced in the meeting and documented.

The election may be held by ballots cast at designated polling stations or by calling a General Body meeting.

7.4 SPECIAL MEETING:

A special meeting of the General Body may be called by the President or by a majority of the Board Members. A special meeting also may be called by a written petition signed by a simple majority of the voting Members.

7.5 PLACE OF MEETING:

The Board of Directors may designate any place within limits of Jefferson or Shelby Counties as the place of any meeting.

7.6 NOTICE OF MEETINGS:

Written or printed notice stating the place, day and hour of any meeting of the General Body shall be delivered to each member either personally, e-mail or by mail, not less than five, nor more than thirty days prior to the date of such a meeting, by or at the direction of the President, the Secretary, the Treasurer, or the Board members calling the meeting. The purpose and agenda of the meeting shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation,

with postage thereon prepaid. It is the responsibility of the members to update the Secretary of their change of address. If the notice is mailed with the newsletter, it must be a separate sheet with a bold title stating "Notice of General Body Meeting". If the place, date and hour of an adjourned meeting, as provided in Section 7.7, is included with the notice of the original meeting, that will satisfy the notice requirement for the adjourned meeting.

7.7 QUORUM:

The presence of simple majority of the Members having voting rights shall constitute a quorum at a meeting. If a quorum is not present within 30 minutes of the specified time for a meeting, a majority of Members present may delay the meeting from time to time, to the same day with the presence simple majority, or to another day. If the meeting is adjourned for another day, the adjourned meeting shall require a quorum of 30%. If failed to meet this quorum, a third meeting shall require a 10% quorum, provided that all requirements for calling a meeting of members have been previously met.

7.8 PROXIES:

At any election meeting of Members, a voting Member may vote in person or by proxy (if he has a valid excuse approved by the Election Committee) executed in writing by the member. No proxy shall be valid after six months from the date of its execution unless otherwise provided in the proxy. No member shall vote on behalf of more than one member by proxy in addition to his/her own vote.

ARTICLE VIII – BOARD OF DIRECTORS (SHURA)

8.1 GENERAL POWERS AND RESPONSIBILITIES:

Subject to the provisions of these Bylaws, the affairs of the Corporation shall be managed by its Board of Directors, which will be responsible of the General Body. The Board of Directors shall also be the trustee of the Corporation and will hold the property of the Corporation in trust. The Board shall have the actual care of the properties, but shall have no powers other than provided by this article to buy, sell, exchange, mortgage, lease, pledge, transfer or dispose of in any other manner any property of the Corporation without specific vote of the General Body authorizing such action. The Board shall obtain approval of the General Body for any purchase of or improvement to real or personal property in excess of \$40,000.00. Expenditures on regular operation and maintenance of facilities, disbursement of donor designated funds, and investment of liquid assets or endowment funds do not require such approval. For any purchase of improvement to real or personal property not exceeding \$40,000.00, approval by two-thirds vote of the Board Members present in a meeting shall be required. Investment of any funds, including endowment funds for achieving capital growth, may be authorized by the Board with a two-thirds majority for such periods and with such guidelines as may be deemed appropriate by the Board. The Board may adopt resolutions containing policies or directives, which shall be binding on all, including the President subject to these Bylaws. The Board can override a decision of the President (or any other Chairman or Committee) with a simple majority vote. Responsibilities of the Board shall include: safeguarding the ideological integrity of the Corporation; providing policy guidelines for the programs and activities; approving budget of

expenses; long-range planning; ensuring permanency and continuity in operations and programs; providing financial stability to the Corporation and performing all such acts that may be necessary for the achievement of the overall objectives of the Corporation; shall in its discretion solve any dispute between any Committees, Members, non-members in the Society in the best interest of the community; assign the Director and approve the Principal of the Islamic Academy of Alabama (IAA).

8.1.1 OBTAINING GENERAL BODY APPROVAL:

Any matter to be presented by the Board before the General Body (except routine matters, like annual reports, etc.), including amendments to Bylaws, matters involving financial decisions regarding purchase or sale of BIS property, or capital expenditure in excess of \$40,000.00 shall first be presented in a joint session of the Board and the Committee Chairmen. Approval by two-thirds of all the Board Members and Committee Chairmen present shall be required to carry the proposal to the General Body. In all such matters, the debate and deliberations shall be continued until concurrence of two-thirds of the members is obtained. Quorum for such meeting shall be the same as for a Board meeting. If a proposal is disapproved in the aforementioned manner for presentation before the General Body it can be presented directly to the General Body, if the simple majority of the voting members sign a petition to that effect.

8.2 STRUCTURE:

The Board shall consist of the following:

1. Two Director elected by the General Body every two years for a four-year term
2. President elected every two years for a two-year term by the General Body
3. Secretary elected by the General Body for a two-year term
4. Treasurer elected by the General Body for a two-year term
5. One Directors at Large appointed to represent any underrepresented members of the community for a two-year term in the first, or second meeting of the Board
6. IAA Education Committee Chairman elected or appointed by the Board in their second meeting for a two-year term. This selection would be after following a process to get the input from the parents and the general membership of the community.

8.3 SECRETARY:

The Secretary shall record and keep the minutes of all meetings of the Members in permanent binders provided for that purpose after having them signed by the Secretary and the President; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the Corporate records and of the Seal of the Corporation and see that the Seal of the Corporation is affixed to all documents, the

execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the mailing address of each Member which shall be furnished to the Secretary by such Member; and in general, perform all duties incidental to the office of Secretary, coordinate, distribute information regarding membership and activities of the Corporation, maintain an up-to-date membership roster, be responsible for the legal matters of the Corporation and other such duties as from time to time that may be assigned to him by the President or by the Board of Directors.

8.4 TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article XII of these Bylaws; and in general perform all the duties incidental to the office of Treasurer and other such duties as from time to time that may be assigned to him by the President or by the Board of Directors. He shall limit all expenses to the budget ceiling approved by the Board of Directors and inform the President if a supplementary budget approval is necessary. The Treasurer shall make prompt payments after the concerned Committee Chairman signs expense vouchers. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the Board shall determine. He shall prepare the Annual Financial Report and have it audited or reviewed by a certified public accountant for presentation before the Annual Meeting of Members after incorporating the Board's comments, if any. The outgoing Treasurer shall prepare and hand over the Income Tax Return for the Corporation to the incoming Treasurer. The Treasurer shall designate his representative to be the Member of the Executive Committee and the Education Committee.

8.5 QUALIFICATIONS OF A DIRECTOR:

Qualifications of a Director shall include sound Islamic beliefs and practice, voting Member of BIS for at least one full year, five consecutive years prior to election, good standing with the Muslim community and familiarity with organizational work, conducts all business in accordance with Islamic principles (sisters must wear proper Islamic *hijab*). The one Director-at-Large shall be a person with the above qualifications and recognized in the community for his dedication and adherence to Islam, Director-at-Large shall be elected in the first or second Board meeting to bring in special expertise, benefit or representation of an under-represented section of the community with the same qualification of a Director. The one full year membership requirement shall not apply to him. Acceptance of nomination as a Director or Director-at-Large shall carry an understanding that the member agrees to accept responsibility the Board deems appropriate to assign. No employee of BIS is eligible to be a Director.

8.6 REGULAR MEETINGS:

The Board shall hold regular meetings at least once a month to conduct their necessary business. They shall approve the budget for the following year no later than March 30th.

Minutes of all meetings shall be maintained and a copy will be made available if requested. The Budget, Monthly Financial Report and a summary of all decisions made in all meetings excluding any private matters shall be posted on the community bulletin board.

8.7 SPECIAL MEETINGS:

Special meetings of the Board may be called by or at the request of the, the President or simple majority of the Board members. The Board may have joint meetings with the Executive Committee, IAA Education Committee or any other Committees as needed. The Chairman of the Board may invite anyone to their meetings.

8.8 RULES OF CONDUCT IN MEETINGS:

In addition to the provisions of Article XXI, the following shall govern the conduct in Board meetings:

- (i) The one who proposes a motion shall be provided the first opportunity to speak in favor of the proposal. Each person including the one who proposes shall be allowed to speak up to two times on the motion. The Board may set a time limit for each speaker.
- (ii) The provisions of Paragraph (i) may be suspended by a two-thirds majority vote of the Board, only during consideration of a specific main motion.
- (iii) In case of a tie in voting, the President shall take the matter to the General Body for a final decision.

8.9 NOTICE:

Written notice of a Board meeting shall be given at least seven (7) days before the date of the meeting. Notice shall be delivered personally or sent by mail, fax or e-mail to each person entitled to attend such a meeting, at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope properly addressed, with prepaid postage. Notice of the Board meetings shall be posted on the BIS bulletin board.

8.10 INFORMAL ACTION BY BOARD MEMBERS:

Any action required to be taken at a Board meeting or any other action which may be taken at a Board meeting, may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all the Members entitled to vote with respect to the subject matter thereof.

8.11 QUORUM:

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any Board meeting.

8.12 MANNER OF ACTING:

The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

A Board Member who has a vested interest in another organization/business, being an official of such organization/business may participate in the discussion regarding any matter related to that organization/business. However, they shall abstain from voting on that matter. Any matter which is brought before the Board for the discussion and requires *Fiqh* opinion in the judgment of at least three Board Members shall be decided after hearing the opinion of a person(s) who is (are) knowledgeable in Islamic *Shariah*. Such person(s), as identified by the Board, shall be invited by person or by calling him (them) to provide expert advice to the Board, however, such invitees(s) shall not vote in the matter.

8.13 MEETINGS OPEN TO MEMBERS:

Any BIS Member shall have a right to attend Board meetings as an observer after informing the President of his intention, except in private matters.

8.14 VACANCIES:

Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director elected to fill a vacancy shall serve until his successor is elected in the next election and assumes charge of the position. Any vacancy of the majority of Board of Directors will result in the complete dissolution of the current Board and will require a special election.

8.15 COMPENSATION:

Board Members shall not receive any compensation for their services as Board Members.

8.16 REMOVAL:

Any Board Member may be removed by the Board or by the General Body whenever in its judgment, best interest of the Corporation would be served thereby. If a Board Member, misses any two meetings without an excuse, not performing his/her duties and responsibilities or any misconduct, the Secretary shall notify him/her along with the notice of the next Board meeting that will consider his/her removal from the Board. Unless the Member attends the meeting, performs his/her duties and responsibilities and changes their conduct or provides written explanation satisfactory to the Board, the Board shall remove the Member and the General Body will elect his/her replacement.

8.17 CONFLICT:

The President and the Board Members shall solve any conflict within themselves. If the conflict continues for more than sixty days, the President shall appoint an arbitration panel from outside Birmingham such as NAIT, person(s) who is (are) knowledgeable in the Islamic *Shariah*, or any other Islamic organization whose decision is final and binding on all parties involved.

ARTICLE IX – THE EXECUTIVE COMMITTEE (OFFICERS)

9.1 THE EXECUTIVE COMMITTEE:

The President shall nominate two persons for the Chairman of each Committee and present the names to the Board of Directors for final selection.

9.2 PRESIDENT (AMEER):

The President shall be the chief executive officer of the Corporation and shall be responsible to the Board of Director and to the General Body. In general, he shall supervise all of the business and affairs of the Corporation in accordance with the policy guidelines and programs provided by the Board of Directors. If the President has reservations about a Board directive, he may call a follow up meeting within two weeks for reconsideration of the matter. If the Board does not change its decision, it shall be binding on the President. The President and the Board shall particularly strive for the achievement of *da'wah* objectives stated in Article I (preamble) of these Bylaws making this the guiding principle of all BIS activities. He shall, except as provided in these Bylaws, preside at all meetings of the Members, the Board of Directors, and the Executive Committee. He may sign, with the Secretary or the Treasurer or any other proper Officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Corporation, and in general, shall perform all duties incidental to the office of President. The President shall conduct all business in accordance with the Islamic principle of *Shura* (Consultation). With the help of the Executive Committee and relevant Committees, he shall prepare the outline of the ensuing year's programs and budget for approval by the Board of Directors. He shall have freedom to authorize expenditures within the approved budget limits. If necessary, he shall obtain the Board's approval on a supplementary budget. Financial reports shall be presented to the Board quarterly. He shall also see that the annual financial report is prepared by the Treasurer, reviewed by a certified accountant, and presented at the annual General Body Meeting after incorporating the Board's comments, if any.

9.2.1 ELECTION, TENURE AND QUALIFICATIONS:

The General Body shall elect the President for a two-year term. A candidate for President shall be a voting member of BIS for at least two full years prior to election and shall have served in BIS as a Board Member, Executive Committee Member, or a Committee Chairman for a minimum of two years combined. The following qualities shall be kept in view in the election of the President:

Sound Islamic beliefs and practices (family, business, behavior, etc.) and good standing with the Muslim community.

- (i) Overall excellence in piety, trustworthiness and integrity, understanding of the affairs of BIS, and organizational and administrative ability, and willing to put his time and effort in the Corporation.
- (ii) Only regular male Members shall be elected to the President of BIS.

9.2.2 REMOVAL:

The President may be removed from office for gross misconduct, deliberate violation of these Bylaws, ceases to qualify or whenever the best interest of the Corporation

warrants this. An affirmative vote by two-thirds of all the Members of the Board may suspend any or all powers of the President until such time that a General Body Meeting is convened and acts on the matter. A two-thirds vote of the General Body, where a quorum is present, shall be required to adopt a 'No Confidence Motion' to remove the President. In case the President moves out of Birmingham, Alabama, resigns, or dies, the Board of Directors shall appoint or elect among themselves or from the general voting Members a President to serve for the unexpired portion of the term, with the provision of the Bylaws of this constitution.

9.3 EXECUTIVE COMMITTEE AND QUALIFICATIONS:

The Executive Committee shall be a consultative body for the President. It shall consist of the President, the Secretary designee, the Treasurer designee, Social Affairs Committee Chairman, Educational and *Da'wah* Committee Chairman, Youth Committee Chairman, and two Women's Committee Representatives. The President, at his desecration, may conduct separate meetings with Department Chairmen respectively, and may invite other Members as needed.

The following qualities shall be kept in view in the selection process of the Executive Committee:

- (i) Sound Islamic beliefs and practices and good standing with the Muslim community.
- (ii) Overall excellence in piety, trustworthiness and integrity, understanding of the affairs of BIS, and organizational and administrative ability, and willing to put his/her time and effort in the corporation. Women shall wear full Islamic dress (*hijab*).

9.3.1 APPOINTMENT AND TERM OF OFFICE:

Soon after the elections, the President-elect shall consult with the Board of Directors who will hold Office in the following year. The appointment of these Executive Committee Chairmen and other Department Chairmen shall be approved by the Board, on nomination by the President. In case of rejection by the Board, the President shall successively nominate other names until the Board approves one of them. The term of the Chairmen shall expire on the day their successors are appointed in the new calendar year. No employee of BIS shall hold any position in the Executive Committee.

9.3.2 REMOVAL:

Any Committee Chairman, except the President may be removed by a two-thirds vote of the Board of Directors.

9.3.3 SOCIAL AFFAIRS CHAIRMAN:

Shall organize and execute all the activities of the Corporation, initiate and maintain programs to help the newcomers to the community, introduce programs that help in strengthening the brotherhood in the community, is responsible for marriages, funeral arrangements, all other recreational programs such as *iftars*, picnics,

potlucks, camps, dinners, sports activities, visiting others, 'Eid celebrations and other religious celebrations and services.

9.3.4 EDUCATIONAL AND DA'WAH COMMITTEE CHAIRMAN:

Shall be responsible to organize regular and occasional programs for Islamic education activities. These shall include the study circles (special programs for new Muslims), lectures, panel discussions, seminars and symposia, Friday *khutbah* (sermon) speakers who have been approved by the Executive Committee, the efficient functioning of the BIS library, the publication of the BIS Newsletter and other BIS literature, and to approve any literature before distribution.

Shall be responsible of coordinating *da'wah* activities to Muslims who are not coming to the center, and propagate Islam among non-Muslims through universities, schools, churches and any other means and to supply them with Islamic publications, books, tapes, videos and magazines. Shall organize small or big *da'wah* events in the center or outside the center such as dialogues, debates, exhibitions, etc.

9.3.5 YOUTH COMMITTEE CHAIRMAN:

Shall be responsible for planning, coordinating and implementing educational and recreational programs and activities for the Muslim youth. The programs shall cater to meet the religious, moral, intellectual, socio-cultural, physical and emotional needs of Muslim youth.

9.3.6 TWO WOMEN'S COMMITTEE REPRESENTATIVES:

Shall be responsible for making programs, activities, and committees of special interest to Muslim women.

ARTICLE X – FUNCTIONAL COMMITTEES

There shall be various functional Committees. The Executive Committee or the Board of Directors may drop one or more of these Committees, designate new functional Committees, or reassign functions of these Committees by a specific resolution to that effect. The Board of Directors shall appoint the Chairman of these Committees for a two-year term in the second meeting to carry on the functions described. However, the Executive Committee shall annually appoint the committee chairman. Each Committee shall consist of at least two members in addition to the chairman. The designation of such Committees and the delegation there to of authority shall operate to relieve the Board of Directors, the Executive Committee, or any individual Director or Chairman, of any responsibility imposed upon it or him/her by law. All Committees shall keep the records of all meetings and the minutes of the meeting to the President and the Board no later than the commencement of the next Committee Meeting.

10.1 FUNCTIONAL COMMITTEES REPORTING TO THE EXECUTIVE COMMITTEE:

10.1.1 WEEKEND SCHOOL COMMITTEE:

Shall be responsible for the administration under its jurisdiction, implementation of the educational plan and preparation of the school budget.

10.1.2 BUILDING MAINTENANCE AND RENOVATION COMMITTEE:

Shall be responsible for the administration and upkeep of the buildings and grounds' security arrangements.

10.1.3 PUBLIC RELATIONS COMMITTEE:

Shall coordinate work with Muslim national organizations and other national organizations that works for the Muslim interest in the United States and around the world.

10.2 COMMITTEE REPORTING TO THE BOARD OF DIRECTORS:

10.2.1 IAA EDUCATION COMMITTEE (IAAEC):

10.2.1.1 PURPOSE, OBJECTIVES, AND ORGANIZATION:

The purpose of BIS's educational endeavor is to promote excellence in religious and modern education and to develop an Islamic personality in children and youth. The objectives shall include:

Uniformity and consistency in standard of all systems of education, enhancement of content of curriculum and quality of continuous basis, consistent effort to reach the highest level compared to any school in the U.S., deliberate and conscious effort for promoting ethnic togetherness in the school system, promotion of Islamic personality, Ummah concept and its experience among the students, promoting the Qur'an and Arabic to enable students to understand the Qur'an, promoting Arabic to be a second language of Muslim students in the twenty-first century, inculcating the world view of Islam and its mission, fostering positive behavior and compassion towards human beings, establishing measurable goals for the above and setting mechanisms to measure the results.

Subject to the provisions of these Bylaws, and directives of the Board of Directors, not inconsistent with these Bylaws, the educational affairs of the full time school shall be planned, developed and implemented by the Islamic Academy of Alabama Board (IAAEC).

IAA shall follow the curriculum mandated by the state of Alabama and/or any other legal authority having jurisdiction in the matter along with other programs mandated by BIS. IAAEC may adopt policies and procedures in the area of its operation as long as they are not inconsistent with these Bylaws or resolutions of the Board of Directors or General Body. Such policies and procedures shall be given to the Board of Directors to review within 45 days and the document shall be corrected to eliminate any

inconsistencies with the Bylaws and then approved by majority vote. The Board shall have the right to over rule the documents by a two-thirds vote.

10.2.1.2 RESPONSIBILITIES OF IAAEC:

The IAAEC shall be responsible for the administration of the Islamic Academy of Alabama (IAA) under its jurisdiction. It shall also be responsible for preparing, and evaluating the implementation of the educational plans, policies and procedures, preparation of the IAA budget and raising funds for the budgeted expenditures, to include at least 70% of the operation and maintenance and expenses of the building facilities used by IAA. It shall conduct surveys, mobilize and promote public opinion, develop long and short term plans, and clearly defined goals and milestones geared towards achieving excellence in education. It shall establish formats to obtain data and parameters, conduct and take suitable steps to monitor the status of the school Principal, school functioning and progress. It shall publish quarterly reports on the status of education and its activities in the newsletter.

10.2.1.3 STRUCTURE OF IAAEC:

The IAAEC structure shall be as follows:

- (i) Five Members selected by the IAAEC Chairman and approved by the Board of Directors.
- (ii) IAA Principal as a non-voting Member.
- (iii) Secretary/Treasurer designee

10.2.1.4 VACCANCIES:

IAAEC shall fill any vacancies with the approval of the BOD. The person filling the vacancy shall serve the remainder of the vacating member's term.

10.2.1.5 REMOVAL:

Any member may be removed by the IAAEC or by the General Body whenever in its judgment, the best interest of IAA would be served thereby. If an IAAEC member misses any two consecutive meetings without an excuse, does not perform his/her duties and responsibilities, or does any misconduct, the IAAEC Chairman shall notify him/her along with the notice of the next meeting that will consider his/her removal. Unless the member attends the meeting, performs his/her duties and responsibilities and changes his/her conduct or provides written explanation satisfactory to the IAAEC, the IAAEC shall remove the member and the vacancy will be filled per 10.2.1.4.

10.2.1.6 APPOINTMENT OF EMPLOYEES:

IAAEC shall select its employees and approve their contracts, with the exception that the Board of Director shall approve the contracts for principals. The principal's contract shall be promptly signed by the President.

10.2.1.7 BUDGET APPROVAL:

The IAA budget shall be prepared, and shall be adopted by the IAAEC. Then the Board of Directors shall approve the budget with any changes deemed appropriate. If the BOD approves a changed total, then the IAAEC shall be required to resubmit the budget with appropriate change to line items, before any payment can be made by the Treasurer. The budget shall include a projected cash flow of revenue and expenses for the whole year.

10.2.1.8 INTERACTION WITH BOARD OF DIRECTORS:

IAAEC shall provide minutes of meetings and reports to the BOD and the President in a timely manner.

Any decision of the IAAEC may be overruled by a two-thirds vote of the BOD.

10.2.2 INVESTMENT COMMITTEE:

Shall promote, create and develop a financial base for the community and take measures for generating regular income for BIS from *halal* investments.

10.2.3 DEVELOPMENT, BUILDING, AND CONSTRUCTION COMMITTEE:

Shall prepare existing buildings and property, buy and build any development needed to expand our community in the Birmingham area.

10.2.4 COUNSELING AND CONFLICT RESOLUTION COMMITTEE:

Shall be responsible for providing counseling and resolving members' and family disputes according to the Islamic *Shariah*.

10.3 REMOVAL:

The authorized Committee may remove any Chairman or member of a Committee, after being provided the opportunity to be heard, or person(s) whenever in his/her/their judgment, the best interest of the Corporation shall be served by such removal. (See 10.0)

10.4 VACCANCIES:

Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE XI – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

11.1 CONTRACTS:

In addition to the Chairmen authorized by these Bylaws, the Board of Directors may authorize any Officers or Agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

11.2 CHECKS, DRAFTS, ETC.:

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer or Officers, Agent or Agents of the Corporation and in such manner as shall from time to time

be determined by resolution of the Board of Directors. In the absence of a specific resolution of the Board, the Treasurer shall sign such instruments. For the amounts exceeding \$5,000.00, the President must countersign them. The Chairman of the Board must countersign any amount exceeding \$15,000.00.

11.3 INVESTEMENT:

To the extent and manner provided in these Bylaws or in a resolution adopted by the General Body, the Board of Directors may invest funds of the Corporation in any real or personal property, lend money for its corporate purposes, and take and hold real and personal property as security for the payment of funds so invested or loaned.

11.4 DEPOSITS:

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select. The Board of Directors may designate this authority to the Executive Committee.

11.5 GIFTS:

The Board of Directors and the Executive Committee may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purposes or for any special purpose of the Corporation.

ARTICLE XII – BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, a record providing the names and addresses of the members entitled to vote, and shall keep these books and records at the registered or Principal's office.

ARTICLE XIII – CORPORATION SEAL

The Board of Directors shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Alabama".

ARTICLE XIV – AFFILIATION

- 10 Any Islamic organizations that agree with the objectives and Bylaws of BIS or have similar objectives, are membership based, operate on principle of *Shura*, and conduct regular Islamic activities, shall be eligible to become affiliated with BIS.**
- 20 Upon written request from an organization, filed with the Secretary of BIS with their constitution/Bylaws, the Board of Directors may affiliate such organization with BIS, under such terms, as the Board may deem appropriate.**

- 30 Its relationship with BIS shall be based on mutual cooperation and to best serve the cause of Islam.
- 40 Affiliated organizations shall be eligible to receive benefits, such as the services and facilities of BIS, on priority basis.
- 50 There shall be no obligation whatsoever on BIS in regards to any financial or other liabilities of any of the affiliated organizations.

ARTICLE XV – DISSOLUTION

In the event of liquidation or dissolution of this Corporation, the residual assets of the Corporation shall be turned over to the North American Islamic Trust, which is a tax-exempt non-profit organization under the existing U.S. Internal Revenue Service Codes in section 501(c)(3) and 170(c)(2) of 1954 or the corresponding provision of any future U.S Internal Revenue Law.

ARTICLE XVI – AMENDMENTS

16.1 BYLAWS:

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted in the following manner:

- (i) The Board of Directors may approve any proposed amendment(s) by unanimous vote. The new amendments shall not go into effect till 30 days from the date it was mailed to all voting members for review and objection. Half plus one voting members, with their signatures submitted to the Board, may freeze any new amendments approved by the Board.

OR

- (ii) Voting Members may propose amendments by submitting it to the Board of Directors in writing. The Board may review the proposals and make its recommendations. The new amendments may take place at the General Body Meeting or at a special meeting called by the Board for this purpose in accordance with the requirements of these Bylaws, with the exception that a minimum of 10 days notice shall be required. The Board shall also state in the notice, the availability of a copy of the proposed amendments, along with the Board's recommendations, to any Member requesting such a copy.
- (iii) A proposed amendment shall be adopted upon receiving affirmative votes of at least two-thirds of the voting Members represented in person or by proxy at such a meeting.

16.2 ARTICLES OF INCORPORATION:

The procedure described in Section 20.1 above for amendments to the Bylaws shall also

be adopted for amendments to the articles of incorporation, with the exception that the proposed amendment shall be adopted upon receiving affirmative votes from at least two-thirds of the voting Members represented in person or by proxy at such meeting.

ARTICLE XVII – RULES OF ORDER

Until such time that BIS developed its own rules, the meetings of the General Body, the Board of Directors, the Executive Committee, and various committees shall be conducted in accordance with the latest edition of "Robert's Rules of Order", with the following addition:

- (i) Meetings shall begin with praising Allah and salutations upon the Prophet Muhammad (peace be upon him) and end with a du'a.**
- (ii) No question is in order that conflicts with the fundamental principles and laws of Islam.**
- (iii) All debates shall be carried out in an atmosphere of Islamic brotherhood.**

ARTICLE XVIII – GENERAL RULES

18.0 In order to maintain peace and harmony, as well as the general welfare in the community, certain disciplinary actions may be necessary for offenses committed by elected members, appointed members, members, employees, and general attendance of BIS facilities.

18.1 Disciplinary procedures may be engaged for offense against the general welfare. Such offenses include but are not limited to the following list: blasphemy or anti-Islamic pronouncements (such as *bid'a*), treason, forgery, contempt, slander, conspiracy, extortion, blackmail, misconduct, obstruction of justice, disturbing the peace, carrying weapons, forcible entry, unlawful assembly, arson, vandalism, burglary, crimes against real and personal properties, robbery, receiving stolen properties, embezzlement of funds, starting of any disruptive activities, creating problems or division between members, etc.

18.2 The following disciplinary actions may be taken against any offense: warning, reprimand, suspension, termination, expulsion, refusal of admission to the BIS facilities, and refusal to perform certain rights. Sanctions for the offenses listed in the Article 18.1 will be enforced in the order listed below. The first two actions shall be taken by the Executive Committee with a two-thirds majority vote. Section 18.2.3 and 18.2.4 shall be taken by the Board of Directors with a two-thirds majority vote. Section 18.2.5 shall be taken by the Board of Directors with a two-thirds majority vote by following the manner of acting in section 8.10(c) and with the half plus one of the voting members of the General Body with his/her signature.

18.2.1 Warning in writing.

18.2.2 Reprimand in writing.

18.2.3 Suspension and/or dismissal.

18.2.4 Termination and/or expulsion.

18.2.5 Refusal of admission to the BIS facilities and/or refusal to perform certain rites.

ARTICLE XIV – WAIVER TO SUE BIS

19.1 Members, non-members, visitors, guests, employees, contractors, sub-contractors and their employees agree individually and collectively not to sue BIS, its affiliates, and its subsidiary organizations for any and all kinds of damages.

19.2 All persons described in 19.1 shall hold harmless to BIS, its affiliates, subsidiaries and its representatives from any claims, actions, liens, liabilities, and suits arising from any and all activities carried on its premises (owned, rented, leased or borrowed properties).

19.3 All persons described in 19.1 shall grant authority and permission to BIS, affiliates and subsidiaries members to provide assistance in emergencies and to call 911/fire/police for further help or assistance.