

**BIRMINGHAM ISLAMIC SOCIETY**

**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 THIS CONSTITUTION. 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" (hereinafter referred to as the "Society") and the period of its duration is perpetual.

## **ARTICLE III – PURPOSES**

The purpose of the Society as stated in its Articles 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 via all available media (including but not limited to electronic media), 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 Society, at any time. The Society will emphasize the promotion of good relations and support with other Islamic organizations, relief and humanitarian organizations that are registered in the United States of America.

The Society shall strive to procure in its affairs and activities, the participation, association and representation of Muslims of all linguistic and ethnic backgrounds. The Society will not receive any child for care or placement apart from its own parent or guardian. The Society also has such powers as are currently in effect or may hereafter be granted by the Nonprofit Corporation Act of the State of Alabama. Notwithstanding any other provision of these articles, the Society 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 Society is organized are exclusively charitable, religious and educational within the meaning of section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE IV – GENERAL (Definitions)**

### **4.1 MUSLIM:**

For the purpose of this Constitution, a Muslim is the one who (a) declares that (i) there is no God worthy of worship except Allah (subhanahu watallah) and (ii) Muhammad (sallahallahu allayhe wassallam), is the last and final messenger of Allah and (b) believes in the *Qur'an* and believes in the *Sunnah* of Prophet Muhammad (sallahallahu allayhe wassallam). One is not expelled from Islam except if he/she rejects any of the fundamental requirements of Islam with full knowledge thereof and with such rejection being of his own choice without coercion or duress and, further, only after evidence of the same has been clearly established against him/her.

### **4.2 CONFORMITY TO ISLAM:**

All acts of the Society shall conform to the tenets of Islam, 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 Society shall obtain the opinion of renowned and recognized scholars before giving a ruling on the matter; provided that (a) such scholars shall be well versed in the United States culture and (b) thorough consideration shall be given to the Imam of the Society (if any) before making any final decision. Any final decision of any difference opinion shall be made by the Society, after giving thorough consideration to the suggestion(s) made by said scholars and Imam,

### **4.3 QUR'AN:**

The miraculous word of Allah (subhanahu watallah), in which its recitation is worship, and it was revealed to Muhammad (sallahallahu allayhe wassallam) in the Arabic language by the means of Angel Jibril (allayhe assalaam) 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 (sallahallahu allayhe wassallam), 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 (sallahallahu allayhe wassallam). Ahlu-Sunnah Wal-Jammah includes, but is not limited to, the four major schools of thought (i.e. *Hanafi*, *Hanbali*, *Shafi'i* and *Malaki*).

## ARTICLE V – OFFICES

The Society 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 Society shall have the following two (2) categories of Members: Regular Members (as defined below) and Honorary Members (as defined below) (together, the “Members”). Each Regular Member shall (i) be at least 18 years of age and (ii) either reside within 45 miles of the location of any masjid governed by, and subject to the rules established by, the Society (the “Membership Area”) or, if residing outside of 45 miles, be approved for membership by a simple majority of the Board on the basis of such person’s participation in the activities of the Society, in all cases subject to compliance to Section 6.2. The eligibility for such categories shall be as follows:

**Honorary Members:** Any Muslim (i) who has rendered outstanding services to the Society and/or to the Muslim community in Birmingham or the cause of Islam, (ii) has achieved an outstanding level of proficiency in the studies of Islam or (iii) is deemed by the Board to be a senior member of the community, 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, regularly attends Friday prayer (applies to males only and unless he has a valid excuse not to), completes a registration form (and for any Member who has previously completed such form, but whose membership has subsequently expired, such Member shall complete a new 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 Member of the Society.

### 6.2 ADMISSION TO MEMBERSHIP:

All categories of Members, except Honorary Members, shall be admitted to membership by a simple majority of the Board. Subject to satisfaction of the requirements for becoming a Member as set forth in this Constitution, no membership application of a Muslim may be rejected, except that the Board may reject any person who (i) openly defies Islam or (ii) is currently under suspension, or has been previously expelled, sanctioned or terminated by the Board of Directors (and such action has not been annulled) in accordance with Section 6.4. The Board shall take action within 45 days of the prospective Member’s submission of an application and full payment of dues (the “Membership Date”); otherwise the membership shall be approved automatically. Once approved, the membership shall be considered effective on the Membership Date.

### **6.3 MEMBERS IN GOOD STANDING, RIGHTS, AND PRIVILEGES:**

A Member is in good standing if he/she (i) meets the requirements set forth in this Constitution for being a Member and (ii) is current in the payment of dues (i.e., has paid all outstanding dues, including any dues payable during the year of any election), in accordance with Section 6.6 hereof, and is not suspended, expelled, sanctioned or terminated by the Board of Directors (such persons hereby considered to be in "Good Standing").

All Regular Members (whether or not having previously been a Member) in Good Standing shall have voting rights and each Regular Member shall be entitled to one vote on each matter submitted to vote. All Honorary Members, irrespective of whether such person is in Good Standing (unless such person has suspended, expelled, sanctioned or terminated by the Board of Directors), shall also have voting rights and each Honorary Member shall be entitled to one vote on each matter submitted to vote. Notwithstanding anything herein to the contrary, during any period of time in which a Regular Member is not in Good Standing, such Regular Member shall not be entitled to rights and privileges of membership, including but not limited to the right to vote.

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.

### **6.4 TERMINATION OF MEMBERSHIP:**

The Board of Directors, by affirmative vote of a two-thirds majority, may suspend, expel, terminate or sanction the membership of a Member for cause after an appropriate hearing before the Board of Directors wherein such Member shall be given an opportunity to appear and object; provided however any action taken by the Board of Directors that results in a cessation or restriction of membership of more than three (3) years shall require the unanimous vote of the Board of Directors.

The General Body, by affirmative vote of a two-thirds majority (of those present at a meeting where a quorum is present), also has the authority to suspend, expel, terminate or sanction the membership of a Member for cause. In either case, the terms of such action (i.e., suspension, expulsion, termination or sanction) shall be determined at the time such action is taken by the Board of Directors or the General Body, as the case may be. Any such action shall not be annulled by the Board of Directors or the General Body without a unanimous vote of either.

### **6.5 MEMBERSHIP DUES:**

Members shall pay bi-annual dues in an amount determined by the Board. Such bi-annual period shall begin on January 1, 2012 and shall end on December 31, 2012, and each succeeding bi-annual period shall be the two-year periods following said initial bi-annual period (each, a "Bi-Annual Period"). At all times prior to December 31, 2011, dues shall be set at \$25 for individual and \$35 for family (the "Baseline Amount"). As of January 1, 2012, dues shall be set at \$50 for individual and \$70 for family. Subsequent to January 1, 2012, dues may or not increase, but in no event shall dues increase by more than ten percent (10%) per annum from the Baseline Amount. No Member shall be denied membership solely because of his/her inability to pay membership 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:**

Members shall pay bi-annual membership dues every two years, on or before July 31 of the second year of each Bi-Annual Period.

**6.7 RESIGNATION:**

Any Member may resign by filing his intention to do so in writing with the Society.

**6.8 REINSTATEMENT:**

Any former Member may be reinstated to membership in the same manner as original admission, in accordance with Section 6.2.

**6.9 GRIEVANCE/COMPLAINT PROCEDURE:**

Any grievance/complaint from a member of the Muslim community in the greater Birmingham area shall be submitted to the Society in writing. Upon receipt, the Board shall include such grievance/complaint on the agenda of an upcoming Board meeting on a date that occurs within sixty (60) days of the date that such grievance/complaint is submitted to the Society.

**6.10 TRANSFER OF MEMBERSHIP:**

Membership in this Society is not transferable or assignable.

**ARTICLE VII – GENERAL BODY**

**7.1 GENERAL BODY:**

The General Body shall consist of all Members. Non-members can attend and participate in the meeting, but shall not have voting rights.

**7.2 GENERAL BODY MEETING:**

The General Body meeting shall be held at least twice annually at such time and date during the second and fourth quarters as determined by the Board of Directors for the purpose of (i) presenting and discussing any available reports of the Board of Directors, Treasurer, Secretary or President, if any, (ii) providing the community with an opportunity express concerns and/or relay ideas and (iii) transacting such other businesses as may properly come before the meeting.

**7.3 ELECTION:**

The election of any member of the Board of Directors whose term has expired shall be held on the second Sunday of November, of the first year of each Bi-Annual Period. The election shall be conducted by the Election Committee (whose members shall be appointed by the Board), in accordance with the election procedure approved by the Board of Directors. The election shall be administered (i) at a special meeting of the Members, (ii) by ballots cast at designated polling stations or (iii) via any other method that is determined by the Election Committee. Any member of the Board of Directors or any Member who is a candidate shall not serve on said Election Committee or otherwise conduct election proceedings, and further, such persons shall not use their position or information acquired in that position to support any candidate. All incoming Directors shall assume full charge of their respective directorships on January 1 of the year immediately following the election.

#### **7.4 SPECIAL MEETING:**

A special meeting of the General Body may be called by the President or by a majority of the Board.

A special meeting also may be called by a written petition signed by the lesser of (i) 50 Members and (ii) one-third of the Members.

#### **7.5 PLACE OF MEETING:**

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

#### **7.6 NOTICE OF MEETINGS:**

Written notice stating the place, day and hour of any meeting of the General Body shall be delivered to each member, not less than five (5), nor more than thirty (30), days prior to the date of such a meeting. The purpose and specific agenda items, if any, 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 Society, with postage thereon prepaid. It is the responsibility of the Members to update the Secretary and the Treasurer 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 a majority of the Members shall constitute a quorum at a meeting of the General Body. 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 to another day (and notice of such subsequent meeting shall be provided in accordance with Section 7.6), and such subsequent meeting shall require a quorum of only 40% of the Members. If a quorum at such subsequent meeting is not present within 30 minutes of the specified time for a meeting, such meeting may continue for the purposes of discussion, but no vote shall be taken at such meeting; instead, voting on any resolution(s) discussed at such meeting shall be conducted via polling stations after the mailing of a written letter to the Members, with the affirmative vote of a majority of the Members required in order for such resolution to pass.

#### **7.8 PROXIES:**

At any meeting for the election of Directors, a 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.

#### **7.9 MANNER OF ACTING:**

Except as otherwise provided in Section 7.7, the act of a majority of the Members present at a meeting at which a quorum is met shall be the act of the General Body, except where otherwise provided by law or by this Constitution; provided however no voting shall be permitted by the General Body on any items that were not specifically listed in the meeting notice required by Section

7.6 (instead, such items shall be considered at a subsequent meeting of the General Body called for that purpose).

## **ARTICLE VIII – BOARD OF DIRECTORS (*SHURA*)**

### **8.1 GENERAL POWERS AND RESPONSIBILITIES:**

Subject to the provisions of this Constitution, the affairs of the Society shall be managed by its Board of Directors (sometimes also referred to as the “Board”). The Board of Directors shall also be the trustee of the Society and will hold the property of the Society 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 Society without specific vote of the General Body authorizing such action.

Except as otherwise provided below with respect to investments and except for donated funds designated for a specific purpose, the Board shall obtain approval of the General Body for any purchase of or improvement to real or personal property in excess of \$50,000.00; provided that expenditures on regular operation and maintenance of facilities shall not require such approval. For any purchase of improvement to real or personal property not exceeding \$50,000.00, approval by the Board alone (without the necessity of obtaining the approval of the General Body) shall be required.

Upon the provision of notice by the Society to the General Body at least 30 days prior to the making of any investment with respect to any investments in an amount exceeding \$50,000 per annum, investment of any funds, including endowment funds for achieving capital growth, may be approved by the Board alone (without the necessity of obtaining the approval of the General Body) for such periods and with such guidelines as may be deemed appropriate by the Board; provided however any such investment can only be made to the extent that surplus funds are available for such investment in excess of monies needed for anticipated expenditures (including without limitation all operating expenses and debt service) over the upcoming 12-month period, giving no consideration to anticipated revenues.

The Society shall be required to approve any expenditure (whether for the purchase of property or any investment) funded by donations designated for a specific purpose, but approval of the General Body shall not be required.

The Board may adopt resolutions containing policies or directives, which if consistent with the provisions of this Constitution, shall be binding on all of the Members, including the President. The Board may override a decision of the President (or any other Director or Committee) with a simple majority vote. Responsibilities of the Board shall include: safeguarding the ideological integrity of the Society; providing policy guidelines for the programs and activities; approving budgets; long-range planning; ensuring permanency and continuity in operations and programs; providing financial stability to the Society and performing all such acts that may be necessary for the achievement of the overall objectives of the Society. Further, the Board shall in its discretion resolve any dispute between any Committees, Members, non-members in the Society in the best interest of the community, except as otherwise provided in Section 8.17.



## **8.2 STRUCTURE:**

The Board shall consist of the following:

1. President – elected every *two* years for a *two-year term*
2. Secretary – elected every *two* years for a *two-year term*
3. Treasurer – elected every *two* years for a *two-year term*
4. Non-Officer Director #1 – elected every *four* years for a *four-year term*
5. Non-Officer Director #2 – elected every *four* years for a *four-year term*
6. Non-Officer Director #3 – elected every *four* years for a *four-year term*
7. Non-Officer Director #4 – elected every *four* years for a *four-year term*

## **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 this Constitution or as required by law; be the custodian of the Corporate records and of the seal of the Society; 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 Society, maintain an up-to-date membership roster, be responsible for the legal matters of the Society and other such duties as from time to time that may be assigned to him/her 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 Society; receive and give receipts for monies due and payable to the Society from any source whatsoever, and deposit all such monies in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of this Constitution; 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 (if any) 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. The Treasurer shall present a financial report to the Board quarterly. He shall also prepare the Annual Financial Report for presentation before the annual General Body 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 Society to the incoming Treasurer.

### **8.5 QUALIFICATIONS OF A DIRECTOR:**

Qualifications of any member of the Board of Directors (each a “Director” or collectively, the “Directors”) shall include (1) sound Islamic beliefs and practice (e.g., brothers shall dress modestly and sisters must wear proper Islamic *hijab* during any meetings of the Board and also when in any representative capacity of the Society), (2) having been a voting Member of the Society for at least one full year (this requirement not applicable to appointed Directors (if ever permitted hereunder) and (3) for three consecutive years prior to election, good standing with the Muslim community and familiarity with the Society’s work. No employee of the Society is eligible to be a Director.

### **8.6 REGULAR MEETINGS:**

The Board shall hold regular meetings (in person or telephonically) in such frequency as deemed necessary by the Board to conduct its business. The Board shall approve the operating budget for each year no later than March 31<sup>st</sup> of such year. Minutes of all meetings shall be maintained and a copy will be made available if requested. The budget and a summary financial report shall be posted in a manner deemed satisfactory to the Board.

### **8.7 SPECIAL MEETINGS:**

Special meetings of the Board may be called by or at the request of the President or a simple majority of the Directors. The Board may have joint meetings with any other Committees as needed.

### **8.8 [intentionally omitted]**

### **8.9 NOTICE:**

Notice (whether via Jumah announcement, email, telephone or mail) stating the place, day and hour of any meeting of the Board shall be delivered to each Director at least seven (7) days before the date of the meeting. If mailed, such notice shall be deemed delivered when deposited in the United States mail in a sealed envelope properly addressed, with prepaid postage.

### **8.10 INFORMAL ACTION BY DIRECTORS:**

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 Directors present at a meeting at which a quorum is met shall be the act of the Board of Directors, except where otherwise provided by law or by this Constitution.

In the event that any Director’s, Committee member’s, leadership volunteer’s, employee’s, or staff member’s obligation to operate in the best interest of the Society conflicts with his/her personal interests, or with the interest of any organization in which he/she has a material interest, financial or otherwise, or with which he/she is materially affiliated, he/she shall disclose such conflict to the

Society as soon as he/she becomes aware of it and shall refrain from participating in decision-making in connection with any matter relating to such conflict.

### **8.13 MEETINGS OPEN TO MEMBERS:**

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

### **8.14 VACANCIES:**

Any vacancy existing or occurring in the Board of Directors shall be filled by the Board of Directors. If the President travels outside of Birmingham, Alabama for a period of time in excess of three consecutive months, the same shall constitute a vacancy of such directorship/office hereunder. The Board of Directors shall consult with the President (if possible), then appoint or elect among themselves or from the Members a President to serve for the unexpired portion of t

A Director appointed to fill a vacancy shall serve until his/her 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:**

Directors shall not receive any compensation for their services as Directors.

### **8.16 REMOVAL:**

Any Director may be removed by the Board or by the General Body whenever in its judgment, the best interest of the Society would be served thereby. If a Director misses any two (2) consecutive regularly scheduled, physical meetings without an excuse or, in the judgment of the Board is either not performing his/her duties and responsibilities or is engaging/has recently engaged in any misconduct, the Secretary may notify him/her along with the notice of the next Board meeting, that his/her removal from the Board will be considered. Unless the Member attends the meeting, performs his/her duties and responsibilities and changes his/her conduct or provides written explanation satisfactory to the Board, the Board may remove the Member and, if removed, the General Body shall elect his/her replacement.

### **8.17 CONFLICT:**

The President and the Directors shall solve any conflict by and amongst themselves. If the conflict continues for more than sixty (60) days, however, the President shall appoint an arbitration panel from outside Birmingham (e.g., the North American Islamic Trust, etc.), comprised of persons who are knowledgeable in the tenets of Islam, or any other Islamic organization, whose decision shall be final and binding on all parties involved.

## **ARTICLE IX – OFFICERS**

### **9.1 BOARD SUBCOMMITTEES:**

The President may nominate the Chairman of each Committee and present such name(s) to the Directors for confirmation.

## **9.2 PRESIDENT (AMEER):**

The President shall be the chief executive officer of the Society and shall be accountable to the Board of Directors and to the General Body. In general, he shall supervise all of the business and affairs of the Society in accordance with the policy guidelines and programs provided by the Board of Directors. He shall, except as provided in this Constitution, preside at all meetings of the Members and the Board of Directors. With the help of any relevant Committees, the President 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. He shall also see that the annual financial report is prepared by the Treasurer and presented at either of the semi-annual General Body Meetings 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 the Society for at least two full years prior to election and shall have served in the Society as a Director or a Committee Chairman for a minimum of two years combined within the ten-year period immediately preceding such election.

The following qualities shall be kept in view in the election of the President:

- (i) Absence of indisputable evidence of lack of sound Islamic beliefs and practices (family, business, behavior, etc.) and good standing with the Muslim community;
- (ii) (a) Absence of indisputable evidence of lack of trustworthiness and integrity, (b) understanding of the affairs of the Society, and organizational and administrative ability, and (c) willingness to put his time and effort in the Society;
- (iii) male gender;
- (iv) ability to speak fluent English; and
- (v) citizen or legal U.S. resident.

### **9.2.2 REMOVAL:**

The President may be removed from office for (i) gross misconduct, deliberate violation of this Constitution, (ii) ceasing to qualify as set forth herein or (iii) whenever considered by the Society the best interest of the Society. 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 which case the President shall be removed.

**9.2.3 INTERIM REPLACEMENTS:**

In the event that the President is unable to discharge his duties due to (i) poor health or (ii) having traveled outside of Birmingham, Alabama (for a period of time at least equal to one month, but not more than three consecutive months), the Board of Directors shall consult with the President (if possible), then appoint or elect among themselves or from the Members a President to serve for the unexpired portion of the term.

**ARTICLE X – AFFILIATION**

- 10.1** Any Islamic organizations that agree with the objectives and this Constitution of the Society or have similar objectives, are membership based, operate on principle of *Shura*, and conduct regular Islamic activities, shall be eligible to become affiliated with the Society.
- 10.2** Upon written request from an organization, filed with the Secretary of the Society with their constitution/Bylaws, the Board of Directors may affiliate such organization with the Society, under such terms, as the Board may deem appropriate.
- 10.3** An Affiliate’s relationship with the Society shall be based on mutual cooperation and to best serve the cause of Islam.
- 10.4** Affiliated organizations shall be eligible to receive benefits, such as the services and facilities of the Society, on priority basis.
- 10.5** There shall be no obligation whatsoever on the Society in regards to any financial or other liabilities of any of the affiliated organizations.

**ARTICLE XI – DISSOLUTION**

In the event of liquidation or dissolution of this Society, the residual assets of the Society shall be transferred 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 XII – AMENDMENTS**

**12.1 THIS CONSTITUTION:**

This Constitution may be altered, amended, repealed or restated in the following manner:

- (i) The Board of Directors may approve any proposed change(s) to this Constitution by a four-fifths vote. Upon such approval, notice of the same shall be mailed to all current Members. Unless a majority of such Members provide a written objection to the Board within thirty (30) days of the date on which such notice was mailed, said proposed changes shall become effective.

OR

- (ii) Any Member may propose changes to this Constitution by submitting them, in writing, to the Board of Directors. The Board shall review such proposal and offer its recommendations. Such changes may be approved by a vote of the General Body in a format determined by the Board, as long as at least thirty (30) days notice shall be provided (and such notice shall include a copy of the proposed changes). Approval at such meeting, or via such mailing, shall require the affirmative vote of at least two-thirds of the Members represented in person or by proxy at such meeting; provided, however, if said vote is administered by mail and less than a majority of the Members return his/her votes, the mailing should be resent, thereby allowing the vote to be retaken.

## **12.2 ARTICLES OF INCORPORATION:**

The procedures described hereinabove for changes to this Constitution shall also be adopted for amendments to the Articles of Incorporation.

## **ARTICLE XIII – RULES OF ORDER**

The meetings of the General Body, the Board of Directors, and various committees shall be conducted in accordance with the latest edition of *Robert's Rules of Order*, including without limitation the following:

- (i) Meetings shall begin with praising Allah (subhanahu watallah) and salutations upon the Prophet Muhammad (sallahallahu allayhe wassallam) 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.
- (iv) In case of a tie in voting, the President shall make the final decision.

## **ARTICLE XIV – GENERAL RULES**

- 14.1** 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 Directors, appointed Directors (if ever permitted hereunder), Members, employees, and general attendance of the Society facilities.
- 14.2** Disciplinary procedures may be engaged for offense against the general welfare.
- 14.3** The following disciplinary actions may be taken against any offense: warning, reprimand, suspension, termination, expulsion, refusal of admission to the Society facilities, and refusal to perform certain rights. Sanctions for the offenses listed in the Article 14.1 will be enforced in the order listed below. The first two actions and the actions contemplated in Section 14.3.3 and 14.3.4 shall be taken by the Board of Directors with a two-thirds majority vote. Section 14.3.5 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 Members with their signature.

- 14.3.1** Warning in writing.
  - 14.3.2** Reprimand in writing.
  - 14.3.3** Suspension and/or dismissal.
  - 14.3.4** Termination and/or expulsion.
  - 14.3.5** Refusal of admission to the Society facilities and/or refusal to perform certain rites.
- 14.4** All notices required hereunder shall be submitted to the Society to the attention of the office manager at the principal office of the Society.

#### **ARTICLE XV – WAIVER TO SUE THE SOCIETY**

- 15.1** Members, non-members, visitors, guests, employees, contractors, sub-contractors and their employees agree individually and collectively not to sue the Society, its affiliates, and its subsidiary organizations for any and all kinds of damages.
- 15.2** All persons described in 15.1 shall hold harmless to the Society, 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).
- 15.3** All persons described in 15.1 shall grant authority and permission to the Society, affiliates and subsidiaries members to provide assistance in emergencies and to call 911/fire/police for further help or assistance.

[END OF DOCUMENT]