



The Islamic Center of Pittsburgh's Bylaws

PREAMBLE

These amended and restated bylaws are adopted by the Board of Directors ("Board of Directors" or "Board") and the Islamic Center of Pittsburgh's (hereinafter referred to as the "ICP") members, a non-profit religious corporation, this first day of November, 2014 to carry out the specific and primary purposes of this corporation as set forth in its articles of incorporation and these bylaws which are to maintain and operate a religious corporation and to promote the religious principles of Islam as set forth by the *Quran* and *Sunnah*. These Bylaws supersede and completely replace all previous Bylaws in place at the ICP. Any conflicts between these Bylaws and any other governing document of the ICP shall be construed in favor of these Bylaws.

ARTICLE I: PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1.1 Name and Principal Offices. The name of the corporation shall be the Islamic Center of Pittsburgh, a non-profit corporation incorporated under the laws of the Commonwealth of Pennsylvania, and its principal offices shall be in the Commonwealth of Pennsylvania.

Section 1.2 Principal Office and Registered Agent. The principal office of the ICP shall be located at 4100 Bigelow Blvd Pittsburgh PA 15213. The ICP shall have and continuously maintain a registered office in the Commonwealth of Pennsylvania and the Board of Directors of the ICP shall appoint and continuously maintain in service a registered agent in the Commonwealth of Pennsylvania who shall be an individual resident of the Commonwealth of Pennsylvania.

Section 1.3 Compliance. ICP is organized exclusively for one or more of the purposes specified in section 501(c)(3) of the Internal Revenue Code of 1954. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ICP is nonprofit and shall not have or issue shares or stock. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Board members, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this document.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation unless such legislation restricts Muslims from the practice of their religion, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE II: PURPOSES

The purposes for which the ICP is formed are to arrange and hold congregational prayers; undertake and engage in religious, charitable, educational and cultural activities; promote friendly relations between Muslims and non-Muslims and to foster a Muslim community based on Islamic principles of diversity, inclusion, faith, equality, mutual help and Islamic teachings of peace, love and justice.

The ICP shall be empowered to cooperate with other Islamic organizations in achieving these goals and engage in such other activities as may be desirable or required to fulfill its purposes and objectives.

The foregoing purposes of the ICP are made in furtherance, and not in limitation, of the powers conferred upon the ICP by law and is not intended, by the mention of any particular purpose, in any manner to limit or restrict any of the powers of the ICP, other than as provided below. The ICP is formed upon the articles, conditions and provisions relative to non-stock corporations which are contained in the general laws of the Commonwealth of Pennsylvania. The ICP is organized and shall be operated exclusively for religious, educational and/or charitable purposes within the meaning of the Internal Revenue Code.

No part of the net earnings or assets of the ICP shall inure to the benefit of, or be distributable to the members of the Board of Directors, employees, Officers, other private individuals, or organizations organized and operating for profit except that the ICP shall be authorized and empowered to pay reasonable compensation for services or to make payments and distributions in furtherance of the purposes as hereinabove stated.

No substantial part of the activities of the ICP shall be the carrying on of propaganda or otherwise attempting to influence legislation. The ICP shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions herein, the ICP shall not carry on any activities not permitted by law.

The ICP will conduct congregational prayers and Islamic religious festivals at their respective times. The ICP will promote unity and cooperation among Muslims, and provide Islamic services to support the needs of Muslims. The ICP will endeavor to make Islamic teachings known to Muslims and interested Non-Muslims through religious, educational, social and other activities in accordance with the best traditions of Islam. The ICP will strive to create an open and welcoming environment for the entire family including children as well as single adults in its facilities and activities, and the ICP will respect diversity and be inclusive of different schools of Islamic Jurisprudence, regardless of the jurisprudence practiced by the current Imam. The ICP will ensure that everyone, regardless of their level of *Iman* (faith) and practice of Islam, feels welcome and given the opportunity to grow spiritually and enhance the practice of Islam in their daily lives.

The ICP will ensure that women have the opportunity to lead and participate in all its activities within the constraints of the *Sharia*. This includes the opportunities for women to address gatherings while ensuring that Islamic etiquettes are followed; choose to run for various positions within the Board of Directors subject to rules governing the positions; and community meetings, gatherings and lectures will be inclusive of all members of the community including men, women and children while ensuring that Islamic etiquettes are followed.

The ICP will ensure that women have the ability to see, hear and interact with the Imam/Speaker and the ICP will not permit any lectures or sermons or promotions of hatred or bigotry of any kind. The ICP will strive to include in its affairs and activities, the participation and representation of Muslims of all races, gender, national origin, linguistic or ethnic backgrounds, and Islamic schools of Jurisprudence, without giving preference to any group. The activities of the ICP shall be governed by the teachings of the *Qur'an* and the *Sunnah* as understood by the companions of Prophet Muhammad (May the Peace and Blessings of Allah be upon him).

ARTICLE III: GENERAL ASSEMBLY

Section 3.1 Membership.

The membership of the ICP shall consist of "Active Members", "Voting Members", "Youth Members", "Inactive Members" and "Honorary Members". The General Assembly shall consist of "Voting Members" only, who shall be eligible to vote for and nominate for membership for the Board of Directors.

Section 3.2 Requirements.

In order to be entitled to membership of the ICP, a person must be 18 years old, a Muslim and resident of the Pittsburgh area and agree to comply with the Articles of Incorporation and these Bylaws, as set by the Board of Directors.

Section 3.3 Procedure.

A person desiring to become a member of the ICP shall fill out and sign the membership application form and pay all dues as set by the Board of Directors.

Section 3.4 Types of Membership.

Active Membership. In order to be considered active, a member shall have signed the membership form and shall have paid the required membership fees.

Voting Membership. In order to be considered a voting member, the member should have stayed in the active membership for a period of 6 consecutive months prior to voting. Only voting members may vote in general and special meetings.

Youth Membership. Any person of at least 12 years of age who is otherwise eligible for regular membership in the ICP but fails to satisfy the age requirement shall, upon completion of such application procedures as shall be established by the ICP's Board of Directors, be granted youth membership in the ICP. Persons granted youth membership in the ICP shall remain youth members while they continue to maintain eligibility and current membership records, and they shall have such rights and privileges within the ICP as shall be determined by its Board Directors, consistent with these Bylaws. Youth members shall not advance to regular membership without completion of normal application procedures for regular membership and payment of applicable dues.

Honorary Membership. Recognition bestowed upon, by the Board, a Muslim person for his or her generous contribution toward the betterment of the Muslim community. The recipient should not be a present position holder in the ICP. Honorary members may vote by paying membership fees and becoming an active member.

Inactive Membership. A member who does not fulfill the requirements of active membership shall be an inactive member.

Section 3.5 Suspension of Membership.

Any member may be suspended for any amount of time upon the recommendation of any member of the Board of Directors and a majority vote of the Board of Directors. The Board of Directors, after receiving proof to its satisfaction that the person shall abide by the ICP's rules, may reinstate a member who has been suspended. If the member has failed to abide by the ICP's rules during the period of suspension, the Board of Directors may, by majority vote, terminate the member from the ICP.

Section 3.6 Termination of Membership.

Membership in the ICP shall terminate upon one of the following events:

1. Withdrawal from membership by the member

2. Death

3. By majority vote of the Board of Directors due to egregious circumstances. In this case, notice of termination must be submitted to the member in writing and announced at a regular Board meeting. This may be appealed in writing or at a regular Board meeting within two weeks of being notified. The Board shall then take another vote to terminate membership of the individual; a majority vote of the Board shall decide the outcome.

ARTICLE IV: GENERAL ASSEMBLY

Section 4.1 General Body Meeting

Regular: At least twice every calendar year, with the first meeting called no later than June 1st. The second General Body Meeting will be held on the first Sunday in December. The meeting shall be known as the General Body Meeting, open to all members of the ICP.

Special: In case of necessity, the Board of Directors by a majority vote, or 1/3 of the members by writing to the Secretary, may call a special meeting of the ICP's members. This meeting must be held within (30) thirty days of the request.

Section 4.2 Notice of Meetings.

A written notice of each regular or special meeting shall be posted at the ICP's principal notice board and communicated to the members to inform the membership of the meeting. Notice of a regular meeting shall be given at least (2) two weeks prior to its designated date. Notice of a special meeting shall be given at least (2) two weeks prior to its designated date. The Notice of meeting shall state the purpose, place and time of the meeting.

Section 4.3 Conduct of General Assembly Meetings.

Chairperson. The following persons shall preside: a member of the ICP's Board of Directors elected to serve as chairperson of the meeting by a majority vote of all members of the Board.

Order and Reports. At each regular meeting, the order of business is recommended as follows, if applicable: Call to order and opening prayer, approving the minutes of the previous regular meeting, approving committee reports and recommendation, approving financial report, pending business matters, new business matters as determined by the majority of the Board of Directors, public comment period, and adjournment.

Section 4.4 Special Meetings.

The officer or other person selected to serve as the chairperson (selected in the manner provided for regular meeting) shall preside at special meetings. The only matters to be considered at a special meeting shall be those designated in the notice of the special meeting.

Section 4.5 Voting at Meetings.

Only voting members of the ICP shall have full voting power on all matters considered at regular and special meetings.

Section 4.6 Removal of Attendees.

At the discretion of the Chairman of the meeting, and seconded by another board member of the ICP, any voting or non-voting attendees may be removed from the ICP's regular or special meetings for disruptive behavior, lack of civility, lack of decorum, or any behavior in violation of the rules of the ICP.

Section 4.7 Meeting Voting Procedures

1. Registration. To be entitled to vote, voting members shall sign in with proper identification.
2. Quorum. The lesser of 31 voting members or (15%) fifteen percent of the total eligible voting membership body shall constitute a quorum at a meeting. The voting members present at a meeting at which a quorum has been established may continue to transact business until final adjournment of the meeting at its originally scheduled termination time. If the withdrawal of voting members leaves less than a quorum, any action (other than amending the bylaws or articles of incorporation) may be approved by at least a majority of the voting members present at the time of the vote.
3. Voting. Where voting is required by these Bylaws to approve of an ICP matter, the issue must receive a majority of the votes. The Secretary shall cause all votes to be counted and shall report the results to the General Assembly. All ballots shall be retained as part of the official records of the ICP.

Section 4.8 Voting by mail and proxy.

No voting by mail is allowed. Proxy voting is allowed only for spouses.

ARTICLE V: BOARD OF DIRECTORS

Section 5.1 Powers and Duties

Subject to the Articles of Incorporation, these Bylaws, and applicable Federal, State, and local law, the corporate activities of the corporation shall be conducted and all corporate powers shall be employed by or under the direction of the Board of Directors. The Board of Directors is responsible for discipline as well as general corporate management. The Board of Directors may delegate the management of various activities to any person or persons provided that the activities and affairs of the ICP shall be managed and corporate powers shall be exercised under the direction of the Board. No director, officer, imam, member, council, employee of the foregoing, or employee of any other entity within the ICP is empowered to act as a legal agent of the ICP without the prior written authorization of the Board, except for acts expressly authorized in these Bylaws. Any power not expressly delineated in these Bylaws is assumed to be in the power and duties of the Board of Directors through majority vote actions.

In addition to the other powers enumerated in these Bylaws, the Board of Directors shall have the following powers:

1. To approve all items to be presented at the general meetings.
2. To terminate from office any employee/contractor of the ICP.
3. To terminate any committee of the ICP.
4. To employ the Director of Religious Affairs (Imam), the Executive Director, and other persons as needed to accomplish the ICP's objectives and purposes and fix salaries and other compensation.
5. To manage, supervise and control the business, property and affairs of the ICP.
6. To approve or disapprove any financial transactions relating to the ICP's real estate and other assets.
7. To determine, establish and maintain the policies of the ICP.
8. To appoint and remunerate agents and employees.
9. To review, amend or approve the annual budget.
10. To approve the financial transactions and disbursements of the ICP funds (including borrowing, lending and investing for and on behalf of the ICP).
11. To adopt rules and regulations for the conduct of its business, and to delegate the responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not

inconsistent with or repugnant to the Articles of Incorporation or the bylaws of the ICP or to any applicable law.

12. To provide guidance for the execution and development of long-range plans for the ICP.
13. To adopt rules for the ICP conforming to Islamic principles.
14. Promote better relations between Muslims and non-Muslims.
15. To call regular and special meetings.
16. To actively seek counsel from the Imam.

Section 5.2 Number of Members for the Board of Directors.

The number of directors shall be seven (7). The members of the Board of Directors shall serve without compensation.

Section 5.3 Delegations of Powers and Duties.

The Board of Directors may elect or appoint one or more committees which shall consist of two or more members of the Board of Directors. The Board of Directors may delegate to any such committee or committees any or all of their powers. Unless the Board of Directors otherwise designate, committees shall conduct their affairs in the same manner as provided in these Bylaws for the Board of Directors. The Board of Directors may likewise discontinue any such committee. These may include, but are not limited to the following committees: Development, Sister, Youth, Fundraising, Membership, Arbitration and other committees as needed.

Section 5.4 Composition of the Board of Directors.

The Board of Directors shall be composed of the following officers: (each of whom shall at all times be a voting member in good standing of the ICP):

A. Chairperson: The Board of Directors shall elect its chairperson at its first meeting. The Chairperson shall:

1. Preside over all meetings of the Board of Directors.
2. Be Responsible for the enforcement of the ICP's Bylaws, rules and regulations.
3. Serve as spokesperson for the ICP.
4. Prepare the Board of Director's meeting agenda.

B. Vice-Chairperson: Vice-Chairperson shall:

1. Assume all the duties and authority of the Chairperson in his or her absence.
2. Assist the Chairperson with her or his duties.

C. Secretary: Secretary shall:

1. Be Responsible for sending the Board of Director's meeting's agenda to other members of the Board of Directors.
2. Be Responsible of maintaining meeting minutes.
3. Voting procedures shall be established and supervised by the Secretary, who shall certify the results to the Board of Directors.

D: Treasurer: Treasurer shall do the following:

Oversight:

1. Serve as the Chair of the Finance Committee, which may be made up of members of the Board and Staff.
2. Oversee the keeping of the complete and accurate financial records of the ICP, including but not limited to bank deposits and withdrawals, cash collection, bank statements, and financial accounting reports.
3. Coordinate and oversee all financial audits, reviews, and/or compilations of the ICP.

Policy and Enforcement:

1. Work with the Executive Director to develop and establish stringent controls, guidelines, and policies of the financial activities of the ICP, with the review and approval of the Board.
2. Ensure financial policies are being adhered to and enforce corrective action as needed.
3. Establish budgetary guidelines for operations, programs, and events.
4. Regularly assess budget variances and establish and enforce corrective actions to help keep the ICP within budgetary guidelines.

Reporting Budget:

1. Work with Staff to prepare the annual budget with the review and approval of the Board.

Internal reporting:

1. Oversee the preparation of monthly financial reports, which are to be presented to the Board.
2. Update the Board on the current financial status of the ICP at every regular Board meeting.
3. Render each year a report of the ICP's financial position as of December 31st of the prior year. This is to be completed no later than January 31st of the current year.
4. Report transactions performed as treasurer, as needed and/or upon request of the Board.

External reporting:

1. Oversee the preparation of reports of the ICP's financial operations to be presented at the General Body Meetings and annual fundraisers, as deemed necessary.
2. Oversee the filing of all financial forms and tax returns, as needed.
3. Process payroll for Staff and Contractors on a monthly basis. Communicate with the payroll company directly to resolve any issues that may arise with the processing of payroll, including but not limited to employee taxes.

Advising:

1. Advise Board on financial decisions with sound judgment and understanding of ICP's financial position.

Authorization and Signing:

1. Sign checks, drafts and other financial instruments as needed.
2. Co-sign all checks with the Chairman of the Board for any amount over two-thousand dollars (\$2,000).
3. Authorize any forms and/or applications pertaining to the finances of the ICP, with approval of the Finance Committee, including but not limited to audits, tax forms, and payroll.

Fundraising:

1. Actively seek and apply for grants that may be applicable to the ICP.
2. Coordinate and oversee fundraisers and fundraising efforts among the Board.

Section 5.5. All elected members of the Board of Directors will serve (3) three years. No one may serve more than two consecutive terms as a member of the Board of Directors.

Section 5.6 Rights and Privileges.

All members of the Board of Directors shall enjoy the same rights and privileges, including the power to vote on all matters presented to the Board of Directors.

Section 5.7 Conflicts of Interests.

A member of the Board of Directors may not vote on any matter in which there may be a conflict of interest. A conflict of interest includes, but may not be limited to, a situation where a member of the Board of Directors has a private or personal interest, or obligation/responsibility to another organization, that is sufficient as to appear to influence the objective exercise of his/her duties and obligations to the ICP. Members of the same family may not serve on the Board of Directors and at the same time. Family members are defined as spouses, siblings and children of members.

Section 5.8 Vacancies.

Any vacancy occurring in the Board of Directors may be filled from the pool of voting members by a majority vote of the remaining members of the Board of Directors. The vacancy must be filled within sixty days after it becomes vacant, through a regular or a special meeting of the Board of Directors. The voting member elected to fill a vacancy will serve the remaining term of his/her predecessor until the next election, where the position will become open to be filled through the normal election process.

Section 5.9 Regular Meetings.

The Board of Directors shall determine the schedule of regular meetings and the Secretary shall be responsible to inform each member of the Board of Directors of the time and place of each meeting.

Section 5.10 Special Meetings.

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairperson or by a majority vote of the Board of Directors.

Section 5.11 Quorum.

At a meeting of the Board of Directors, a majority of the members of the Board of Directors then in office shall constitute a quorum. A majority of those present at any meeting, including those who may be attending telephonically, may adjourn such meeting by a majority vote of those in attendance, whether or not a quorum is present.

Section 5.12 Open Meetings.

All Board of Directors' meetings shall be open to ICP members. However, the Board by unanimous vote, or in the existence of exceptional circumstances may elect to restrict the attendance to whom it, by majority vote, deem appropriate. All meeting minutes shall be posted within five (5) days of the meeting through the ICP bulletin board and email list.

Section 5.13 Executive Session.

By majority vote, the Board of Directors can go into Executive Session to discuss confidential or sensitive matters related to the ICP. Only members of the Board of Directors, those that the Board deem necessary to attend in order for it to conduct its business, and Legal Counsel may be present during an Executive Session, and the meeting minutes will generally state the reasons for the Board of Directors entering into Executive Session.

Section 5.14 Removal of Member of Board of Directors.

Any member of the Board of Directors may be removed from the office by a unanimous vote of all the remaining members of the Board of Directors at any regular or special meeting of the Board of Directors at which a quorum is present, with cause for: (1) violation of the Articles of Incorporation and/or Bylaws, (2) failing to attend three meetings of the Board in a calendar year without justifiable reason for which the Board is timely informed, (3) performing acts repugnant to the Articles of Incorporation or the

Bylaws of the ICP. Such removal may occur only if the Board member involved is first provided with adequate notice of the charges against him or her in the form of a statement of such charges by the Board of Directors, sent by certified or registered mail to the last known address of such Board member. The Board member involved shall have the right to respond to these charges. Each member of the Board shall review any response independently. The Board then shall act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of the ICP.

Section 5.15 Resignations.

Any Board member may resign at any time by giving written notice to the Chairperson of the Board or in his/her absence to any member of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board. In the event all the members of the Board resign it shall be the obligation of the Chairperson to hold a general election within two (2) months of this resignation. However, should the Chairperson be incapacitated or unable to conduct such elections, the responsibility of holding such elections shall then be transferred to the Chairperson of the Election Committee, or Chairperson of the previous Election Committee.

Section 5.16 Prohibited Conduct.

The Board of Directors may not interfere with the religious decision making and other roles and responsibilities of the Director of Religious Affairs (Imam). The Director of Religious Affairs (Imam) acts independently from the Board of Directors. The Board of Directors may not use their position of authority as an employer to retaliate against or influence the Director of Religious Affairs (Imam). The Board shall not engage in any activity that is Islamically prohibited.

The Board shall not have the power to lease any real-estate which is the primary property for ICP without specific vote of the General Assembly authorizing such action, and authority from NAIT. The Board shall have no power to buy, sell, exchange, mortgage, pledge, transfer, or dispose of, in any manner, any real-estate property of ICP without specific vote of the General Assembly, and authority from NAIT authorizing such action. The Board shall obtain approval of the General Assembly for any expenditure in excess of \$35,000.00. The Board may not enter into any contracts obligating ICP for longer than three years or that has a value greater than or equal to \$75,000.00, without a specific vote of the General Assembly, and authority from NAIT.

ARTICLE VI: ASSETS, FINANCES AND PERSONAL LIABILITY

6.1 Assets.

ICP Property: All property shall be held in the name of the ICP or NAIT as applicable, and at all times shall be used to carry out the purposes for which this corporation has been established.

6.2 Finances

6.2.1 General Funds.

The ICP's funds shall be kept in the depositories designated by the Board. Disbursements of funds in the amount greater than two thousand dollars (\$2000.00) shall be made by check or draft, which must be co-signed by the Chairman and Treasurer. Their names shall be registered or recorded with the bank(s) in which the funds are kept, according to the rules and regulations of the bank(s).

6.2.2 Special Funds.

The Board shall have power to set up special funds as it may deem desirable for the achievement of the ICP's objectives and purposes.

6.3 Personal Liability.

The Board and members of ICP staff shall not be personally liable for any debt, liability or obligation of the ICP. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the ICP, may look only to the funds and property of the ICP for the payment of such contract or claim, or for the payment of any debt, damages, judgment.

ARTICLE VII: DIRECTOR OF RELIGIOUS AFFAIRS (IMAM)

Section 7.1 Selection.

The Board by a majority vote shall employ an Imam with a specified contract and job description.

Section 7.2 Removal.

In the event it shall appear that an Imam of the ICP is not functioning in the best interests of the ICP, the Board with a majority vote may discipline, suspend, or remove the Imam from his appointment.

Section 7.3 Imam's Duties.

The Imam of the ICP shall:

1. Carry out his duties in accordance with the job description prepared by the Board.
2. Advise the Board of Directors if he believes they are taking actions or choosing a course of conduct in violation of Islam, the Quran, and/or the Sunnah.

Section 7.4 Compensation. The amount of compensation due the Imam shall be established by the Board.

Section 7.5 Prohibited Conduct.

The Imam will not interfere with the roles and responsibilities of the Board of Directors, other Staff, or any ICP committee. The Imam shall not use his authority and influence as Imam of ICP to interfere with the roles, responsibilities, and decisions of Board of Directors, Staff or ICP committees.

ARTICLE VIII: THE EXECUTIVE DIRECTOR (DIRECTOR)

Section 8.1 Selection.

The Board by a majority vote may employ an Executive Director of the ICP (herein referred to as the Director) with a specified contract and job description.

Section 8.2 Removal.

In the event it shall appear that the Director of the ICP is not functioning in the best interests of the ICP, the Board with a majority vote may discipline, suspend, or remove the Director from his or her appointment in accordance to the Director's employment contract. In case of removal of the Director, the Board may temporarily appoint an interim Director from among Board members at the ICP.

Section 8.3 Director's Duties.

The Director of the ICP shall carry out his or her duties in accordance with the contractual job description prepared by the Board.

Section 8.4 Compensation.

The amount of compensation due to the Director shall be established by the Board, as outlined in the Director's contract.

Section 8.5 Prohibited Conduct.

The Director will not interfere with the roles and responsibilities of the Imam and vice versa. The Director shall not use his or her authority and influence as Director of the ICP to interfere with the roles, responsibilities, and decisions of the Board of Directors of the ICP.

ARTICLE IX: AMENDMENTS

The Articles of Incorporation and these Bylaws must be filed with the secretary of state of the Commonwealth of Pennsylvania. Any amendments to the Articles of Incorporation and/or Bylaws must first be approved by a vote of the Board. The Board shall then submit the approved amendment to the qualified voting members at either a regular or special meeting.

If the amendment to the Articles is for the purpose of complying with state or federal requirements, a majority vote by the Board shall be sufficient for passage. If the amendment is for any other purpose, a majority of the entire voting membership shall be required.

ARTICLE X: RECORDS, REPORTS AND SEAL

Section 10.1 Records.

The ICP's records and seal shall be kept at its principal office, and at a safety deposit box with at least two signatures as the Board may order. These shall include:

Minutes

The ICP shall keep a book of signed and initialed minutes of all meetings of the ICP's Board and general and special meetings of the General Assembly.

Books of Account

The ICP shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Any other records pertinent to the ICP.

Section 10.2 Inspection of Records.

Inspection of records shall be by request in accordance to the ICP's policy as prepared by the Board.

Section 10.3 Annual Report

The Chairman or his designee must present to the General Assembly a written annual report in December. Such a report shall summarize the ICP's activities for the preceding year and activities projected for the forthcoming year, the annual development plan updates, and the annual financial statements.

Section 10.4 Corporate Seal

1. The Board may adopt a corporate seal. Such seal, if adopted, shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

2. The Seal shall be kept at all times at the ICP's principal office.

3. The Board Secretary shall have access to the Seal as needed.

ARTICLE XI: ELECTIONS

Section 11.1 Board of Directors' Election Process

1. By October 1 of each election year, the Board shall designate the Election Committee. This Committee shall comprise of (5) five members from the ICP's active members. The Election Committee members

shall be ineligible to hold any office in the upcoming election. At least one member of the election committee shall be a sister and at least one member of the election committee shall be a member under the age of 24. Election Committee shall follow the Conflict of Interest policy detailed for Board of Directors.

2. The Election Committee members shall elect the committee's chairperson from among themselves by majority vote. The Election Committee is independent, and the Board, Staff and/or Imam shall not interfere with the Election Committee's duties and responsibilities.

3. By October 15, the Election Committee shall post on the ICP's bulletin board a list of ICP voting members. The list posted by the Election Committee on October 15 is the final list for purposes of the eligible voters, and cannot be modified or amended, even by action of the Board or General Assembly.

4. The Election Committee shall produce a nomination form and consent form to be signed by each nominated person. All nominations shall be in writing and must be received by the Election Committee by 5:00 p.m. by the second Sunday of November. All nomination forms shall be prepared by the Election Committee and sent to every eligible voting member.

5. The Election Committee shall finalize a list of nominees. The Election Committee shall list names of all individuals who have been nominated by at least two members other than the nominee. The nominees shall be voting members for the last 12 consecutive months prior to October 1.

6. Before finalizing the list of nominees, the Election Committee shall verify the submitted nominees consent and declaration of assurance to dedicate time and effort needed to carry out the responsibilities as a member of the Board of Directors. The Election Committee must ensure that term limits of current members of the Board of Directors are enforced.

7. No member of the Board of Directors or Imam may communicate, directly or through any third person, with any nominee about his/her intention to run for the Board.

8. No member of the Board of Directors, or the Imam, may directly or indirectly campaign personally or through a third party for or against any nominee.

9. No negative campaigning is permitted by any ICP member or nominee.

10. At the conclusion of the election, all documents of the Election Committee shall be turned over to the Secretary of the Board for record and safe keeping.

11. All election results will be posted at the ICP within five business days of the election.

12. No nominee may request a recount, and all challenges by ICP members to the legitimacy of the election and its results must be submitted to ISNA for consideration of whether arbitration is appropriate.

Section 11.2 Responsibilities and Duties of Election Committee.

These Bylaws are general guidelines setting forth the principles of the Board's election. The Election Committee shall follow the election procedures set by the Board that specifically establishes the details of the procedures of the election, following the mandates found in these Bylaws. If the Board has not established written Election procedures, the Election Committee will be responsible for preparing the procedures for the Board's approval, which must occur no later than October 15. These written election procedures shall be made available by the Election Committee to the voting members before the solicitation of nominations for elections. The Election Committee members shall not campaign in favor of or against any candidate. The Election Committee members, even if they are voting members, may not vote in the election.

Section 11.3 Election Date.

The annual General Assembly meeting shall be held on the first Sunday of December followed by the election to elect the Board members.

Section 11.4 Conducting the Election.

The Chairman of the Election Committee shall conduct the election.

Section 11.5 Voting Procedure.

Election shall be carried out by secret ballot casted by the voting membership. The seven candidates receiving the highest number of votes for a Board member position shall be elected to the Board. No proxy voting is allowed except for the spouse.

Section 11.6 Transition.

The current Board shall establish processes to address the transition period. The new Board assumes governance on January 1.

ARTICLE XII: AGENTS AND EMPLOYEES

Section 12.1 Agents and Employees.

The Director may nominate agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board shall approve all nominations. The agents or paid employees are required to abide by the policy and guidelines set up by the Board and follow the instructions of Director for day to day operations. The Board may remove any agent or employee at any time with or without any cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights. No agent or employee of the ICP shall hold any elected office of the ICP or serve on the Election Committee.

Section 12.2 Compensation of Agents and Employees.

The ICP may pay compensation in reasonable amounts to the agents and employees for services rendered, in the amounts to be fixed by the Board or, if the Board delegates power to any officer or officers, by such officer or officers. The Board may require agents or employees to provide security bonds for the faithful performance of their duties.

ARTICLE XIII: ARBITRATION

Section 13.1 Arbitration of Disputes.

Any claim, demands, disputes, controversies, and differences arising out of or related to the ICP between any member (in any category), officer, employee, Board member, or member of a committee of the ICP, among themselves or between any of them and the ICP, shall be exclusively settled by the Islamic Society of North America's Arbitration programs and processes.

Section 13.2 No Right to Sue.

With respect to any dispute or controversy that is made subject to arbitration under the terms of these Bylaws, no suit at law or inequity based on such dispute or controversy shall be instituted by any member of the ICP, except to enforce the decision of the ISNA's Arbitrators. No member of the ICP and/or party to the arbitration shall have a right to sue an ISNA Arbitrator if it is not satisfied with the decision or the manner in which the arbitration was conducted. All parties to the ISNA arbitration shall take part in the arbitration proceedings in good faith and shall abide by the decision of the arbitrator(s) in the conduct of the arbitration as well as the final decision

ARTICLE XIV: AFFILIATION

Section 14.1 The ICP shall be affiliated with the Islamic Society of North America (ISNA).

Section 14.2 Real Estate purchased or donated to the ICP shall be entrusted with The North American Islamic Trust (NAIT)

Section 14.3 The ICP may not undertake any activity that violates the Islamic standards and/or the constitution and By-laws of ISNA. In the case of any such violations, the President of ISNA may send a representative to mediate and/or arbitrate. If a solution is not reached, the Executive Committee of ISNA may dissolve the Board of Directors of the ICP and supervise a new election.

Section 14.4 The Executive Committee of ISNA may revoke any decision of the Board of Directors of the ICP.

ARTICLE XV: MISCELLANEOUS

Section 15.1 Fiscal Year. The fiscal year of the ICP shall be the calendar year.

Section 15.2 Books and Records. All the books and records of the ICP shall be kept at its principal office.

Section 15.3 Indemnification and Insurance.

Unless otherwise prohibited by law, the ICP shall indemnify any Board member, arbitrator, or officer, any former Board member, officer, or any person who may have served at its request as a Board member or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Directors, indemnify any employee or former employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he/she may be or is made a party by reason of being or having been such Board member, arbitrator, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he/she shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his own gross negligence or misconduct in the performance of a duty to the ICP.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Board member, arbitrator, director, officer, or employee. The ICP may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Board member, arbitrator, officer, or employee; provided, however, that such trustee, arbitrator, officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under these Bylaws.

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

The indemnification provided by these Bylaws shall not be deemed exclusive of any other rights to which such Board member, arbitrator, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, decision of the Arbitration Panel or otherwise and shall not restrict the power of the ICP to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any Board member, arbitrator, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a trustee, officer, employee, or agent or out of acts taken in such capacity, whether or not the ICP would have the power to indemnify the person against that liability under law.

In no case, however, shall the ICP indemnify, reimburse, or insure any person for any taxes imposed on such individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended.

Section 15.4 Loans, Zakat, Sadaqah.

No loans, Zakat, and Sadaqah shall be made by the ICP to members of its Board or Imam.

Section 15.5 Gender Equity.

As a matter of standing policy, the ICP shall provide for the full and unrestricted participation of all members of the ICP community, men and women, in all of the ICP's activities and services.

Section 15.6 Use of Terms.

As used herein, words in any gender shall be deemed to include the other genders and the singular shall be deemed to include the plural, and vice versa.

Section 15.7 Severability.

If any provision of these Bylaws shall be held invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of this constitution shall not be impaired thereby, nor shall the validity, legality or enforceability of any such defective provision be in any way affected or impaired.

ARTICLE XVI: DISSOLUTION

Section 16.1: Dissolution of ICP. If the situation arises which makes the dissolution of the ICP inevitable, the Board of Directors of the ICP shall call upon the Executive Board of ISNA to handle the process of dissolution. Any surplus assets, after meeting all liabilities, shall be distributed to the North American Islamic Trust (NAIT), which is an exempt organization under section 501 (c) (3) of the Internal Revenue Code.

In case of the nonexistence of NAIT, first disposal shall be made to one or more of the affiliated organizations which shall have an exempt status under section 501(c)(3) of the Internal Revenue Code, and then to an Islamic organization organized and operated exclusively for religious, charitable, educational, or scientific purposes as shown at the time qualified as an organization or organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not shown as disposed of, shall be disposed of by the Court or Common Pleas of the county of which the Principal Office of the Organization is then located, exclusively for such Islamic organizations as said Court shall determine.

Section 16.2: Dissolution of the Board of Directors. The Board may be dissolved by the approval of simple majority of the total voting membership during any regular or special General Assembly meeting with proper notice according to these Bylaws and declared as an item of the meeting's agenda. If the Board of Directors is dissolved by the General Assembly, ISNA will be contacted to assume Board of Directors authority and control over ICP and facilitate new elections per these Bylaws within ninety days.

END OF BYLAWS