

In the name of Allah the Beneficent and the Merciful

**CONSTITUTION AND BYLAWS OF
THE ISLAMIC SOCIETY OF GREATER HOUSTON, INC**

ISGH CONSTITUTION AND BYLAWS

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CONSTITUTION

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**CONSTITUTION AND BYLAWS OF THE
ISLAMIC SOCIETY OF GREATER HOUSTON, INC.**

CONSTITUTION*

ARTICLE I - GENERAL

Section 1:

The name of the corporation shall be the Islamic Society of Greater Houston, Inc. (ISGH). The term ISGH or "the Society" shall be used in this Constitution refer to the Islamic Society of Greater Houston, Inc.

Section 2:

The main offices of the corporation shall be in Houston, Harris County, Texas.

Section 3:

For administrative purposes, Houston is divided into five zones. The zonal configuration is defined in the Bylaws.

Section 4:

Within each zone, there shall be one or more Islamic Centers as defined in the Bylaws.

ARTICLE II - OBJECTIVES AND PURPOSES

Section 1:

The objective of ISGH is Aqamat-e-Deen (establishment of the Islamic System of life)

Section 2:

ISGH is organized for religious, charitable and educational purposes.

Section 3:

ISGH shall provide religious and social services to all Muslims, render help to any persons of similar persuasion in adapting to the culture of the Houston area, and to provide channels of understanding and communication between Muslims and the Houston community in general.

Section 4

ISGH shall engage in Al-Dawah (propagation of Islam)

Section 5.

ISGH shall organize activities and provide opportunities for the spiritual training of its members in accordance with the teachings of the Quran and traditions of Prophet Muhammad (p.b.u.h.).

ARTICLE III - MEMBERSHIP

Section 1:

All are eligible for membership in ISGH. In this Constitution all references to male gender (he, him his, etc.) shall be assumed to mean male or female.

Section 2

The Society shall have two categories of members:

- A. Natural Member
- B. Associate Member

Section 3 Natural Member

Every Muslim is a natural member. A natural member (hereinafter shall be referred to as a "member".)

Section 4 Associate Member

Any non-Muslim who displays interest in Islam and pays membership dues is eligible to become an Associate Member. He will not be eligible to vote or hold office.

Section 5 Eligible Voting Member

Any natural member can become an eligible voting member by fulfilling the eligibility requirements defined in the Bylaws.

Section 6 General Body and General Assembly

The eligible voting members shall collectively constitute the General Body of ISGH. A meeting of the General Body shall be referred to as the General Assembly.

Section 7.

The annual membership dues of the ISGH are as explained in the Bylaws.

Section 8.

Each member pledges to abide by the Constitution and Bylaws of ISGH.

ARTICLE IV - CODE OF ETHICS

Section 1:

Islam is a Deen (system of life), and the privilege of Islamic Practice requires Islamic beliefs and Islamic responsibility, as well as knowledge of the Quran and Sunnah.

Section 2:

Each member shall be guided by the basic belief of the Society i.e. "la ilaha illallah Muhammadur Rasulallah" (there is no God but Allah and Muhammad (p.b.u.h.) is the Messenger of Allah). Muhammad (p.b.u.h.) is the final messenger and the seal of prophethood. Each member shall believe in the "Day of Judgment" and the life hereafter, and shall respect the obligatory commands of Islamic Law (Shariah).

Section 3:

Each member shall work for the unity of all Muslims in Houston and avoid involvement in creation of divisions and sects.

Section 4:

By applying for or continuing membership in the Society, each member agrees to uphold the ethical standards set out in this "Code of Ethics", and will aid in the election to the elected offices of the ISGH of those who do uphold these standards of ethics.

ARTICLE V - ORGANIZATIONAL

Section 1: Majlis-e-Shura (Legislative-Board of Directors)

The Majlis -e- Shura (hereinafter called the "BOARD" or "SHURA") shall develop ISGH policies. The BOARD shall consist of nine elected members - four officers elected at large by eligible voting members of ISGH and five Zonal Directors elected by the eligible voting members residing in their respective zones.

Section 2: Executive Body:

The four at large elected officers shall constitute an executive body (hereinafter called the "Executive Body") which shall implement ISGH policies. The Executive Body shall consist of President, Vice President, General Secretary, and Treasurer.

Section 3: Zonal Director, Associate Director, Zonal Executive Committee:

- A. Zonal Director: Each zone shall have a Zonal Director.
- B. Associate Director: In a zone that has more than one Islamic Center, each Islamic Center shall have an Associate Director elected by the eligible voting members of that Islamic Center.
- C. Zonal Executive Committee: The Zonal Director together with the Associate Directors shall constitute the Zonal Executive Committee. If there is only one Islamic Center in a zone, there shall be no Zonal Executive Committee for that zone.

Section 4: Area Representatives, Council of Representatives, Administrative Body:

- A. Each Islamic Center shall have a council of representatives (hereinafter called the "COUNCIL") made up of Area Representatives and Associate Director. The manner of election of Area Representatives is defined in the Bylaws.
- B. Administrative Body: Each Islamic Center shall have an administrative body (hereinafter called the "Administrative Body") which shall assist the Associate Director in executing the policies specific to that Islamic Center. The makeup of the Administrative Body and the manner of selection of its members is defined in the Bylaws.

Section 5: Term of Office:

Term of office for each member of the BOARD shall be two years.

Term of office for each Associate Director shall be two years.

Term of office for each Area Representative shall be one year.

Section 6: Eligibility for Office:

Only eligible voting members may hold office of the Society.

- A. All members of the BOARD shall be members of ISGH in good standing for a minimum of one year and shall be either a citizens or permanent resident of the United States of America. The President and Vice President shall be members of ISGH in good standing for a minimum of two years. Only a member who is able to lead prayers shall be eligible for the office of the President and Vice-President.
- B. A nominee for the position of Zonal Director shall be a resident of that Zone. A nominee for the position of Associate Director shall be residents of one of the zip codes associated with that respective Islamic Center.
- C. A nominee for the position of Area Representative shall be residents of that postal zip code area.

Section 7 Oath of Office:

Each member of the BOARD, each Associate Director, and each Area Representative shall take an oath of office before assuming the responsibility of their office. The Oath of Office, as specified in the attached Exhibit-A and made a part of the Constitution hereof, shall be taken in person in front of the Chairman of Election Commission, and/or the BOARD, and/or a meeting of the Council.

Section 8

The manner of elections, the duties and responsibilities of the elected members, and other matters relevant to the organizational structure of ISGH are as provided in the Bylaws of ISGH. Any responsibility and authority not otherwise specified herein shall be reserved to the BOARD.

ARTICLE VI - RESTRICTED ACTIVITIES

No part of the net earnings of the ISGH shall inure to the benefit of, or be distributed to its officers, directors or other private persons, except that the ISGH 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 Article II hereof.

No substantial part of the activities of the ISGH shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the ISGH shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the ISGH shall not carry on any other activities not permitted to be carried on (A) by a corporation exempt from the 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).

ARTICLE VII - DISSOLUTION

In the event of the dissolution of ISGH, the BOARD shall, after paying or making provision for the payment of all the liabilities of the ISGH, dispose of all of the assets of the ISGH, exclusively for the purposes of the ISGH, in such manner, or to such organization or organizations organized and operated exclusively for Islamic (religious, charitable, educational or scientific) purposes, as shall at the time qualify as an exempt organization or organizations, under Section 501(C)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the BOARD shall decide.

Any such assets not so disposed off shall be disposed off by the District Court of any county in which the principal office of the ISGH is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VIII - BYLAWS

The Bylaws, as appended hereto, are hereby adopted and may be amended, enlarged or reduced as provided in the Bylaws.

ARTICLE IX - AMENDMENTS

Section 1: Amendments to the Constitution may be made through the approval of a Resolution of Amendment by two-third majority vote of the General Body. The quorum for amendment to the Constitution shall be one-third of the eligible voting members.

Section 2: Resolution of Amendment

A proposal for amendment can be submitted to the BOARD by any one of the following :

- A. Majority of Area Representatives of all Councils.
- B. Ten Percent of all eligible voting members.
- C. Initiated in the BOARD

Upon approval by the majority of the BOARD, the proposal for amendment is elevated to the level of Resolution of Amendment. It is then presented to the Joint Meeting of the Councils for ratification before it is submitted to the General Body for final approval.

*amended on October 25, 1992.

**ISLAMIC SOCIETY OF GREATER HOUSTON
BYLAWS*
ARTICLE I - MEMBERSHIP**

Section 1: Eligible Voting Member

The term eligible voting member shall mean a natural member who fulfills the requirements of Section 2 of this Article, and who has neither voluntarily withdrawn from membership nor has been expelled from membership and if expelled has since been reinstated as a new member (hereinafter referred to as “Eligible Voting Member”, or “Voting Member”, or “Member”, or “Member in good standing”). In these Bylaws, all references to the male gender (he, him, his, etc.) shall be assumed to mean male or female.

Section 2: Eligibility for voting

The following requirements shall be satisfied before a natural member may be eligible to vote in any general assembly or election of ISGH officials:

- A. The natural member has filed an Application for membership in the prescribed form and has been approved for eligible voting membership by the BOARD, and
- B. The applicant agrees to one or more of the following:
 - i) Participate regularly in at least one of four of the following regularly scheduled programs at any of the ISGH centers or mosques.
 - ISGH children school program or adult educational program
 - Funeral arrangement
 - Quranic study
 - Al-Dawah activity
 - ii) Financially contribute a fair share (at least 1%) of their annual income.
 - iii) Volunteer their time in other approved organizational activities of the Society not included in 2B(i) above.
- C. The applicant has paid his own annual dues for the current year on or before June 30. The annual dues of a member may not be paid by another person unless the other person is related to the member by blood or marriage, and
- D. The applicant has attained the age of 15 years,
- E. The applicant meets residency requirements in Article I, Section 7.

Section 3: Annual Dues and Joint Membership with ISNA

- A. The annual membership dues shall be on a calendar year basis (January 1 through December 31) and are payable in accordance with a schedule to be established annually by the BOARD, provided that the dues shall not be less than the amount shown below :
 - Family - \$50.00 (Family Membership is defined as Primary member, Spouse, dependent children under the age of 21 years by June 30 of the current year, and parents of spouses living in same residence)
 - Single - \$30.00
 - Student - \$15.00

The BOARD may also establish a multi-year dues schedule that offers discounts to members who pay membership dues in advance for future years. The multi-year dues schedule may not discount the regular membership dues by more than twenty five percent (25 %). The dues shall not be refundable.

Through an agreement with the Islamic Society of North America, Inc. (ISNA), a member paying annual membership dues to ISGH also becomes a member of ISNA. A portion of the membership dues paid to ISGH will be remitted to ISNA for its membership. The portion of membership dues to be paid to ISNA will be established annually by the BOARD.

- B. Any member of whatever classification (except members with Life Membership) who fails to renew his membership each year by paying annual dues on or before June 30 of the current year will not be eligible to vote, nominate and hold an elected office. Renewal of membership by payment of annual dues after June 30 of the current year will not restore loss of membership voting rights for the remainder of the year. Membership dues may only be submitted in the following forms: ISGH online payment services, personal check, and personal credit card. Non-acceptable forms of payment are cash, money orders, pre-paid cards and gift cards.

Section 4 Life Membership

A voting member can attain Life Membership by making a one-time payment of at least U.S. \$1000 towards membership fee. Such a member will be exempt from payment of annual dues specified in Article I, Section 2 C, Section 3 A and B, but will remain subject to all other provisions of the Constitution and Bylaws including those relating to suspension, expulsion and loss of membership rights.

Section 5: Loss of Membership Rights

(a) Any member who resigns or who is expelled for ethical reasons ceases to have voting and nomination rights, and his eligibility to hold an elected office.

(b) Any member who, individually, or by or through an entity in which he is an officer or director, files a lawsuit against ISGH for any reason without first engaging in a timely manner to make best efforts to amicably resolve the claim or dispute by extra-judicial means such as Mediation, Conciliation and/or Arbitration with the ISGH Arbitration and Mediation Committee, shall cease to be a member of ISGH in good standing as of the date of the filing of the lawsuit, notwithstanding anything to the contrary elsewhere in the Bylaws. Notwithstanding Section 6 of this Article I, the membership of such a person may only be restored after a resolution of renewal or re-instatement is adopted by a two-third majority of the BOARD, and then approved by a two-third majority of joint session of BOARD and COUNCILs.

Section 6: Reinstatement of Membership Rights

Any member who loses his membership rights can apply for reinstatement by following the procedures required for becoming a new member.

Section 7: Zonal Residency Requirements

For the purpose of representation, an eligible voting member shall be considered to belong to the zone that he/she resides in, per the geographic boundaries outlined in Bylaws Article II Zonal Configuration.

Section 8: Voting of Members:

Each eligible voting member shall be entitled to vote, in person, one vote on each matter submitted to a vote of the Society's members. Members shall not be entitled to vote by proxy.

ARTICLE II - ZONAL CONFIGURATION

Section 1: Zonal Boundaries

To effectively achieve its objectives and to administer its services ISGH has divided the Greater Houston area into five (5) zones as described below. All the zones converge at the area known as "Downtown Houston", hereinafter referred to as the "zonal apex". The dividing boundaries of each zone are the major highways, roads, creeks, and bayous. These boundaries are shown in the attached exhibit "A" which shall be a part of the Bylaws hereof

A. North Zone

The western boundary is Highway 290 and Hempstead Road. The southern boundary is Interstate 10 from its intersection on the west with Hempstead Road and to its intersection on the east with Beaumont-90 Highway. The eastern boundary is Beaumont-90 Highway. There is no northern boundary.

B. Northwest Zone

The northern boundary is the western boundary of the North Zone. The southern boundary from its zonal apex at the intersection of Interstate 10 and Interstate 45, follows Interstate 45 south to its crossing with Buffalo Bayou, then west on Buffalo Bayou up to Highway 6, then south on Highway 6, then westward on FM 1093. There is no western boundary.

C. Southwest Zone

The northern boundary is the southern boundary of the Northwest Zone. The eastern begins with the crossing of Interstate 45 with Buffalo Bayou and follows 45 to its intersection with Highway 59. The southern boundary begins at intersection of Interstate 45 and Highway 59, and follows Highway 59 in a direction. There is no western boundary.

D. South Zone

The zonal apex is the intersection of Highway 59 and Interstate 45 south of Downtown Houston. The western boundary is the southern boundary of the Southwest Zone. The eastern boundary follows Interstate 45 south, then west on Loop 610, then south on Mykawa Road up to its intersection with Clear Creek, then west on Clear Creek and south on Cullen Boulevard (and Old Chocolate Road). There is no southern boundary.

E. Southeastern Zone

The northern boundary is the eastern boundary of the North Zone. The southern boundary is the eastern boundary of the South Zone. There is no eastern boundary.

Section 2: Islamic Centers:

Islamic Centers shall be established in accordance with Article II, Section 3. The BOARD shall assign to each Islamic Center a geographic area under its jurisdiction. The BOARD shall not alter or modify the assigned area less than every five years. The boundaries of the assigned area shall be roads, creeks, and bayous, and no zip codes. Eligible voting members physically residing within the assigned area shall be members of the Islamic Center and only such members shall be entitled to hold an elected or appointed office of the Islamic Center or vote in the Islamic Center elections.

Section 3: Requirements for an Islamic Center

An Islamic Center is defined as a facility owned and/or operated by ISGH and meets the following requirements:

- A. Financial capability to have a full time religious scholar (Alim).
- B. A registered congregation of at least 100 eligible voting members.
- C. Regular daily prayers plus at least two of the following :
 - (i) Weekend Islamic School for children's education
 - (ii) Organized regular Quranic study group for adults
 - (iii) Organized regular Quranic study group for children

A facility shall be considered an ISGH Islamic Center after a petition recommending its establishment has been submitted by at least 100 eligible voting members who reside within the geographic boundaries of the proposed Islamic Center and the petition has been ratified by the BOARD.

Any other existing Islamic facility not belonging to ISGH can become an ISGH Islamic Center by meeting the above conditions.

Any ISGH prayer facility that does not qualify as an Islamic Center shall be designated a "Musalla". The operation of a Musalla shall be governed by such policies as are from time to time duly adopted by the BOARD.

ARTICLE III - MAJLIS -E- SHURA

Section 1:

The Majlis -e- Shura (Legislative Board of Directors or BOARD) shall develop, review, approve and establish policies, plans and procedures covering all aspects of ISGH affairs including but not limited to the following areas:

- A. Al-Dawah
- B. Short-term and long-term planning
- C. Annual budget and fiscal policies
- D. Education policies
- E. Real Property
- F. Public relations and interaction with non-Muslim groups
- G. Funeral arrangements
- H. Human resources and personnel placement including staff positions
- I. Approval of all nominations to the Standing Committees

Such policies and procedures shall be in conformity with ISGH Constitution and its Bylaws.

The BOARD shall set strategic goals and provide overall direction of ISGH affairs; raise, and/or cause to be raised by designated ISGH officials, funds for operating purposes in accordance with ISGH policies, procedures and internal controls; and set compensation for employees and staff at the Headquarters.

Section: 2

The Standing Committees reporting to the BOARD are identified in Bylaws Article VIII Section 1.

Section 3 Financial Plan

The Treasurer shall prepare or cause to be prepared a 2 year financial plan for approval by the BOARD. Such approved plan shall consist of a narrative, a pro-forma consolidated statement of support, revenue and expenses, and a pro-forma cash flow statement based on realistic projections of revenue, receipts, disbursements, and expenses. The plan shall be updated annually and approved by the BOARD.

Section 4: ISGH Subsidiaries

- A. The BOARD may from time to time establish separate legal entities for specific purposes to function as subsidiaries of ISGH. For an entity to qualify as a subsidiary of ISGH, its Certificate of Formation shall contain the following Article:

“Management of the affairs of the Corporation is to be vested in its Board of Directors. All the directors of the Corporation shall be appointed by a majority vote of the directors of the Islamic Society of Greater Houston, Inc. The Board of Directors of the corporation shall adopt only such bylaws of the corporation as are approved by a vote of at least five and not

less than a majority of the directors of the Islamic Society of Greater Houston, Inc. The power to alter, amend, or repeal such bylaws, and to remove directors of the Corporation with or without cause, shall be vested in the Board of Directors of the Islamic Society of Greater Houston, Inc. This Article shall not be altered, amended, or deleted by the corporation without the consent of at least six and not less than a two-third majority vote of the directors of the Islamic Society of Greater Houston, Inc.”

- B. All subsidiaries of ISGH shall provide copies of their financial books and records, including but not limited to, bank statements, cancelled checks, balance sheets, ledgers and all financial statements to ISGH on a regular basis and as and when required by ISGH.
- C. All subsidiaries of ISGH shall, upon dissolution, transfer all of their assets to ISGH.

ARTICLE IV - EXECUTIVE BODY

Section 1:

The Executive Body, which consists of the President, Vice President, General Secretary, and Treasurer, shall implement approved ISGH policies, plans and decisions of the BOARD; oversee operations; ensure regulatory compliance; and employing of staff.

The members of the Executive Body as officers of the Society shall perform such other duties that are pertinent to their office and as may be required of them by the BOARD, the Constitution, or the Bylaws and shall coordinate their activities with each other, as appropriate, to assure the highest possible professional standards for ISGH. The Executive Body shall arrive at decisions by a simple majority of its members on any business matter brought before it.

Section 2: PRESIDENT - Duties and Responsibilities

The President shall be the chief executive officer of the Society. He shall serve as chairman of the Legislative Board of Directors. He shall be the spokesman for the Society. The President shall preside over and call all the meetings of the BOARD and the General Assembly. He shall sign all contracts and conveyances in the name of ISGH. He shall perform all other duties that are pertinent to the office or delegated to him by the BOARD. The President shall be responsible for the standing committees identified in Bylaws Article VIII as reporting to the President and shall nominate the chairpersons and members of these committees. The President shall also appoint and assign special committees as the BOARD may authorize.

Section 3: VICE PRESIDENT - Duties and Responsibilities

The Vice President shall perform the duties of the President in the absence of or inability of the President to serve. The Vice President shall assume the office of the President in case of a vacancy for any cause in that office. The Vice President shall assist the President in the execution of the duties of his office. He shall be responsible for the standing committees identified in Bylaws Article VIII as reporting to the Vice President and shall nominate the chairpersons and members of these committees.

Section 4: GENERAL SECRETARY - Duties and Responsibilities

The General Secretary shall keep records and books of ISGH. He shall keep the minutes of all meetings of the BOARD and General Assembly. He shall have the custody of the corporate record and the seal, and affix the same. He shall maintain record of the membership. He shall prepare agenda for the BOARD and General Assembly meetings and send notices of such meetings. He shall assume the duties of the President in the absence of the President and Vice President. The General Secretary shall be responsible for the standing committees identified in Bylaws Article VIII as reporting to the General Secretary and shall nominate the chairpersons and members of these committees.

Section 5: TREASURER - Duties and Responsibilities

The Treasurer shall be responsible for handling all the monies of ISGH. He shall maintain or cause to be maintained an accounting manual specifying the approval process, internal controls, and accounting procedures as approved by the BOARD. The Treasurer shall cause to be maintained books of accounts covering all properties and financial transactions. The Treasurer shall cause to be prepared annual financial statements in accordance with the generally accepted accounting principles in the United States of America and applied on a consistent basis annually. He shall cause to be prepared the annual budget of the Society and submit the same to the BOARD for approval. He shall cause to be prepared quarterly financial statements and an audited annual financial report by the Society's independent auditor appointed by the BOARD in accordance with generally accepted auditing standards in the United States of America. He shall sign all checks of the Society as specified in ISGH Policies & Procedures Manual. He shall be responsible for the standing committees identified in Bylaws, Article VIII as reporting to the Treasurer and shall nominate the chairpersons and members of these committees.

ARTICLE V - ZONAL EXECUTIVE AND ISLAMIC CENTER COMMITTEES AND ISLAMIC CENTER COUNCIL OF REPRESENTATIVES

Section 1: Zonal Executive Committee:

Each zone shall have a Zonal Executive Committee and each Islamic Center within the zone shall have such standing committees as authorized by Article VIII Section 4. Zonal Executive Committee shall be made up of the Zonal Director and the Associate Directors of that zone. The Zonal Director shall chair the Zonal Executive Committee. The committee shall develop zone-wide policies in compliance with the policies of ISGH. It shall also recommend budgets for the zone and Islamic Center(s) to the BOARD for approval.

Section 2: Area Representatives of a Zone

- A. For each Islamic Center, an Area Representative shall be elected for every 40 eligible voting members residing in a zip code area associated with that Islamic Center, by the eligible voting members of that zip code area. The maximum number of Area Representatives from any one zip code area will be two (2). The Associate Director and

Area Representatives of a particular Islamic Center shall constitute the Council of Representatives (COUNCIL) for that Islamic Center.

- B. If in any Islamic Center there are zip code areas with less than the minimum required 40 eligible voting members, then such zip codes shall be grouped together to create a single combined zip codes grouping upon which the Area Representative election rules defined in Bylaws Article V Section 2A shall apply. If the single combined zip codes grouping has less than 40 eligible voting members, then all zip codes in that grouping will be combined with the zip code having the least number of eligible voting members above 40, and the Area Representative election rules defined in Bylaws Article V Section 2A shall apply to this combined grouping as one zip code.
- C. In any Islamic Center that has more than 10 Area Representatives, there shall be two additional area representatives elected at large by all the voting members of such Islamic Center, one from among the youth (male or female) between 18 and 24 years of age, and one from among the female eligible voting members of the Islamic Center.
- D. Each Islamic Center shall have a minimum of four (4) Area Representatives. If the allocation of Area Representatives pursuant to Article V Section 2A and 2B above is less than 4, then the remainder shall be made up by electing additional Area Representatives necessary to bring the number to four (4). Such additional Area Representatives shall be elected at large by all the voting members of the Islamic Center.
- E. Notwithstanding the maximum number of Area Representatives limitation noted in Article V Section 2A, if an IC has a zip code that has at least 160 eligible voting members, then there shall be 4 Area Representative elected from such zip code.

Section 3:

The COUNCIL shall make policy decisions for their Islamic Center in compliance with the policies approved by the Legislative Board of Directors of ISGH. They shall formulate the annual budget of the Islamic Center.

Section 4: Duties and Responsibilities of Zonal Director and Associate Director:

- A. Zonal Director: The Zonal Director shall represent the zone in the BOARD, and shall chair and call all meetings of the Zonal Executive Committee. The Zonal Director shall nominate the Principal of each weekend school in his zone and submit the nomination to the respective Islamic Center Council for approval.

In any matter pertaining to an Islamic Center within his Zone, the Zonal Director shall not present the matter to the Board until he has obtained written opinion on the matter from the respective Islamic Center Council. The written opinion of the Islamic Center Council shall be binding on the Zonal Director and if and when the matter is presented to the BOARD, the Zonal Director or in his absence an Associate Director, is required to vote in the BOARD in conformity with such opinion.

- B. Associate Director: The Associate Director shall represent his respective Islamic Center in the Zonal Executive Committee. He shall chair and call all meetings of the COUNCIL of that Islamic Center. In the absence of the Associate Director or in the event an Associate Director fails to call Council meetings, the Zonal Director shall call and chair all meetings of the COUNCIL of that Islamic Center. In the absence of the Zonal Director, an Associate Director shall represent him at all BOARD meetings and shall have the Zonal Director's voting authority. The Associate Director shall nominate the chairman and members of the Islamic Center standing committees and submit the nominations to the respective Islamic Center Council for approval. The Associate Director shall also appoint and assign special committees as the respective Islamic Center Council may authorize.

Section 5: Area Representative - Duties and Responsibilities

The Area Representative shall represent Muslims residing in his particular postal zip code area in the monthly meetings of the COUNCIL of his Islamic Center (or a zone if there is only one Islamic Center in that zone) and in the Joint BOARD/COUNCIL meetings. The Area Representative also represents ISGH to the Muslims residing in his zip code area. He shall assist the Associate Director in matters relating to his specific zip code area. He shall keep the list of members residing in his area up to date, and develop a linkage between the community and the Masjid.

ARTICLE VI - ISLAMIC CENTER ADMINISTRATIVE BODY

Section 1:

The Islamic Center Administrative Body shall consist of Associate Director (or Zonal Director if there is only one Islamic Center in that zone), Administrative Secretary, Finance Secretary, Education Secretary, Membership Secretary, and Youth Affairs Secretary. The Administrative Body shall implement approved policies of the BOARD of ISGH and of the Council of Representatives in their respective Islamic Centers. The five Secretaries for each Islamic Center shall be nominated by the Associate Director (or Zonal Director, as applicable) and confirmed by the COUNCIL of that Islamic Center.

Section 2: Administrative Secretary - Duties and Responsibilities

The Administrative Secretary shall perform the duties of the Associate Director (or Zonal Director, as applicable) in the absence of or inability of the Associate Director to serve. He shall prepare agenda and keep minutes of all meetings, and shall attend to all correspondence. The Administrative Secretary shall perform such duties as may be assigned by the Associate Director.

Section 3: Finance Secretary - Duties and Responsibilities

The Finance Secretary shall keep the financial records and books of the Islamic Center (or zone, if there is only one Islamic Center in that zone) and coordinate with the Treasurer to assure the accuracy of the records. He will be responsible for preparing the proposed annual budget of the Islamic Center (or zone, if there is only one Islamic Center in that zone). He shall prepare quarterly financial statements and submit a copy to the Treasurer.

Section 4: Education Secretary - Duties and Responsibilities

The Education Secretary shall be responsible for implementing the approved policies for the operation of the Islamic schools in his Islamic Center (or zone, if there is only one Islamic Center in that zone). He shall develop programs that further Islamic education in his Islamic Center (or zone, if there is only one Islamic Center in that zone).

Section 5: Membership Secretary - Duties and Responsibilities

The Membership Secretary shall be responsible for keeping and updating the membership of his Islamic Center (or zone, if there is only one Islamic Center in that zone). He should make every effort to get Muslims in his Islamic Center (or zone, if there is only one Islamic Center in that zone) to become voting members of ISGH.

Section 6: Youth Affairs Secretary - Duties and Responsibilities

The Youth Affairs Secretary shall represent the youth of his Islamic Center (or zone, if there is only one Islamic Center in that zone) and shall be a school/college student of recognized educational institution.

ARTICLE VII - ELECTIONS, VACANCY AND REMOVAL

Section 1: Elections

- A. The elections of ISGH shall be held on the second Sunday of December every year by means of secret ballot at the ISGH Headquarters. If the first Sunday or second Sunday of December falls during the three days of Eid ul Fitr or during the three days of Eid ul Adha, election-day may be changed, provided that all balloting is completed between 15th of November and the 31st of December. All other dates and deadlines related to elections specified in Article VII may be adjusted at the sole discretion of the Election Commission as appropriate to accommodate the adjusted dates for the general voting and early voting.
- B. The elections for President, General Secretary and Directors for North Zone and Southwest Zone shall be held on even years. The elections for Vice President, Treasurer, and Directors for Northwest Zone, South Zone, and Southeast Zone shall be held on odd years. The elections for the Associate Directors in the North Zone and Southwest Zone shall be held on odd years. The elections for the Associate Directors in the Northwest Zone, South Zone, and Southeast Zone shall be held on even years.
- C. The elections for the Area Representatives shall be held each year.

Section 2: Election Commission and Election Guidelines

- A. The BOARD shall appoint and announce an Election Commission by third Sunday of July each year. The Commission shall consist of at least five eligible voting members

including a Chairman. The BOARD shall prepare election guidelines in accordance with the provisions of the Constitution & Bylaws, and provide them to the Election Commission at the time of its appointment.

- B. The Election Commission shall be responsible for conducting the elections and referendums that are held during its' term, in accordance with the election guidelines and the provisions of the Constitution & Bylaws. In all matters pertaining to the counting of the ballots and the announcement of the results, the decision of the Election Commission shall be final. All election announcements shall be made by the Chairman.

Section 3: Mailing and Receiving of Nomination Forms

- A. The BOARD shall provide to the Election Commission a final list of eligible voting members by the first Sunday of September. The Commission shall announce election procedures and make the nominations available to all eligible voters for downloading on the ISGH website by the first Sunday of October. Only nomination forms bearing the signed acceptance of the nominees received by the Election Commission by noon on the third Sunday of October shall be accepted by the Election Commission for review.

Section 4: Qualification of Nominees and Announcement of Nomination

- A. Qualification of Nominees for a position on the Board of Directors:
- (i) In addition to the eligibility requirements set forth in the Constitution, Article V, Section 6, each nominee for a position on the Board of Directors must meet all of the following conditions:
 - a. Has been involved in ISGH as a Board of Director, Associate Director, or Area Representative for at least two years or in any of the ISGH standing or special committees for at least two years.
 - b. Is not serving and has not served, during the two-year period immediately preceding the date of nomination, as a director, officer, employee, Imam or Ameer of any Islamic organization not affiliated with ISGH, at the time of nomination.
 - c. Has not been an employee of ISGH at any time during the two year period immediately preceding the date of nomination.
 - d. Has not been removed from an elected office of ISGH (as per Bylaws Article VII Section 8) or expelled from ISGH membership for ethical reasons (as per Bylaws Article VII Section 9).
 - e. Has signed a statement that he:
 - Does not himself seek an elected position
 - Does not put his decisions or other people's decisions over and above the decisions of Allah in the Quran and Sunnah
 - Is obedient to Shariah
 - Does not commit major sins.
 - Has not been convicted of a felony or pled guilty or no contest to charge of committing any state or federal felony offense.

- (ii) Qualification of Nominees only for a position on ISGH Executive Body: All requirements enumerated in Article VII Section 4.A(i) except that Section 4.A(i)(a) is replaced by the following requirement:
 - (a) Has served or is serving one full two-year term as an ISGH Board of Director or Associate Director.
- (iii) Any member of the BOARD who has served two consecutive terms on the Shura shall not be nominated or be eligible for election to a third consecutive term for the same position.
- (iv) Any person who has previously served, in the aggregate, five full terms on the BOARD, shall no longer be nominated or be eligible for election to any position on the ISGH Board of Directors. A person who has served more than one year of a two year-year term shall be deemed to have served a full term. Calculation of the number of terms a person has served as a member of the BOARD shall be made on a retroactive basis beginning from the inception of ISGH. This provision shall apply to each election held after the date of enactment of this provision.
- (v) No person who, at any time while a Muslim, has been convicted of or who has pled guilty or no contest to a charge of committing any state or federal felony offense shall be nominated, elected, or appointed to serve, or continue to serve, in any elected position of ISGH. If a vacancy occurs due to a person's disqualification under this section, the vacancy shall be filled in accordance with Article VII, Section 7.
- (vi) Prohibited relationships on ISGH Board, Boards of ISGH subsidiaries and Islamic Center Councils:
 - a) ISGH Board: No person who is related by blood or marriage to another current ISGH Board member or nominee ("Board Member"), as spouse, parent, child, brother, sister, uncle, aunt, nephew, niece or first cousin ("Relative") shall serve or be elected, appointed or nominated to serve on the ISGH Board at the same time as the Board Member.
 - b) Board of ISGH Subsidiary: No person who is related by blood or marriage to another current Board member or nominee of the Board of an ISGH subsidiary ("Subsidiary Board Member"), as spouse, parent, child, brother, sister, uncle, aunt, nephew, niece or first cousin ("Relative") shall serve or be elected, appointed, or nominated to serve on the Board of the ISGH subsidiary at the same time as the Subsidiary Board Member.
 - c) ISGH Islamic Center Council: No person who is related by blood or marriage to another current ISGH Islamic Center Council Area Representative or Associate Director, or Zonal Director if there is only one Islamic Center in the Zone or nominee ("Council Member"), as spouse, parent, child, brother, sister, uncle, aunt, nephew, niece or first cousin ("Relative") shall serve or be elected, appointed, or nominated to serve on the same Islamic Center Council at the same time as the Council Member.
 - d) If nominations of two or more related individuals are received for different elected or appointed positions as described in subsections (a), (b) and (c) above, all such nominations will be rejected unless all nominations for all positions, but one, are timely withdrawn. If a prohibited relationship is not disclosed and is discovered later, the Board or Council membership of the

related individuals shall be automatically terminated and vacancies thus created shall be filled in accordance with Article VII, Section 7, or in the case of an ISGH subsidiary, in accordance with the Articles of Incorporation and approved bylaws of the subsidiary.

B. Qualification of Nominees for the position of Associate Director: All requirements enumerated in Article VII Section 4 A (i) except that Section 4 A (i) (a) is replaced with the following requirements:

- a) Has been involved in ISGH as a Board of Director, Associate Director, or Area Representative, or in any of the ISGH standing or special committees or as a faculty member in any of the ISGH or affiliated educational entities.
- b) Has not previously served, in the aggregate, three full terms as Associate Director whether in the same or different Islamic Centers. A person who has served more than one year of a two-year term shall be deemed to have served a full term. The calculation of the number of terms a person has served as Associate Director shall be made on a retroactive basis beginning from the inception of ISGH. This provision shall apply to each election held after the date of enactment of this provision.

C. No employee of ISGH or of any of its subsidiaries shall be eligible to be nominated or appointed to hold an elected position in ISGH.

D. The Election Commission shall review the nominations and ensure that the nominees meet the standards and criteria stated in the Code of Ethics, and the other requirements for the various elected positions as defined in the Constitution and Bylaws of ISGH.

E. Announcement of Nominations:

The Election Commission shall make an announcement of the preliminary list of nominees by the first Sunday of November. A nominee may revoke his acceptance of the nomination by submitting a written revocation signed by the nominee, to the Election Commission, no later than noon on the second Sunday of November. The Election Commission shall declare the final nominations by 5:00 PM on the third Sunday of November.

Section 5: Balloting and Election Results

A. The Election Commission shall hold early balloting on the Sunday preceding the general election day, in each zone at the Islamic Center that has at least 200 eligible voting members associated with it. For the purpose of early balloting, eligible voting members may only vote in their respective zone, unless otherwise provided by the Election Commission.

B. The Election Commission shall arrange for balloting on election day at the ISGH Headquarters, and count the ballots promptly after the close of balloting. A candidate or

his representative may be present during the ballot count. A plurality of all votes cast for an office is necessary for election.

- C. Immediately after the Election Commission has counted the ballots, the Chairman of the Election Commission shall announce the results and, within one week, submit a written report to the BOARD. Upon receipt of the Election Commission's report by the BOARD, the Election Commission shall stand dissolved unless its term is extended by the BOARD.
- D. In the event that no candidate receives a plurality of the votes cast for an elective position, or if the Election Commission is unable to ascertain the result with clear probability, it shall declare the election for that position null and void and the BOARD shall announce a special election for that position to be held within thirty days. In the event the Election Commission has been dissolved or its term has ended, a special Election Commission shall be appointed by the BOARD to conduct the special election in accordance with the guidelines prepared by the BOARD.

Section 6: Oath of Office

The newly elected officers shall take their Oath of Office and assume their responsibilities on the first Sunday of January or on the second Sunday following the day of elections, whichever is later.

Section 7: Vacancy

- A. A person can hold only one elected office of ISGH at any given time. A vacancy on the BOARD or in Council of Representatives of an Islamic Center or that of an Associate Director may exist at the occurrence of death, resignation, forfeiture or due to removal from the position, or due to loss of membership rights, or due to disqualification under Article VII, Section 4 A (v).
- B. Upon a vacancy of an elected office of the BOARD (except that of the President), the Board by a majority vote (at least five) shall appoint an eligible candidate to that position for the remainder of the year.
- C. If a position on the BOARD becomes vacant in the first year of its term, that position shall become eligible for election at the end of that year.
- D. Upon a vacancy of the position of Associate Director, the BOARD and the respective Zonal Executive Committee shall appoint an eligible candidate to that position for the remainder of the year. If the position becomes vacant in the first year of its term, it shall become eligible for election for a one-year term at the end of that year.
- E. Upon a vacancy in a Council of Representatives, the Zonal Director shall nominate and the COUNCIL, by a majority vote of the elected Area Representatives of that Islamic Center, shall appoint an eligible candidate for the remainder of the year.

- F. In the event a Board member accepts a position as the President, Vice President, General Secretary, Treasurer, Ameer, Imam/Employee of any Islamic organization not affiliated with ISGH, then his position shall be declared vacant by the BOARD. Such a member shall forfeit the right to serve out the remainder of his term, and the vacancy thus created shall be filled according to Article VII Section 7 B.

Section 8: Removal of Elected Office Holders of ISGH

- A. Any elected office holder of ISGH can be removed from office for violation of the code of ethics, or for embezzlement of funds that belong to ISGH, or for gross neglect of duty, or for being absent from three consecutive scheduled meetings without cause.

- B. Removal of a Member of the BOARD

- (i) Removal of any member of the Executive Body : For removal of any member of the Executive Body (President, Vice President, General Secretary, and Treasurer), a petition for removal shall first be signed by at least one- fifth of the eligible voting members of ISGH and submitted to the BOARD.

- (ii) Removal of a Zonal Director : For removal of a Zonal Director, a resolution for removal shall first be passed by a two-third majority of all the Councils for the Zone from which he has been elected.

- (iii). After the action identified in (i) or (ii) above has been taken, the following sequential procedure shall be taken for removal of a member of the BOARD:

- (a) A resolution for removal shall be passed by two-third majority of the BOARD.

- (b) Once passed by the BOARD, the resolution shall then be passed by two-third majority of joint session of BOARD and COUNCILS.

- (c) Once passed by the joint session of BOARD and COUNCILS, the resolution shall then be passed by the General Assembly by two-third majority for the removal to be effective forthwith.

- (d) If a quorum for the General Assembly cannot be obtained, the resolution for removal will be sent to the General Body as a referendum. If one-third of the voting membership responds to the referendum and votes by a simple majority for removal, then the office holder shall be removed from office forthwith.

- C. Removal of Associate Director or Area Representative

- (i). For removal of an Associate Director, a resolution shall first be passed by a two-third majority of the COUNCIL for the Islamic Center from which he has been elected. The resolution shall then be passed by a two-third majority of the BOARD. If this resolution is then passed by a two-third majority of joint session of BOARD and COUNCILS, the Associate Director shall be removed from office forthwith.

(ii). For removal of an Area Representative, a resolution shall first be passed by a two-third majority of the COUNCIL for the Islamic Center from which he has been elected. If this resolution is then passed by a two-third majority of the BOARD, the Area Representative shall be removed from office.

D. In the event an elected official (including a director or an associate director) or a committee member has or appears to have conflict of interest, the matter shall be dealt in accordance with the conflict of interest policy set forth in ISGH Policies and Procedures Manual.

Section 9: Expulsion of a Member for Ethical Reasons

The following procedure shall be followed for expulsion of a member for ethical reasons:

- A. A resolution for removal shall be passed by two-third majority of the BOARD.
- B. Once passed by the BOARD, the resolution shall then be passed by two-third majority of joint session of BOARD and COUNCILs for the expulsion to be effective forthwith.

Section 10: Suspension of a BOARD Member:

A Board member may be suspended from the BOARD for conduct in violation of the Constitution and Bylaws of ISGH by the following procedure:

- a) At a duly called BOARD meeting, one or more specific violations of the Constitution and Bylaws by the member is established by an affirmative vote of at least two third plus one $\{(2/3)+1\}$ members of the BOARD and the BOARD determines that the violation(s) is/are of such a serious nature that the member should be suspended.
- b) The BOARD shall refer the matter to the Constitution and Bylaws Committee (“CBC”) to determine whether or not the conduct of the member is in violation of the Constitution and Bylaws.
- c) The CBC shall submit its determination of the matter to the BOARD within 10 days.
- d) The determination of the CBC shall be binding on the BOARD and
 - i. If CBC determines that the conduct is not in violation of the Constitution and Bylaws then the member shall not be subject to suspension.
 - ii. If CBC determines that conduct of the member is in violation of the Constitution and Bylaws, the Board, in another duly called meeting, may, by a majority vote, suspend the member for no more than 90 days.
- e) The BOARD shall assign the duties of the suspended member to one or more members, for the duration of the suspension. No interim appointment shall be made to replace the suspended member.

Section 11: Suspension of an Associate Director:

An Associate Director may be suspended from his office for conduct in violation of the Constitution and or the Bylaws by the following sequential procedure:

- a) At a duly called and constituted meeting, one or more specific violations of the Constitution and/or the Bylaws by the Associate Director is established by a passing of a resolution with an affirmative vote of at least two third (2/3) members of the BOARD and a determination is made by the BOARD that the violation(s) is/are of such a serious nature that the Associate Director should be suspended. Prior to passing the resolution, the BOARD shall afford an opportunity to the Associate Director to explain why proposed action should not be taken.
- b) Upon passing of the resolution mentioned in (a) above, the BOARD shall refer the matter to the Constitution and Bylaws Committee (“CBC”) to determine whether or not the conduct of the Associate Director is in violation of the Constitution and/or Bylaws.
- c) The CBC shall submit its determination of the matter to the BOARD within 10 days.
- d) The determination of the CBC shall be binding on the BOARD and,
 - i. If CBC determines that the conduct of the Associate Director is not in violation of the Constitution and/or the Bylaws then the Associate Director shall not be subject to suspension.
 - ii. If CBC determines that the conduct of the Associate Director is in violation of the Constitution and/or the Bylaws, the BOARD in another duly called meeting, at which quorum is present, shall, by a majority affirmative vote, suspend the Associate Director for a period of no more than 90 days. The suspension will be effective upon passing of the resolution.

The BOARD shall assign the duties of the suspended Associate Director to Zonal Director or to one or more Area Representatives of the Islamic Center for the duration of the suspension. No interim appointment shall be made to replace the suspended Associate Director. The suspended Associate Director shall not have the right to vote or participate in activities of the COUNCIL of the Islamic Center for duration of the suspension.

Section 12: Resignation of a Director or an Elected Official:

An elected official (including a Board Member, an Associate Director or Area Representative) may at any time resign from his position effective upon giving a written notice to the Society. Acceptance of the resignation shall not be necessary to make it effective.

ARTICLE VIII - COMMITTEES

Section 1: Standing Committees and Special Committees.

To assist the BOARD and Islamic Center Councils in developing and implementing ISGH policies, ISGH shall have Standing and Special committees. Standing Committees have perpetual duration while each Special Committee is established for a specific duration not to exceed one year. All committees shall be advisory in nature and may be established at either the BOARD level, at the Islamic Center level, or at both levels.

The purpose and objective of each committee shall be as defined by the BOARD or the respective Islamic Center Council and recorded in the ISGH Policy Manual which is maintained by the BOARD.

Section 2: Standing Committees of the BOARD

All Standing Committees of the BOARD report to one of the Executive Body members who shall nominate the Chairperson and members of these committees, with the exception of those Standing Committees that are designated to report to the Executive Body. Members and Chairpersons of the Standing Committees that report to the Executive Body shall be nominated by the Executive Body. All nominations shall be approved by the BOARD.

The following shall be the BOARD Standing Committees:

COMMITTEE	REPORTING TO
A. Audit	Executive Body
A1. Al-Dawah	President
A2. Transparency and Accountability Committee	President
A3. ISGH Security	President
B. Religious and Ulema	President
B1. Arbitration and Medication	President
C. Children Education	President
D. Adult Education	President
E. Public Opinion	President
F. Public Relation & Media	President
G. Planning	President
H. Women's	President
I. Main Center	President
J. Constitution and Bylaws	Vice President
K. Funeral & Cemetery	Vice President
L. Publications	Vice President
M. Social	Vice President
N. Eidain	Vice President
O. Young Men's	Vice President
P. Young Women's	Vice President
Q. Jobs Placement	Vice President

R. Membership	General Secretary
S. Elections	General Secretary
T. Finance	Treasurer
U. Fund Raising	Treasurer
V. Zakat & Welfare	Treasurer
W. Endowment Fund	Treasurer
X. Central Construction	Treasurer

The BOARD shall have the authority to modify the membership of these committees.

Section 3: Special Committees of the BOARD

In addition to the Standing Committees, the President may appoint annually, such Special Committees as the BOARD may authorize. Chairpersons and members of Special Committees shall be nominated by the President and approved by the BOARD.

Section 4: Islamic Center Committees

A. The following shall be the Standing Committees of each Islamic Center.

- (i). Al-Dawah
- (ii). Weekend School Children Education
- (iii). Adult Education
- (iv). Construction
- (v). Facilities Maintenance
- (vi). Masjid Policy
- (vii). Social
- (viii). Membership
- (ix). Finance & Fund Raising
- (x). Zakat & Sadaqa
- (xi). Women's
- (xii). Young Men's
- (xiii). Young Women's
- (xiv). Sports & Games
- (xv). Security

B. The Associate Director shall nominate the Chairman and members of the Islamic Center standing committees for each Islamic Center and submit the nominations to the respective Islamic Center Council for approval.

C. In addition to the Islamic Center standing committees, the Associate Director may appoint annually such special committees as the respective Islamic Center Council may authorize within the framework of Bylaws Article VIII Section 1. The Associate Director shall nominate the chairman and members of each such committee and submit the nominations to the respective Islamic Center Council.

D. The Zonal Director may appoint annually such special committees at the zonal level as the Zonal Executive Committee may authorize.

Section 5: Linkage Between BOARD and Islamic Center Standing Committees :

Several Standing committees shall exist at the BOARD level and also at the Islamic Center level as shown below. It is expected that the Chairpersons of the Islamic Center standing committees will be included in the membership of the BOARD standing committees.

- Al- Dawah
- Children Education
- Adult Education
- Planning
- Social
- Membership
- Finance
- Budget
- Fund Raising
- Women's
- Young Men's
- Young Women's
- Security

Section 6: Membership of Committees

Unless otherwise specified by the BOARD, each committee shall have a Chairperson and at least two other members. Chairpersons appointed to the Committees shall be Eligible Voting Members. Chairpersons and Members shall preferably be selected based on their skill sets and competencies required to carry out the responsibilities of their respective committees.

ARTICLE IX - MEETINGS

Any annual or semi-annual meeting may be postponed for a period of one month if it falls during Ramadan.

Section 1: Annual Meetings

A. BOARD/COUNCIL Joint Meeting :

The Society shall hold a regular annual Joint Meeting of the BOARD and COUNCILs in September of each year. The date, time, and location of the meeting shall be designated by the BOARD. Any business properly brought before the Joint Meeting shall be transacted.

B. Annual General Assembly Meeting

The Society shall hold a regular General Assembly meeting of its members in September of each year.

(i) The date, time, and location of the meeting shall be designated by the BOARD.

(ii) A notice of this meeting shall be given to the members of ISGH two weeks prior to such meeting.

(iii) At the meeting, an annual progress report with a financial segment shall be presented to the membership by the BOARD. Any other business properly brought before the General Assembly shall be transacted.

Section 2: Semi-annual meeting

There shall be a regular semi-annual joint meeting of the ISGH BOARD and COUNCILs in March of each year. The date, time, and location of the meeting shall be designated by the BOARD. Any business properly brought before the Joint Meeting shall be transacted.

Section 3: Meetings of the Legislative Board of Directors

There shall be a regular meeting of the BOARD at least once each month. The date, time, and location of the meeting shall be designated by the BOARD. At all meetings of the BOARD, a simple majority of all BOARD members shall decide any question coming before the meeting unless specifically stated otherwise in the Bylaws.

Section 4: Meetings of the Executive Body with Associate Directors

There shall be a regular meeting of the Executive Body with Associate Directors at least once each month. The date, time and location of the meeting shall be designated by the Executive Body.

Section 5: Meetings of the Zonal Executive Committee

There shall be a regular meeting of the Zonal Executive Committee of each Zone at least once a month. The date, time and location of the meeting shall be designated by respective Zonal Executive Committee. At all such meetings, a simple majority of the members of the Zonal Executive Committee present shall decide any question coming before the meeting.

Section 6: Meetings of the Council of Representatives:

The Islamic Center COUNCIL shall meet at least once a month on the day and time as determined by a majority of the COUNCIL. At all meetings of the COUNCIL, a simple majority of Area Representatives shall decide any question coming before the meeting unless specifically stated otherwise in the Bylaws.

Section 7: Special Meetings

A. Special meetings of the General Assembly may be called at any time by the President, or five members of the BOARD, or one-fifth of the eligible voting members of ISGH, upon two weeks' notice stating the purpose or purposes thereof.

B. Special meetings of the BOARD may be called at any time by the President or three members of the BOARD upon 24 hours notice.

B1. Subject to 24 hours notice requirement, Special Meetings of the BOARD may also be conducted to deal with urgent matters by means of teleconference, video conferencing, internet or other similar remote electronic communications systems if each person entitled to participate in the meeting consents to the meeting being held by means of that system, and provided further, that the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with other participant.

C. Special meetings of any COUNCIL may be called at any time by the Associate Director (or Zonal Director, as applicable) or upon the request of one-third of the Area Representatives of that particular Islamic Center upon 48 hours notice.

Section 8: Quorum

One-third of the eligible voting members shall constitute a quorum at any General Assembly regular or special meeting.

At all meetings of the General Assembly, regular or special, and at all meetings of the COUNCIL, a majority of the quorum shall decide any question coming before the meeting except as described by statute or the charter of the Corporation or as designated in Bylaws VII Section 8.

At all meetings of the BOARD, a majority of all BOARD members shall constitute a quorum.

At all meetings of the COUNCIL, a majority of all elected Area Representatives for that particular Islamic Center (or Zone if there is only one Islamic Center in that zone) shall constitute a quorum.

At all joint meetings of the BOARD and COUNCILS, one third of the elected office holders shall constitute quorum, and any business brought before the meeting shall be decided by a majority of the quorum unless specifically stated otherwise in the Bylaws.

At all joint meetings of COUNCILS within a Zone, one third of the elected office holders shall constitute quorum and any business brought before the meeting shall be decided by a majority of the quorum unless specifically stated otherwise in the Bylaws.

Section 9: Referendum

In the event that a quorum is not available at any general assembly regular or special meeting, the business at hand may be sent after a period of not less than 30 days to the General Body for referendum by actual voting at a general or special election, or by mail-in ballot. A referendum by mail-in ballot shall be valid only if a majority of eligible voting members respond. A majority of responses to a referendum shall constitute a decision by the General Body. Upon dissolution

of the Election Commission, all referendums shall be conducted by an independent committee appointed by the BOARD. The procedure for a referendum by mail-in ballot shall be as follows:

- i) A ballot stating the proposed amendment or transaction shall be mailed by the committee to each eligible voting member, with a confidential return envelope, postage prepaid, bearing a return address of the ISGH principal office. All ballots shall be sequentially numbered. Each eligible voting member shall personally sign the return envelope. The ballot shall not identify any member.
- ii) A final return date and time for receiving the ballots shall be specified on the ballot. The return date shall be not less than seven nor more than fourteen days after the mailing date. The return envelope containing the sealed ballot may be either mailed or hand-delivered to the ISGH principal office.
- iii) All sealed envelopes shall be opened and ballots shall be counted by the committee on the final return date and time for receiving the ballots. All BOARD members shall be invited to be present during the opening and counting of the ballots.
- iv) The decision of the General Body shall be immediately conveyed to the President.

ARTICLE X - FISCAL YEAR

The accounting period to be followed by the ISGH shall be the fiscal year basis, and the year hereby adopted is the calendar year from January 1 (first) through December 31 (thirty first).

ARTICLE XI - SEAL

The seal of the ISGH shall consist of a circle within which shall be inscribed "The Islamic Society of Greater Houston, Inc.".

ARTICLE XII - CONTRACTS AND CONVEYANCES

Section 1:

No sale, conveyance, or assignment, of any real estate owned by the ISGH, or the assignment of any leasehold interest owned by the ISGH, or the execution of a lease for a term of more than five (5) years by ISGH as lessor shall be made unless approved by the General Body in accordance with the provisions of ARTICLE IX Section 7.

Section 2:

Any lease for a term of five (5) years or less of any real estate or personal property may be negotiated and executed by the President when authorized by the BOARD at a regular meeting or at a special meeting of which all the members of the BOARD have been notified as prescribed hereinbefore, specifying the specific transaction.

Section 3:

No sale, conveyance, assignment, or lease of real estate or personal property approved by the General Body or the BOARD shall be valid until and unless all required documents are signed by the President and attested by the General Secretary of the ISGH.

Section 4:

- A. No transfer, conveyance, loan or assignment of cash funds in excess of \$20,000 but less than \$50,000, or personal property with a fair market value in excess of \$20,000 but less than \$50,000 shall be made in any twelve month period, to any person or entity unless approved by the Joint Shura-COUNCILs in accordance with the provisions of Article IX Section 1A, or Section 2 subsequent to the express approval of at least a two-third majority of the full Board.
- B. No transfer, conveyance, loan, or assignment of cash funds in excess of \$50,000 or personal property with a fair market value in excess of \$50,000 shall be made in any twelve month period, to any person or entity unless approved by the General Body in accordance with the provisions of Article IX Section 1B or Section 7A subsequent to the express approval of at least a two-third majority of the full BOARD.
- C. The foregoing subsections A and B will not apply to the payment of goods and services duly contracted for and received by ISGH.
- D. The foregoing subsections A and B will not apply to relief funds specifically collected by ISGH and earmarked and designated for a bona-fide charitable organization for emergencies arising from natural disasters, when such collection and designation has been expressly approved by at least a two-third majority of the full BOARD.

Section 5:

Any member of the BOARD of ISGH, who executes any sale, transfer, conveyance, loan, or assignment in violation of this Article, shall be personally liable to ISGH for the amount or value of the sale, transfer, conveyance or assignment that actually occurs.

ARTICLE XIII – OTHER PROVISIONS

Section 1: Restriction on Benefits

No elected official (including a Board Member, an Associate Director, and Area Representative) or a member of Administrative Body or Standing or Special Committees of the Society shall be entitled to receive any salary, wages, fees, compensation or other benefits for services rendered as an Officer, Director, Area Representative or as a member of Administrative Body, or Standing or Special Committees, with the exception of reimbursement of legitimate, pre-approved out-of-pocket expenses incurred for the Society.

Section 2: Prohibition on Loans

Notwithstanding to the contrary elsewhere in these Bylaws, no loans shall be made to any elected official or a member of the Administrative Body or Standing or Special Committees of the Society. The directors who vote for or assent to the making of such a loan and any officer who participates in making the loan, shall be jointly and severally liable to the Society for the amount of the loan until the loan is repaid.

Section 3: Definitions

The provisions contained in ISGH Constitution and its Bylaws together constitute the code of rules adopted by ISGH, a Texas non-profit corporation, as its corporate bylaws for the regulation and management of its affairs, which, for convenience, are divided into two parts, Part I Constitution and Part II Bylaws (referred to as the “Constitution” and the “Bylaws” respectively) due to their distinct nature and different processes required (§ Constitution, Article IX, and § Bylaws Article XIII respectively) to approve amendments to the provisions contained in each of the two parts.

ARTICLE XIII - AMENDMENTS

Section 1:

Amendments to these Bylaws may be made by a two-third majority vote of the office holders of ISGH attending the Joint BOARD/COUNCILS meeting. The quorum of the Joint BOARD/COUNCIL meeting shall be one-third of the office holders.

Section 2: Resolution of Amendment

The Resolution of Amendment to the Bylaws shall first be approved by a two-third majority vote (at least five) of the BOARD before it is submitted to the Joint BOARD/COUNCILS meeting for approval.

*last amended November 3, 2019