

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 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

Section1:

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 Rasulullah" (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 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:

- A. Zonal Director: Each of the five zones shall have a Zonal Director, elected by eligible voting members residing within the respective Zone.
- B. Associate Director: Every Islamic Center in the Zone shall have an Associate Director elected by the eligible voting members of that Islamic Center.

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 eligible voting members in a meeting where quorum is present. The quorum for amendment to the Constitution shall be one-third of all 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 two-third majority vote of all members 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 BOARD and Councils for ratification before it is submitted to the General Body for final approval.

*amended on 13 December, 2021.

CONSTITUTION EXHIBIT – A
(Constitution Article V Section 7)
In the name of Allah the Beneficent the Merciful

Islamic Society of Greater Houston

Oath of Office

I _____
whose specimen signature is given below and who has been
elected as _____
_____ of the Islamic Society of Greater Houston (ISGH), do hereby affirm,
with Allah as my witness that, inshallah, I will:

- be obedient and faithful to Allah, His Commandments and the traditions of Prophet Muhammad (p.b.u.h);
- abide by the provisions of the Constitution and Bylaws of the ISGH, and will work towards the unity of Muslims in the Greater Houston area;
- conduct affairs of ISGH members with justice and honesty and will safeguard the trust of ISGH assigned to me for the best interest of the Muslim community;
- not seek any personal glorification or financial gains by and through the use of this office.

May Allah Almighty help me to fulfill this oath – Aamen.

Signature: _____

Date: _____

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
 - Single - \$30.00
 - Student - \$15.00

*Family is defined for the purposes of this clause as member, spouse, dependent children between the ages of 15 and 21 years by June 30 of the current year, and parents of spouses living in the same residence.

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.
- C. The record date for determination of members entitled to receive notice of or vote at a general assembly or special meeting or determine members' eligibility to vote, nominate and hold an elected office shall be 30 June of the current year ("Record Date").

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. In the event any natural member donates \$ 25,000 or more to ISGH in a calendar year for any cause, the BOARD shall, in recognition of such donation, grant such donor Lifetime Membership. If such donor is not a member, he/she must satisfy the membership requirements, other than the annual dues, prescribed in the Bylaws, Article I, Section 2 for the Life Membership to be effective. 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.

Notwithstanding the foregoing, eligible voting members, residing within five (5) miles of the boundary between two zones desiring to come under the jurisdiction of an adjacent Islamic Center that is in a zone other than the zone that they reside in, may request the BOARD to do so in a written application citing reasons for the requested change. Said request shall be made by the member prior to the membership deadline for the current year. The requested change by the member, if approved by the BOARD, shall remain in effect and be irrevocable for a period of five (5) years or until the member's physical residence moves to an Islamic Center jurisdiction that is different than the one from which he had submitted the original change of residency. The member may opt to revoke the change upon completion of five (5) years in a written submission to the General Secretary, and, thereupon, the member shall revert to the jurisdiction of the Islamic Center in which he physically resides.

Section 8: Voting of Members:

Each eligible voting member shall be entitled to vote, one vote on each matter submitted to a vote of the Society's members. Members shall not be entitled to vote by proxy, and each member shall cast his or her own vote.

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 Greater Houston area (as aligned with the name of this organization, Islamic Society of Greater Houston) is commonly

defined as the nine-county area encompassing Austin, Brazoria, Chambers, Fort Bend, Galveston, Harris, Liberty, Montgomery and Waller counties. 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. The northern boundary shall be the same as that of Montgomery and Liberty Counties.

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. The western boundary shall be the same as that of Austin and Waller Counties.

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. The western boundary shall be the same as that of Austin and Fort Bend Counties.

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). The southern boundary shall be the same as that of Brazoria County.

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. The eastern boundary shall be the same as that of Chambers and Galveston Counties.

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.

Section 5: Books of Account, Financial Statements and Audit

The Board shall appoint a registered certified public accounting firm as independent outside auditors of ISGH to audit books of account and financial statements and submit an audit report in accordance with the generally accepted auditing standards in the United States.

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 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 (without prejudice to Article IX, Section 7 A and B). He shall sign all contracts and conveyances approved by the BOARD in the name of ISGH, or in his absence by the Vice President. 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 - ISLAMIC CENTER COMMITTEES AND ISLAMIC CENTER COUNCIL OF REPRESENTATIVES

Section 1: Islamic Center Committees:

Every Islamic Center within the zone shall have such standing committees as authorized by Article VIII Section 4.

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.

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.

- B. Associate Director: The Associate Director 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, three members of the COUNCIL may call the meetings of the COUNCIL of that Islamic Center. In the absence of the Associate Director, the Administrative Secretary may chair the meeting as a non-voting chair.

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 when the Associate Director is given a proxy executed in writing by the absentee director. As a non-director who is present at the BOARD meeting by proxy from the absentee director, his presence will not be counted toward a quorum. 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. The Associate Director shall nominate the Principal of weekend school at the Islamic Center and submit the nomination to the respective Islamic Center COUNCIL for approval.

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 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 take an effective part in fundraising and new members sign up drives in the Islamic Center.

ARTICLE VI - ISLAMIC CENTER ADMINISTRATIVE BODY

Section 1:

The Islamic Center Administrative Body shall consist of Associate Director, 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 and confirmed by the COUNCIL of that Islamic Center. To ensure continuity of services at the Islamic Center, a Secretary thus appointed shall continue to serve as a part of the Administrative Body until a replacement is nominated and confirmed. In the event the nomination and/or confirmation process is delayed for more than 60 days, the Board may make a temporary appointment of an individual to be an acting Secretary, whose term will end automatically and without any further action on the part of the Board upon completion of confirmation process by the COUNCIL.

Section 2: Administrative Secretary - Duties and Responsibilities

The Administrative Secretary shall perform the duties of the Associate Director in the absence of or inability of the Associate Director to serve except that he will not be entitled to vote in COUNCIL meetings unless he is also an elected Area Representative. 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 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. 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 ISGH approved policies, programs and standards for the operation of the weekend Islamic schools in his Islamic Center. He shall also develop programs that further Islamic education in his Islamic Center.

Section 5: Membership Secretary - Duties and Responsibilities

The Membership Secretary shall make every effort in accordance with established ISGH policy guidelines to get Muslims in his Islamic Center 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 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.
 - Consents to ISGH undertaking background checks.
 - (ii) Qualification of Nominees only for a positions of President and Vice President: 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 an 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 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.
- (vii) The automatic removal resulting from prohibitions prescribed in the Bylaws, Article VII Section 4, Sub-Section A, subparagraphs (v) and (vi) is separate and distinct and shall be independent of the removal process set forth in the Bylaws, Article VII, Section 8.

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. An individual member can accept nomination for only one elected position.

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. The final list of nominations shall include only those nominees who have passed the background checks.

F. Additional Qualifications applicable to Nominees for the position of Treasurer: 1. Must be able to read and understand financial statements, and 2. Have an academic or professional finance and/or accounting background or relevant experience.

G. Qualification of Nominees for the position of Area Representative: All requirements enumerated in Article VII Section 4 A (i) except Section 4 A (i) (a), 4 A (i) (b), 4 A (i) (c)

H. Mandatory orientation for all ISGH elected positions:

Prior to the final list of Nominees being announced by the Election Commission, all candidates (including those seeking reelection), who are otherwise qualified, seeking ISGH elected offices shall attend an ISGH Orientation session either in person or remotely via electronic means as described herein below. The Board shall designate the

date, time and location for holding ISGH Orientation sessions and notify all candidates seeking ISGH elected offices in a timely manner. Any candidate who is unwilling or fails to attend, without a valid reason (i.e. being out of the country, sick in a hospital, or death in the family) shall be declared unqualified by the Election Commission and their names shall not be included in the Final Nominations List or on the election ballot.

Candidates who were willing but unable to attend due to a valid reason must present documentation to the satisfaction of the Election Commission prior to release of final Nomination list, and if elected, must attend an ISGH Orientation session, either in person or remotely via electronic means prior to the date specified in Article VII, Section 6 for taking Oath of Office. Failure to attend will result in the newly elected candidate not being allowed to take Oath of Office and the position to which he or she may have been elected shall be declared vacant.

ISGH shall ensure that ISGH Orientation made available online, to be remotely accessed via electronic means, shall be a recorded orientation with capability for viewing upon signing in, and by a system that provides access to the orientation in a manner or by which each appointed official who completes the course is properly identified and keeps a record of the completion date.

Section 5: Balloting and Election Results

- A. (i) The Election Commission shall hold early voting for the election of ISGH officials on the Sunday preceding the general election day, in each zone at the Islamic Center and, if feasible via remote or online voting. For the purpose of early balloting, eligible voting members may only vote in their respective zone, unless otherwise provided by the Election Commission.
- (ii) If Online Voting option is being made available for the given election cycle, then in person Early Voting shall be held at each Islamic Center that has at least 750 eligible voting members associated with it. If for whatever reason(s) Online Voting option is not available then in person Early Voting shall be held at each Islamic Center that has at least 500 eligible voting members associated with it.
- (iii) For any election cycle, Shura, upon request of Election Commission, may adjust the 'in-person' Early Voting centers' threshold specified above. Such approval shall require approval from at least six (6) Shura members.
- (iv) If no Islamic Center in any Zone qualifies as in person Early Voting station, and notwithstanding any other qualifications or limitations, in person Early Voting shall be made available at minimum at one Islamic Center with the highest eligible voting members in a Zone.
- (v) When such an option is provided for Online Voting by means of remote communications, the Election Commission shall implement reasonable measures to verify that every person voting is sufficiently identified. A member opting for online

voting shall be required to provide a valid email address and certain specific personal information that would help verify the identity of person casting the ballot. Each eligible voting member wanting to avail the option of Online Voting must opt-in by the deadline set by the Election Commission. A verification code will be sent to such a member by email no later than 2 days prior to the early voting day. Early online voting shall close at the same time as the closing time set by the Election Commission for in person voting. A record of voting shall be kept.

- B. The Election Commission shall arrange for balloting on the 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 following the day of elections. In the event the first Sunday of January falls during the holiday weekend of 1 January or falls during the three days of Eid ul Fitr or during the three days of Eid ul Adha, the Oath of Office shall be taken the following Sunday.

- A. The term of office for an elected official shall begin on the first Sunday of January or on the second Sunday, following the day of elections, whichever is later, at the conclusion of the meeting said elected official is entitled to participate and vote. The term of office shall end on the first Sunday of January or on the second Sunday, following the day of second succeeding election, whichever is later, at the conclusion of the meeting said official was entitled to participate and vote.
- B. In the event of floods, hurricanes, epidemics, pandemics, and other natural disasters and extreme weather conditions, Oath of Office may be administered to newly elected officers, either in person or by means of remote video conferencing in the presence of the Chair of the Election Commission, or the Board, or Islamic Center COUNCIL. ISGH

shall implement reasonable measures to verify that every newly elected official taking oath of office by means of remote video conferencing is sufficiently identified.

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), or under Article VII, Section 4 (vi) subsections (a), (b) and (c); or when he or she ceases to be a resident and eligible voting member of the area from which he or she was elected; or when he or she becomes an employee of ISGH or any of its subsidiaries; or due to catastrophic illness which permanently and continuously incapacitates and prevents from performing the duties of the elected office; or when he or she as a newly elected official refuses or otherwise fails to take the prescribed oath of office.
- 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 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 Associate 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.
- G. All eligible candidates to fill-in vacant elected positions pursuant to Article VII Sections 7B, 7D, and 7E, shall attend an ISGH Orientation session in person or remotely via electronic means prior to their appointment or within one week after his or her appointment. Any newly appointed person to an elected position who is unwilling or fails to attend an ISGH Orientation session prior to or within one week of his appointment shall not be allowed to take his or her Oath of Office and the elected position, to which he or she was appointed, shall be declared vacant. ISGH shall ensure that ISGH Orientation made available online, to be remotely accessed via electronic means, shall be a recorded

orientation with capability for viewing upon signing in, and by a system that provides access to the orientation in a manner or by which each appointed official who completes the course is properly identified and keeps a record of the completion date.

Section 8: Removal of Elected Office Holders of ISGH

- A. Any elected office holder of ISGH can be removed from office for: (a) willful violation of the code of ethics, provisions of ISGH Certificate of Formation, Constitution or Bylaws in connection with any functions, activities or business of his elected office, or (b) for misconduct (including misrepresentation, embezzlement of funds that belong to ISGH or misappropriation of ISGH assets or funds), or (c) for gross neglect of duty, or for being absent from three consecutive scheduled meetings without a valid cause (e.g. international travel, hospitalization, or death in the family).

B. Removal of a Member of the BOARD

The following sequential procedure shall be taken for removal of a member of the BOARD:

(a) A resolution for removal shall be passed by the affirmative vote of two-third majority of all the members of the BOARD, at a duly called meeting, regular or special, and the intent to act upon such matter has been given in the notice calling such meeting. Prior to passing the resolution, the BOARD shall afford the member a fair and reasonable process to explain, orally or in writing, why he should not be removed, and,

(b) Once passed by the BOARD, the resolution shall then be passed by the affirmative vote of at least two-third majority elected officials entitled to vote in the joint session of BOARD and COUNCILs, at a duly called meeting, regular or special, and intent to act upon such matter has been given in the notice calling such meeting, and,

(c) Once passed by the joint session of BOARD and COUNCILs, the resolution shall then be passed by the General Assembly by an affirmative vote of least two-third majority at a duly called meeting, regular or special, and intent to act upon such matter has been given in the notice calling such meeting, for the removal to be effective forthwith.

(d) If a quorum for the General Assembly cannot be obtained, the resolution for removal shall be sent to the General Body as a referendum in accordance with the procedure set forth in Bylaws Article VII, Section 9. Upon approval of the resolution in the referendum, the removal shall be effective forthwith.

C. Removal of Associate Director or Area Representative

(i). For removal of an Associate Director, a resolution shall first be passed by affirmative vote of at least two-third majority of the COUNCIL for the Islamic Center from which he has been elected, at a duly called meeting, regular or special, and intent to act upon such matter has been given in the notice calling such meeting. The resolution shall then be

passed by a two-third majority of the BOARD at a duly called meeting, regular or special, and intent to act upon such matter has been given in the notice calling such meeting. Prior to passing the resolution, the BOARD shall afford the member a fair and reasonable process to explain, orally or in writing, why he should not be removed. If this resolution is then passed by a two-third majority of joint session of BOARD and COUNCILS, at a duly called meeting, regular or special, and intent to act upon such matter has been given in the notice calling such meeting, the Associate Director shall be removed from office forthwith.

(ii). For removal of an Area Representative, a resolution shall first be passed by affirmative vote of at least two-third majority of the COUNCIL for the Islamic Center from which he has been elected, at a duly called meeting, regular or special, and intent to act upon such matter has been given in the notice calling such meeting. If this resolution is then passed by the affirmative vote of at least two-third majority of the BOARD, at a duly called meeting, regular or special and intent to act upon such matter has been given in the notice calling such meeting, the Area Representative shall be removed from office. Prior to passing the resolution, the BOARD shall afford the member a fair and reasonable process to explain, orally or in writing, why he should not be removed.

- 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

The following sequential procedure shall be followed for expulsion of a member of ISGH for engaging in conduct detrimental to the purposes and interests of ISGH, or for misconduct on ISGH property (i.e. physical or verbal abuse, or refusal to comply with lawful and reasonable instructions):

- A. A resolution for removal shall be passed by the affirmative vote of two-third majority of the BOARD, at a duly called meeting, regular or special, where quorum is present and intent to act upon such matter has been given in the notice calling such meeting. Prior to passing the resolution, the BOARD shall afford the member a fair and reasonable process to explain, orally or in writing, why he should not be expelled.
- B. Once passed by the BOARD, the resolution shall then be passed by affirmative vote of two-third majority of elected officials entitled to vote in the joint session of the BOARD and COUNCILS, at a duly called meeting, regular or special, where quorum is present, and intent to act upon such matter has been given in the notice of calling such meeting, 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 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

- A. Audit
- A1. Al-Dawah
- A2. Transparency and Accountability Committee
- A3. ISGH Security
- B. Fatwa Council
- B1. Arbitration and Mediation
- C. Children Education
- D. Adult Education
- E. Public Relation & Media
- F. Planning
- G. Sisters'
- H. Constitution and Bylaws
- I. Funeral & Cemetery
- J. Publications
- K. Social
- L. Eidain
- M. Young Brothers'
- N. Young Sisters'
- O. Job Networking
- P. Membership
- Q. Elections
- R. Finance
- S. Fund Raising
- T. Zakat & Welfare
- U. Endowment Fund
- V. Central Construction

REPORTING TO

- Executive Body
- President
- President
- President
- President
- President
- President
- President
- President
- Vice President
- Vice President
- Vice President
- Vice President
- Vice President
- Vice President
- Vice President
- Vice President
- General Secretary
- General Secretary
- Treasurer
- Treasurer
- Treasurer
- Treasurer
- 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). Sisters'
- (xii). Young Brothers'
- (xiii). Young Sisters'
- (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.

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
- Social
- Membership
- Finance
- Fund Raising
- Sisters'
- Young Brothers'
- Young Sisters'
- 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

Notwithstanding anything stated in Sections 1 and 2 of this Article, an annual or a semi-annual meeting may be postponed for a period up to one month if it falls during Ramadan or in the event of floods, hurricanes, epidemics, pandemics, and other natural disasters for a period up to one month by two-thirds affirmative vote of the BOARD.

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. Annual Updates of Financial Plan for the Society approved by the Board as well as the Annual Budget for the Main Center approved by the Board shall be presented at the Joint Meeting. 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 each member of ISGH two weeks prior to such meeting by electronic message transmission to an electronic message address provided by the member for the purpose of receiving notice and by posting on all ISGH media outlets.

(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. Annual Audited Financial Statements, approved by the Board, for the last audited fiscal year shall be presented at the Joint Meeting. 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 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 6: 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 place (physical or virtual), date, time and the purpose or purposes thereof. The notice may be given by electronic message transmission to an electronic message address provided by each member for the purpose of receiving notice, and by posting on all ISGH media outlets.
- 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 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 participants. If voting is to take place at the meeting, a record of any vote or other action taken shall be kept.
- C. Special meetings of any COUNCIL may be called at any time by the Associate Director or upon the request of one-third of the Area Representatives of that particular Islamic Center upon 48 hours notice.
 - C1. Subject to 48 hours advance notice requirement, Special Meetings of an Islamic Center COUNCIL may also be conducted to deal with urgent matters by means of teleconference, video conferencing, internet or other similar remote electronic communications systems if 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 participants. If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communication is identified and a record of any vote or action must be kept.

- D. Special meetings of the Joint BOARD and COUNCILs may be called at any time by the BOARD upon two weeks' written notice stating the place, date, and time of the meeting and purpose or purposes thereof.
- E. Subject to applicable notice requirements, a special meeting of the members (General Assembly), or a special meeting of the Joint BOARD-COUNCILs may also be held, to deal with urgent matters, by means of a conference telephone or similar equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet or any combination of those means, if the system permits each eligible person participating in the meeting to communicate concurrently with all other eligible persons participating in the meeting. If voting is to take place at the meeting, reasonable measures shall be implemented by ISGH to verify that every person voting at the meeting by means of remote communication is sufficiently identified; and a record of any vote or other action taken shall be kept.

Section 7: Quorum

One-sixth of the eligible voting members shall constitute a quorum at any General Assembly regular or special meeting for matters other than amendments to the Constitution.

At all meetings of the General Body, regular or special, where a quorum is present, a majority of the eligible voting members in attendance at the meeting, shall decide any question coming before the meeting unless a greater majority is prescribed by statute or the charter of the Corporation or in the Constitution or as designated in Bylaws VII Section 8.

At all meetings of the BOARD, a majority of all BOARD members entitled to participate and vote shall constitute a quorum.

At all meetings (general or special) of the COUNCIL a majority of all elected Area Representatives and the Associate Director for that particular Islamic Center shall constitute a quorum.

At all meetings of the COUNCIL, regular or special, where quorum is present, a majority of eligible voting members of the COUNCIL in attendance at the meeting shall decide any question coming before the meeting unless a greater majority is prescribed by the Bylaws.

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, where a quorum is present, shall be decided by a majority of the eligible elected office holders in attendance at the meeting, unless a greater majority is specifically stated by statute or the Constitution or 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 where a quorum is present shall be decided by a majority of the eligible elected office holders in attendance at the meeting, unless a greater majority is specifically stated in the Bylaws.”

Section 8: 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. In the event an amendment to the Constitution is sent for referendum as a business at hand, then it must have been previously approved by the Board as well as by the Joint Meeting of the Board-COUNCILs with prescribed two-third majorities. 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, except in case of amendments to the Constitution the affirmative vote required for approval shall be at least two-third of the total votes cast in response to the referendum by actual voting at a general or special election. 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.

Section 8A: Notice of Referendum

In the event any ‘business at hand’ item of a general or special meeting of General Assembly where requisite quorum was not available, is sent for referendum by actual voting at a general or special election as provided in Section 8 hereinabove, a written or printed notice of the date, place, time, and proposed amendment or a summary of changes to be effected by the business at hand shall be given at least three weeks prior to the date of the vote to each member of record entitled to vote by electronic message transmission to an electronic message address provided by the member for the purpose of receiving notice, and by posting on all ISGH media outlets.

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 become effective and binding on ISGH until all relevant contract documents for the transaction are signed by the President (or in his absence by the Vice 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.

Section 4: ISGH Muslim Cemetery

ISGH Muslim Cemetery, owned and operated by ISGH, shall be a dedicated Muslims only cemetery. ISGH shall make available free gravesites at the cemetery to Muslims exclusively for burial of Muslim decedents in accordance with the rules established by ISGH. All burials shall be handled by ISGH Funeral Home Services on an exclusive basis. The ownership of the ISGH Muslim Cemetery, including any and all gravesites therein, shall remain solely and exclusively with ISGH at all times.

Section 5: Executive Director

The Executive Body shall appoint an Executive Director at a stipend fixed by it, after obtaining budgetary approval from the BOARD. The Executive Director shall, under the direction and supervision of the Executive Body, perform such duties as may be assigned by Executive Body and be responsible for day to day operations at the Main Center. The Executive Director shall supervise all other employees at the Main Center. The Executive Body shall formulate and establish a job description for the position. The Executive Director shall not be entitled to vote at any meetings of the Executive Body or those of the BOARD.

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 a duly called Joint BOARD and COUNCILs meeting, regular or special, where requisite quorum is present, upon submission of a resolution by the BOARD to amend the Bylaw in accordance with Bylaws Article XIII Section 2 herein. The quorum of the Joint BOARD and 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 at a duly called regular or special meeting, before it is submitted to a duly called Joint BOARD and COUNCILs meeting, where quorum is present, for approval. If the resolution is adopted by the Joint Meeting of the BOARD and COUNCILs, the amendment to the Bylaws shall become effective on a date specified therein or if effective date is not specified, it shall become effective immediately.

Section 3: Severability

If a competent court of law holds any part these Bylaws to be invalid, illegal or unenforceable: (a) the remaining parts shall remain valid, operative and enforceable, and (b) to the extent possible and reasonable these Bylaws (including without limitation each such portion of these Bylaws containing any such provision held to be invalid, illegal or unenforceable) shall be construed as to give effect to the manifest intent.

*last amended 5 March 2023