

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

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*In the Name of Allah, Most Gracious, Most Merciful*

**CONSTITUTION AND BYLAWS**

**OF**

**ISLAMIC ASSOCIATION OF RALEIGH**

***(IAR)***

**Approved by IAR Shura**

**January 22, 2017**

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## **ARTICLE I: NAME**

The name of the organization shall be ISLAMIC ASSOCIATION OF RALEIGH (IAR).

## **ARTICLE II: AIMS AND PURPOSES**

The purpose of the organization is to please ALLAH (SWT) by obeying His commands. It shall invite to all that is good, enjoin what is right and forbid what is wrong according to Qur'an and Sunnah. Toward this end the IAR shall:

- a. Help Muslims to understand and practice Islam based on Qur'an and Sunnah.
- b. Conduct religious, educational, social and other activities according to Islam.
- c. Promote unity and joint action among Muslims.
- d. Endeavor to make Islam known to non-Muslims.
- e. Conduct the affairs of IAR institutions and entities.

## **ARTICLE III: BASIC LAW**

The following items constitute the BASIC LAW which is unchangeable partially or completely.

### **SECTION 1. CRITERIA FOR THE ORGANIZATION MEMBERS**

- a. Their belief should be based on Quran and Sunnah according to the methodology of the people of Sunnah and Jama'h i.e. the four main Mathahib: Hanafy, Maliky, Shaffi'y, Hanbaly and other Muslims who base their understanding exclusively on Quran and Sunnah of the prophet Muhammad (SAW) and the Sunnah of four rightly guided Caliphs i.e. Abu-Bakr, Omar, Othman and Ali (May Allah (SWT) be pleased with all of them).
- b. They should be of good Islamic conduct.
- c. The membership shall be immediately revoked if a member does not comply with the criteria mentioned in 1.a and 1.b.

### **SECTION 2. SHAR'I MATTER (S)**

Any Shar'i issue or matter in the IAR is not a subject to be voted upon. It is to be referred exclusively to the Imam for a verdict. If the Imam is absent, it is to be referred for a verdict to any number of Fiqh scholars who fit the criteria mentioned in 1.a and 1.b. above ([see Article III, Sec 1](#)). This number is to be agreed upon by the organization ([see Article VIII, Sec.3](#)).

### **SECTION 3. ORGANIZATIONAL DECISION (S)**

All decisions and recommendations of the organization should be within the framework of Quran and Sunnah, according to the methodology of the people of Sunnah and Jamma'h.

## **ARTICLE IV: NATURE & AFFILIATION**

### **SECTION 1. NATURE**

The Islamic Association of Raleigh shall be a non-profit organization. No profit shall be made by any individual connected with the organization except in consideration for services rendered.

## **SECTION 2. AFFILIATION(S)**

The IAR may be affiliated with other organization(s) which have similar objectives.

## **SECTION 3. RELIGIOUS PRACTICES**

All religious practices of IAR should be within the framework of Quran and Sunnah according to the methodology of the people of Sunnah and Jamma'h but all Muslims are welcome to participate in IAR activities and use its services.

## **ARTICLE V: MEMBERSHIP**

### **SECTION 1. ELIGIBILITY**

Any Muslim aged 16 years or more, whose belief is according to Qur'an and Sunnah as stated in the Basic Law, and lives in greater Triangle area is eligible for membership after acceptance of the Constitution and Bylaws of IAR.

### **SECTION 2. PROCEDURES**

- a. Any Muslim interested in membership shall submit an application. The application shall be reviewed by the Membership and Election Committee. Approved applicant shall become a member upon payment of membership dues ([see Article VIII, Sec. 3](#)).
- b. Membership should be issued for the calendar year of application plus four years or lifetime.
- c. All donors with documented donations equivalent to their membership fees who meet membership criteria shall be granted membership upon completion of their membership application.
- d. Effective date of membership is the date donation is received or submission of application whichever is later.
- e. Membership in any one IAR entity is a membership in all IAR entities.

### **SECTION 3. APPEAL**

An applicant whose membership application has been denied can request a hearing by the Administration ([see Article IX, Sec. 2](#)).

### **SECTION 4. SUSPENSION**

The Shura may suspend or revoke a member or reinstate a former member according to such terms and conditions deemed appropriate by it. Any member can resign from membership at any time.

### **SECTION 5. NON-VOTING MEMBERSHIP**

- a. Honorary Membership: Honorary Membership is offered in recognition of outstanding community services. The Shura of IAR may bestow Honorary Membership to an individual in recognition of his/her services.
- b. Associate Membership: Any Muslim who does not meet the criteria for membership may apply for Associate Membership.

## **ARTICLE VI: ORGANIZATION**

### **SECTION 1. GENERAL BODY**

It shall consist of all members. It has the power to approve amendment(s) to the Constitution ([see Article XIII, Sec. 2](#)) and elect the Shura ([see Article XIV, Sec. 4](#)).

### **SECTION 2. SHURA**

The Shura shall be an elected body. It shall appoint, oversee, guide and direct the work of the Administration and IAR institutions and entities.

### **SECTION 3. ADMINISTRATION**

It shall consist of the Chief Executive Officer (CEO), Administrative Assistant/ Secretary, Treasurer and any other officers appointed by the Shura. It shall implement the decisions of the Shura and coordinate the work of different committees, institutions and entities of IAR.

### **SECTION 4. BOARD OF DIRECTORS (BOD)**

It shall consist of five members elected by the Shura. The Board of Directors shall ensure appropriate functioning of the IAR in general compliance with the Constitution and Bylaws and act as a final binding arbitrator of all disputes within IAR.

### **SECTION 5. ADVISORY, STANDING & AD HOC COMMITTEES**

These may be appointed by the Shura or Administration whenever deemed necessary. Each shall consist of a minimum of three members and work within the bylaws and Standard Operating Procedures (SOP) established for each committee.

### **SECTION 6. LIMITED LIABILITY COMPANIES(LLC's), INSTITUTIONS & ENTITIES**

These may be set up by the Shura with powers, privileges and limitations set forth in the Operating Agreement(s). These powers and privileges should be in compliance with IAR Constitution and Bylaws and SOP.

## **ARTICLE VII: GENERAL BODY**

### **SECTION 1. COMPOSITION**

It shall consist of all members.

### **SECTION 2. FUNCTIONS**

- a. To participate in IAR activities and function as a nucleus of Islamic education and conduct.
- b. To elect the Shura.
- c. To adopt resolution(s) to promote the aims and purposes of the IAR. Such resolution(s) are to be implemented by the Shura.

- d. It may approve or disapprove Constitution and Bylaws amendment(s) ([see Article XIV, Sec 4](#)) after these have been duly approved by the Shura and the Board of Directors.

### **SECTION 3. MEETINGS**

- a. The General Body shall meet at least once a year.
- b. All General Body meetings shall be called by the Chairperson of the Shura. If the Chairperson refuses to call a meeting, the BOD shall designate a person to call and preside over such a meeting.
- c. A special meeting must be called within one month by the Chairperson of the Shura when formally requested by one third of the General Body members.
- d. The members shall be informed about the time and place of a meeting at least 30 days in advance for a regular meeting and 15 days for a special meeting. The presence of 50 members or 30% of members, whichever is greater, shall constitute a quorum.
- e. Unless specifically required otherwise by the Constitution and Bylaws, the decisions in a quorum meeting are to be made by a simple majority of members present.
- f. If a meeting does not have the required quorum, an adjourned meeting may be called by the presiding officer without further notice or delay.
- g. In an adjourned meeting no resolutions can be passed but reports and concerns can be presented and discussed.

### **SECTION 4. ELIGIBILITY TO VOTE IN SHURA ELECTIONS**

Members ([see Article V, Sec. 1](#)) are eligible to vote in a Shura election if by March 1 of election year they are current in payment of their membership dues.

## **ARTICLE VIII: MAJLIS ASH-SHURA**

### **SECTION 1. COMPOSITION**

- a. Majlis Ash-Shura (Shura) shall consist of 14 members elected by General Body but at all times the minimum number of its elected members shall be 8. In case the number drops below 8, a new election shall be held to fill the vacancy for remainder of the term.
- b. The Shura members shall be elected for a period of four years by the General Body.
- c. The Imam of IAR shall be a permanent member of the Shura.
- d. The election shall take place every two years for replacement of 50% of the Shura members and vacancies.

### **SECTION 2. QUALIFICATIONS FOR SHURA MEMBERS**

Any Muslim aged 20 years or more, who is a current member and who by March 1 of the year prior to the election year was a member of IAR and had been an active IAR volunteer for at least three years, is eligible to become a member of the Shura. Members of the Board of Directors, current employees and contractors of IAR or its entities, are not eligible for Shura membership.

### **SECTION 3. FUNCTIONS**

The Shura shall be the policy making body of IAR. It shall:

- a. Appoint the Administration and any number of committees it deems necessary to perform its functions.
- b. Approve bylaws and Standard Operating Procedures (SOP) of Administration and the committees it appoints.

- c. Address issues referred to it by Shura members, committees, Administration, institutions and entities.
- d. Approve the annual budget for IAR .
- e. Oversee the general activities of IAR, its institutions and entities.
- f. Approve proposed Constitution and Bylaws amendment(s) ([see Article XIV](#)) before being presented to the Board of Directors and the General Body.
- g. Select the number and names of Fiqh scholars whenever required ([see Article III, Sec.2](#)).
- h. Select Imam(s) for IAR and approve his compensation.
- i. Establish qualification and scope of work for IAR Imam(s).
- j. Determine membership dues.
- k. Select Chief Executive Officer (CEO) and approve his/her appropriate compensation.
- l. Enter into or modify and enforce Operating Agreements with LLC's, institutions or entities of IAR.

#### **SECTION 4. PROCEDURES**

- a. The Shura shall elect its own Chairperson and Vice-Chairperson.
- b. A Shura seat shall be considered vacant if the membership of a Shura member in IAR is suspended or revoked or a member: i) formally resigns ii) fails to attend three consecutive meetings of the Shura without being excused or iii) fails to attend at least 33% of the meetings in a calendar year.
- c. A list of runners-up for Shura membership shall be made at each election. In case of a vacancy, the next runner-up shall become a Shura member for the remainder of the term.
- d. The Shura shall meet at least twice a year.
- e. The meetings shall be called by the Chairperson of the Shura.
- f. A special meeting (non-emergency) shall be called within a week by the Chairperson of the Shura whenever formally requested by one third of its members.
- g. The meeting shall be presided by the Chairperson of the Shura.
- h. If the Chairperson refuses to call a meeting, the BOD shall designate a person to call and preside over a meeting.
- i. The members shall be notified about the time and place of a meeting at least three days in advance for a regular meeting.
- j. The members shall be notified about the time and place of a meeting at least six hours in advance for an emergency meeting.
- k. All decisions of the Shura require a meeting of its members or unanimous written consent by all of its members if there is not a meeting.
- l. Unless specifically required otherwise by the Constitution and Bylaws, the decisions in a Shura meeting are to be made by minimum of 8 members of the Shura.
- m. Approval of at least two thirds of total membership of the Shura is required to amend the Constitution and Bylaws and to register a vote of no confidence against the Chairperson or the Vice-Chairperson of the Shura.
- n. The decisions of the Shura are binding on all parties involved unless appealed to the BOD.
- o. A Shura member or a group of Shura members may have power and authority to act on behalf of IAR only when specifically authorized to do so by the Shura.

#### **SECTION 5. CHAIRPERSON**

The Chairperson shall be responsible for:

- a. Presenting short and long term Vision and Goals to the Shura every two years.
- b. Evaluating and reporting the performance of the CEO to Shura as needed or at least annually.
- c. Calling and presiding over the meetings of the Shura, and the General Body.
- d. Reporting on the status of the IAR at least annually to the General Body.



- e. Attending BOD meetings.
- f. Unless specifically prohibited, the Chairperson shall have the duty, power and authority to make decisions on behalf of the Shura in situations where Shura can not meet to make such decisions. These decisions need to be ratified in the next meeting of the Shura.
- g. Approving the agenda of a meeting before circulation.
- h. Assuming the role of the CEO or designating a person to do so if the CEO is unable to perform his/her essential duties and responsibilities.

## **SECTION 6. VICE-CHAIRPERSON**

The Vice-Chairperson shall be responsible for:

- a. Assisting the Chairperson
- b. Assuming the responsibilities of the Chairperson in his or her absence.

## **ARTICLE IX: ADMINISTRATION**

### **SECTION 1. COMPOSITION**

The Administration shall consist of i) Chief Executive Officer (CEO) ii) Treasurer iii) Secretary/Administrative Assistant and any other officers appointed by the Shura

### **SECTION 2. FUNCTIONS**

- a. Conduct the affairs of the IAR within the policies and guidelines of the Shura.
- b. Implement decisions of the Shura.
- c. Appoint, coordinate and supervise activities of different committees.
- d. Allocate budgeted funds for various committees, activities and project(s) approved by the Shura.
- e. Monitor compliance with Operating Agreements between IAR and its LLC's, institutions and entities.
- f. Act as liaison between LLCs and the Shura.
- g. Resolve conflict(s) related to member(s) and membership before referring it to Shura ([see Article V, Sec 3](#)).

### **SECTION 3. PROCEDURES**

- a. The Administration shall meet as often as necessary, and at least monthly, to conduct the affairs of the IAR.
- b. The decisions of the Administration require approval by at least a majority of its total members.
- c. A vacancy in the Administration shall be filled by a new officer appointed by the Shura.

### **SECTION 4. CHIEF EXECUTIVE OFFICER (CEO)**

The Chief Executive Officer shall report to the Chairperson and be responsible for:

- a. Managing and coordinating activities of all committees to achieve the aims and purposes of the IAR.
- b. Calling and presiding over the meetings of the Administration.
- c. Reporting on the operational status to the Chairperson and attending the Shura meetings.
- d. Being the main representative and correspondent for the IAR in external affairs.
- e. Preparing a list of short term and long term activities of the IAR and presenting it annually to the Shura.

- f. Assisting the Chairperson to achieve the aims and purposes of the IAR.
- g. Being a liaison between the IAR, other organizations and external media under the guidelines approved by the Shura.
- h. Under guidelines of the Shura, CEO shall have the power and authority to exercise all of the rights, powers and authority on behalf of IAR.

## **SECTION 5. SECRETARY/ ADMINISTRATIVE ASSISTANT**

The Secretary shall be responsible for:

- a. Notifying the members about the time and place of a meeting.
- b. Communicating the agenda for the Shura, Administration and General Body meeting(s).
- c. Keeping the minutes of the Shura, Administration and General Body meeting(s) and presenting the minutes of previous meeting(s) for circulation and approval.
- d. Keeping the IAR registered and in compliance with state laws.
- e. Keeping a directory of names, current phone numbers and addresses of all IAR members as provided by the Membership and Election Committee.
- f. Record Keeping: assisted by the Record Keeping Committee.

## **SECTION 6. TREASURER**

The Treasurer shall be responsible for:

- a. Maintaining the records of all financial transactions, systematically maintaining the account books, checks, and receipts, writing disbursements and performing banking reconciliation.
- b. Assisting the Finance Committee in collecting and depositing all funds.
- c. Assisting the Finance Committee to prepare the annual budget of IAR.
- d. Preparing and presenting a financial report to the Shura at least on a quarterly basis.
- e. Being responsible for matters related to the Internal Revenue Service (IRS) and other tax agencies.

# **ARTICLE X: BOARD OF DIRECTORS**

## **SECTION 1. COMPOSITION**

The Board of Directors (BOD) shall consist of five members elected by the Shura. Imam and the Chairperson are expected to attend BOD meetings as needed as non-voting members.

## **SECTION 2. QUALIFICATIONS**

Any Muslim aged 35 years or more, who has been a member of IAR for at least three current consecutive years, a resident of the Triangle area for at least five years, has a Permanent Resident Status or is a U.S. citizen, and has been an active IAR volunteer for at least five years, is eligible to serve on the Board of Directors.

## **SECTION 3. FUNCTIONS**

The Board of Directors shall:

- a. Assure appropriate functioning of the IAR in general compliance with the Constitution.
- b. Interpret the Constitution & Bylaws.
- c. In case of ambiguity or conflict or questions pertaining to the Constitution & Bylaws, BOD interpretation shall prevail.
- d. Resolve conflict(s) in the functioning of the Shura.
- e. Act as a final binding arbitrator of all organizational disputes.

## **SECTION 4. PROCEDURES**

- a. The BOD may choose any course of action it deems necessary to perform its functions. However, it shall not be involved in day-to-day affairs of the IAR.
- b. The decision(s) of the BOD can be appealed to the BOD for reconsideration.
- c. If a committee member(s) or officer(s) of IAR refuses to implement decision(s) of the BOD such member(s) or officer(s) shall be relieved from IAR duties and assignments.
- d. All decisions of BOD require a meeting and approval by simple majority of its total members or unanimous written consent by all of its members if there is not a meeting.
- e. An individual or a group of BOD members may have power and authority to act on behalf of BOD only when specifically authorized to do so by BOD.
- f. A BOD seat shall be considered vacant if a BOD member a) formally resigns, or b) is unable to perform the duties of the BOD as determined by majority of the BOD or at least by (51%) of the eligible voters of the General Body.
- g. In case of a vacancy, the BOD will seek nominations from the community and after screening, BOD will forward name(s) within sixty (60) days to the Shura, for electing a replacement.
- h. If no BOD seat has been vacated in a ten-year period, the BOD shall initiate the process to vacate and fill one seat with newly elected member.

## **ARTICLE XI: ADVISORY, STANDING & AD HOC**

### **COMMITTEES**

The IAR shall have advisory, standing and ad hoc committees appointed by the Shura or CEO, as are deemed appropriate.

- a. Each shall consist of a minimum of three members and work within the bylaws and SOP established for each committee.
- b. Advisory committee(s) shall report to the Shura and standing committees to the CEO.
- c. Ad Hoc committee(s)'s tasks, duration and reporting shall be outlined at the time of appointment.
- d. A person shall not serve as Chairperson of more than one standing committee at the same time.

## **ARTICLE XII: FINANCES**

### **SECTION 1. REVENUES**

- a. The IAR shall be financed by membership dues, income, donations and contributions. The IAR may accept any donation or contribution in any form and from any source as long as it is consistent with the principles of Islam and purposes of the IAR.
- b. All funds collected or donated for a specific cause or project shall be used only for that cause or project unless specifically released by the donor(s).

### **SECTION 2. ACCOUNTS**

Shura shall approve all bank accounts. If approved by the Shura, such monies may be utilized in investment(s) which satisfy Islamic criteria.

### **SECTION 3. ACCOUNTING SYSTEM**

The Accounting system shall be in compliance with the rules and regulations of the Internal Revenue Service (IRS) and the guidelines of the State of North Carolina. Any changes in the Accounting system shall be approved by the Shura.

### **SECTION 4. FISCAL YEAR**

Fiscal year shall be July 1 to June 30.

### **SECTION 5. REVIEW**

The IAR, its LLC's, institutions and entities accounts shall be reviewed every year and audited as needed. The results of the review shall be reported to the Shura by Jan. 1 and made public after examination by the Shura.

## **ARTICLE XIII: SHURA ELECTIONS**

### **SECTION 1. DATE OF ELECTIONS**

The elections shall be held on the third Sunday of the month of November. The time and alternate date (if absolutely necessary) shall be decided by the Shura.

### **SECTION 2. ELIGIBLE VOTERS & CANDIDATES LISTS**

- a. Make public a preliminary list of members eligible to vote by April 1 and the final list by October 1 of the election year.
- b. Make public a preliminary list of members eligible to be on the Shura by April 1 and the final list by October 1 of the election year.
- c. Make public the final list of candidates on ballot by November 1 of the election year.

## **ARTICLE XIV: CONSTITUTION AND BYLAWS**

### **AMENDMENT(S)**

#### **SECTION 1. PROPOSING AMENDMENT(S)**

Proposed amendment(s) shall be signed by at least ten members or 10% of the General Body, whichever is greater, and submitted in writing to the Chairperson or the Secretary.

#### **SECTION 2. AMENDMENT PROCESS INITIATION**

- a. After receipt of proposed amendment(s), the Chairperson shall call a meeting of the Shura within four weeks to appoint an ad hoc committee(s) to study the proposed amendment(s).
- b. The Shura may initiate the process of amendment(s) by appointing an ad hoc committee(s).

#### **SECTION 3. SHURA'S APPROVAL OF PROPOSED AMENDMENTS**

The ad hoc committee(s) shall study pros and cons of the proposal and report its findings to the Shura. After the ad hoc committee(s) reports its finding(s), the Shura shall discuss and vote on the

proposal. An affirmative vote by at least two thirds of the total membership of the Shura is required for approval of any amendment(s).

#### **SECTION 4. FINAL APPROVAL OF PROPOSED AMENDMENTS**

After an amendment(s) has been approved by the Shura it shall be presented to the Board of Directors. Upon approval by the Board of Directors, it shall be presented to the General Body within two months. If at least two thirds of the eligible voters in the General Body approve, the amendment(s) shall be adopted.

#### **ARTICLE XV: DISSOLUTION**

If, as determined by the Board of Directors, dissolution of IAR becomes inevitable, the Shura shall handle the process of dissolution. It shall make arrangements to meet all liabilities and transfer remaining assets to a non-profit organization(s) which has similar objectives.

#### **ARTICLE XVI: MISCELLANEOUS**

##### **SECTION 1. GENERAL RULES**

- a. In case of ambiguity or conflict between different sections of the Constitution and Bylaws or if there are any questions related to the Constitution & Bylaws, the interpretation of the Board of Directors shall prevail.
- b. In case of conflict between the Constitution & Bylaws and the Articles of Incorporation the former shall supersede.
- c. Officials or members of any IAR committee or entity cannot act on behalf of that committee or entity unless their actions are approved by the committee or entity.
- d. Fiduciary duty: The IAR officials shall at all times act in a fiduciary capacity.
- e. Liability: The IAR officials shall not be liable for any acts performed or for any failure to act, when such actions are taken in good faith. However, they shall not be relieved of their fiduciary obligations to IAR for fraud, bad faith, or gross negligence.
- f. Participation by Communication Equipment: Participants may participate in a meeting by conference telephone or similar communication equipment by means of which all persons in the meeting can hear each other. Such participation in a meeting shall constitute presence in person at that meeting.
- g. Actions that require a meeting in person may be taken without a meeting only where the action decided upon is by unanimous consent that is evidenced in writing. Electronic consent is acceptable.

##### **SECTION 2. ADOPTION OF CONSTITUTION AND BYLAWS**

The amendment(s) to the Constitution shall become effective upon the approval by the General Body. The implementation procedure of the amendment(s) shall be decided by the Shura.

## **Definitions:**

IAR	Islamic Association of Raleigh
SWT	Subhanaho Wa Ta'ala
CEO	Chief Executive Officer
BOD	Board of Directors
SOP	Standard Operating Procedures
LLC	Limited liability company
IRS	Internal Revenue Service
General body	All the members of the IAR. It has the power to approve amendment(s) to the Constitution and elect the Shura
Shura	The elected body, responsible to appoint, oversee, guide and direct the work of the Administration and IAR institutions and entities.
Administration	Consist of: CEO, Administrative Assistant/Secretary, Treasure and any other officers appointed by the Shura. It shall implement the decisions of the Shura and coordinate the work of different committees, institutions and entities of IAR
Board of Directors	Shall ensure appropriate functioning of the IAR in general compliance with the Constitution and Bylaws and act as a final binding arbitrator of all disputes within IAR.
Advisory, standing & Ad Hoc committee	Appointed by the Shura or Administration. Each shall consist of a minimum of three members and work within the bylaws and Standard Operating Procedures (SOP) established for each committee

## **Constitution and Bylaws Team**

Team leader:

Br. Munir Abdullah

Team members:

Br. AbdulGhafour Chaudhry

Sr. Adilah Shabazz

Br. Haroon Baloch

Br. Hassan Imam

Br. Samy Abdelbaky

Sr. Shaheda Maroof

Consultant:

Br. Mohamed Elgamal