



بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

Charter and Bylaws
Islamic Center of Baymeadow, Inc.

Whereas we, the Muslims of Jacksonville city of Florida, recognize Islam as our way of life and have pledged to undertake practicing it as such and we do hereby establish an Islamic organization based on the Message revealed by Allah in the Holy Quran and as taught by the Holy Prophet Muhammad (PBUH) i.e. the Quran and Sunnah. The Baymeadows Islamic Center shall be governed under the following bylaws:

ARTICLE I: NAME OF THE ORGANIZATION

The name of the organization shall be Baymeadows Islamic Center, Inc.

ARTICLE II: PRINCIPAL OFFICE

The place in this state where the principal office of the Corporation is located at, 8225 Dix Ellis Trail in the City of Jacksonville, Duval County, Florida 32256.

ARTICLE III: STATUS

Baymeadows Islamic Center, Inc. shall be a non-profit, non-political, religious, educational and Islamic service organization and function according to the frame work of 501 (c) (3) of IRS tax code as a tax exempt organization.

ARTICLE IV: FISCAL YEAR

The Fiscal Year shall be the calendar year ending December 31st.

ARTICLE V: VISION, MISSION & OBJECTIVES OF THE ORGANIZATION

The purpose, mission and objectives of the Baymeadows Islamic Center shall be as follows:

- A. **Vision Statement:** To be the exemplary Islamic Center in Florida with excellence in morals, work ethics and service to community.
- B. **Mission Statement:** The mission of the Baymeadows Islamic Center is to establish and manage facility for the prayer, education, and religious gathering for the Muslim community of Jacksonville, Florida and to do all such activities that foster and promote Islam and its heritage

as dictated in the Qur'an and the Sunnah (tradition, practice and teachings) of Prophet Muhammad (pbuh), and promote Islamic values among Muslims of Jacksonville.

- C. The purpose: is to operate an Islamic Center based on the Message revealed by Allah in the Holy Quran and as taught by the Holy Prophet Muhammad (PBUH). Baymeadows Islamic Center is organized exclusively for religious, charitable, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify us as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- D. Objectives: The aims and purposes of the Baymeadows Islamic Center shall be to advance the cause of Islam and serve Muslims in the Jacksonville area so as to enable them to adopt Islam as a complete way of life. The fundamental objective of the Baymeadows Islamic Center shall be to encourage and enable Muslims to acquire the basic knowledge and competence in Islam in order to contribute individually and collectively toward meeting societal needs in conformity with Islamic doctrines and belief. Towards this end, it shall:
- i. Purchase, maintain and operate facilities for hosting the Baymeadows Islamic Center, a religious, nonprofit, and nonpolitical organization; and maintain an office on one of the properties owned by the Center;
 - ii. Arrange and hold congregational prayers and Islamic religious festivals at appropriate times;
 - iii. Provide Islamic services and develop institutions to meet the needs of Muslims;
 - iv. Conduct religious, educational, social, cultural, and other activities according to the best traditions of Islam;
 - v. Promote unity, brotherhood and cooperation among Muslims;
 - vi. Promote better relations between Muslims and non Muslims and endeavor to make Islamic teachings known to non-Muslims; bring about better understanding of Islam; make Islamic information available to public and to encourage participation of Baymeadows Islamic Center members in such endeavors; and present Islam to the followers of other faiths and foster a better understanding between Muslims and other communities of Jacksonville.
 - vii. To strengthen the faith of each Muslim in Allah and the message He revealed to His Prophet Muhammad (pbuh) and guide Muslims to practice the teachings of Islam as described in the Holy Quran and the tradition (Sunnah) of Prophet Muhammad (pbuh);
 - viii. Strengthen the bond of humanity by providing social services, financial assistant and counseling to all those in need, with special focus on our neighborhoods across Jacksonville, Florida.

- ix. To cooperate with other organizations for the implementation of this program and unity among Muslims.

ARTICLE V: STRUCTURE OF THE BAYMEADOWS ISLAMIC CENTER

The structure of the Baymeadows Islamic Center shall have the following components:

- A. Board of Directors (BD) (Shura): The Board of Directors shall be an elected or appointed body of active members of the Baymeadows Islamic Center who jointly oversee the activities and administration of the affairs of the Baymeadows Islamic Center.
- B. Executive Committee (EC): The Board of Directors shall select from among themselves a committee of four (4) Executive Officers called the Executive Committee (EC). The EC shall consist of the (1) President; (2) Vice President; (3) Secretary; and (4) Treasurer.
- C. Advisory Council (AC). The Board of Directors shall appoint an Advisory Council consisting of not less than five (5) or more than twelve (12) members with outstanding contribution in the area of financial support, professional experience and commitment to the Baymeadows Islamic Center.
- D. Women Advisory Board (WAB): The Board of Directors shall appoint a Women Advisory Board consisting of not less than three (3) or more than seven (7) sisters with outstanding contribution in the area of financial support, professional experience and commitment to the Baymeadows Islamic Center.
- E. General Body (GB): The general body (GB) shall consist of all the active members of Baymeadows Islamic Center.
- F. Assistant Officers and Committees. The Board may, from time to time, appoint such assistant officers and committees from within and outside the GB, as it may deem desirable. Each such officer or committee shall hold office for such period and perform such duties as determined and approved by the BD.

ARTICLE VI: Initial Board of Directors (BD) (Shura)

- A. Authority: The Initial Board of Directors shall have the full oversight role of the Baymeadows Islamic Center. All business and affairs of the Baymeadows Islamic Center shall be managed by

its Board of Directors for the initial five (5) years from the date of approval of these bylaws. The Board of Directors shall exercise all the authority of the Baymeadows Islamic Center, except as otherwise provided in these By- Laws. The Board of Directors shall keep full and fair accounts of its transactions. As stated in Article V. c. above, the Board of Directors shall elect among themselves a committee of four (4) Executive Officers called the Executive Committee (EC). The EC shall consist of the (1) President; (2) Vice President; (3) Secretary; and (4) Treasurer.

- B. Number of Directors: The initial number of Directors of the Baymeadows Islamic Center shall be seven (7) however by an affirmative vote of 75% (3/4) of the entire Board, the number of its Directors may be increased or decreased, from time to time, but shall never be less than five (5) Directors.
- C. Term of Board of Directors: Each initial Director shall serve for five (5) year term (begin from April 14, 2013) or until the first election. Upon expiration of a Director's term, they could be re-elected as long as he/she is duly nominated and elected by the active members of Baymeadows Islamic Center.
- D. Resignation of a Board of Director: Upon resignation of any Director(s), the remaining directors shall have the right to appoint a new Director from among the Baymeadows Islamic Center's active members within 30 days by 2/3 majority vote. The newly appointed replacement Director's term shall expire on the date of the subsequent elections of the Board. If the next election is less than 30 days from the date of the resignation, no replacement director shall be appointed by the remaining directors.
- E. Involuntary Resignation: If a director does neither attend three consecutive BD meetings nor sends a proxy, he/she is considered to have involuntarily resigned from the Board. He/she will be replaced as per Article VI. D.
- F. Regular & Annual Meetings: The meeting of Board of Directors shall be held at least on quarterly basis, in January, April, July and October of each year. In the event of scheduling conflict or special circumstances, the meeting shall be held as determined by the Board of Directors with ten (10) days notification by mail or email to the Board of Directors.
- G. Special Meetings of Board of Directors: Special meetings may be called at the request of 30% of the Board of Directors, in order to deliberate on a specific agenda item(s), provided that such a request conforms to the bylaws of the Baymeadows Islamic Center. The President must call for such special meetings within five (5) days and notice shall be served within two (2) days of such request for a meeting.

- H. Place of Meetings: All meetings of the Board of Directors shall be held within a 50 mile radius of Baymeadows Islamic Center's current principal place of business in the State of Florida or at such other place as may be designated in the notice.
- I. Notice of regular Meetings: Not less than three (3) days nor more than thirty (30) days before the date of every meeting of the board, the President shall give to each Board of Directors a notice, either printed or electronic, stating the time, place and purpose of the meeting.
- J. Urgent/Emergent Meeting: In case of emergency, any member of the Executive Committee shall have the right to call an urgent BD meeting. The meeting can be conducted via telephone conference or at an appropriate place. For such an Emergency Meeting there shall be no advance requirements. In an Urgent/Emergent Meeting, decisions will be made based on the following methods in decreasing authority:
- a. Quorum of Board of Directors i.e. 5/7
 - b. Quorum of Executive Committee i.e. 3/4
 - c. Highest available Executive Officer i.e. president or vice president
- In the absence of the quorum of Board of Directors, the deciding group needs to convene a quorum of the Board of Directors to further discuss the decisions made during the emergency.
- K. Quorum: Sixty-six percent (66%) of the members of the Board (i.e. 5 out of 7) shall constitute a quorum for all the BD meetings.
- L. Rescheduling of a Meeting Requiring a Quorum: In the absence of a quorum, the said meeting shall be extended for a period of one-half (1/2) hour. If by this time a quorum has not been reached, the meeting shall be postponed to another date, with prior notification by email, for a period of fourteen (14) days. If the quorum is not reached at the second scheduled meeting, the matter shall be discussed via email and shall be decided by the feedback of participating Board members in seven days.
- M. Votes Required: A majority of the votes cast at a meeting duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless more than a majority of votes cast is required by these By-Laws.
- N. Voting: Each Board Member shall have one (1) vote.

- O. Proxy: If a Director is out of town (at least 100 miles from his/her home), or has a personal, family or professional emergency, on the day BD meeting is scheduled, then he/she may appoint another Director to act on his/her behalf by an electronic message proxy or by a signed written proxy. Such a proxy may be used as a vote and shall be valid only for that specific meeting. A Director may not appoint such a proxy for two consecutive regularly scheduled meetings. Any such proxy shall be in the hands of the President prior to the meeting for which that proxy is to be used. The Executive Committee, acting jointly, shall have the right to reject any proxy which they reasonably deem not to meet the requirements of this section or not to be in proper form. Any Director may not have more than 1 proxy in a given meeting.
- P. Minutes of the Meetings: Within ten (10) days from the date of the BD meeting, the Secretary shall provide written minutes of the meeting to all Board members. At the subsequent BD meeting the Board shall either approve or disapprove the accuracy of written minute from the last meeting before advancing any new business.
- Q. Board Meetings open to active Members: All meetings of the Board shall be open to the Baymeadows Islamic Center's active members. Provided however, that if at any point in the meeting, matters of personal nature or relating to personnel, or matters that should otherwise be discussed confidentially, are to be discussed, the Board shall have right to adopt a closed session to discuss the issue confidentially.
- R. Executive Officers: At the Annual Meeting, in January of each year, the Board of directors shall choose Executive Officers; a President, a Vice-President, a Secretary, and a Treasurer. Each executive officer shall be chosen from among the Board of Directors only for one year term.
- S. President: The President shall be the chief executive officer of the Baymeadows Islamic Center and shall have general supervision of business and affairs. The President shall preside over all meetings and proceedings of the Baymeadows Islamic Center. He may sign and execute in the name of the Baymeadows Islamic Center all mortgages, bonds, contracts, or other instruments as authorized by the Board, except in cases in which the signing and execution thereof shall have been expressly delegated to some other office or agent of the Baymeadows Islamic Center; and, in general, he shall perform all such duties of the Chief Executive Officer of an Baymeadows Islamic Center, and such other duties as, from time to time, may be assigned to him by the Board.
- T. Vice-President: The Vice- President at the request of the President or in his absence, or during his inability to act, shall perform the duties and exercise the function of the President, and when so acting shall have the Authority of the President. The Vice- President shall have such

other authority and perform such other duties as may be assigned to him by the Board or the President.

- U. Secretary: The Secretary shall keep all the Board meetings minutes in electronic hard drive or paper format in safe and secure place. He/she shall see that all notices are fully given in accordance with the provisions of the By-Laws, or as required by law; s/he shall be the custodian of records of the Baymeadows Islamic Center; he/she shall see that the corporate seal is affixed to all documents, the execution of which, on behalf of the Baymeadows Islamic Center, under its seal, is duly authorized, and when so affixed may attest the same; and in general, s/he shall perform all duties incident to the office of a Secretary of a Baymeadows Islamic Center, and such other duties as from time to time may be assigned to him by the Board or the President. The Secretary; at the request of the President or the Vice- President, or when both the President and the Vice- President are absent or are unable to act, shall perform the duties and exercise the function of the President.
- V. Treasurer: The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Baymeadows Islamic Center, and shall deposit, or cause to be deposited, in the name of the Baymeadows Islamic Center, all monies or other valuable assets in such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board; he shall render to the President and to the Board, prior to its Regular Quarterly Meetings and whenever requested, an account of the financial condition of the Baymeadows Islamic Center, and in general, he shall perform all the duties incident to the office of a Treasurer of a Baymeadows Islamic Center; and such other duties as may be assigned to him by the Board or the President.
- W. Assistant Officers and Committees: The Board may, from time to time, appoint such subordinate officers and committees, as it may deem desirable. Each such officer or committee shall hold office for such period and perform such duties as the Board or the President may prescribe. The Board may, from time to time, authorize any committee or officer to appoint and remove subordinate officers and sub-committees, and prescribe the duties thereof. As situation desires, the assistant officer or member of committees may be chosen from non-member of Baymeadows Islamic Center.
- X. Removal: Any officer of the Baymeadows Islamic Center may be removed by the Board whenever, in its judgment, it is in the best interests of the Baymeadows Islamic Center. Such a removal shall require at least a two third (66%) affirmative vote by the Board of Directors and get approved by at least simple majority (>50%) of the Advisory Board.

ARTICLE VII: SUBSEQUENT BOARD OF DIRECTORS (BD) (SHURA)

- a. Authority: The Board shall have the full oversight role of the Baymeadows Islamic Center and all business and affairs of the Baymeadows Islamic Center shall be managed its Directors. The Board shall exercise all the authority of the Baymeadows Islamic Center, except as otherwise provided in these By-Laws. The Board shall keep full and fair accounts of its transactions. As stated in Article IV. b above, the Board of Directors shall elect among themselves a committee of four (4) Executive Officers called the Executive Committee (EC). The EC shall consist of the (1) President; (2) Vice President; (3) Secretary; and (4) Treasurer.
- b. Number of Directors: The initial number of Directors of the Baymeadows Islamic Center shall be seven (7) however by an affirmative vote of 75% (3/4) of the entire Board, the number of its Directors may be increased or decreased, from time to time, but shall never be less than five (5) Directors or more than 11 directors.
- c. Term of Directors: Each subsequent Director shall serve a three (3) year term, except for the second set of directors, who shall be elected for staggered terms, as provided herein in Article V.s. Upon expiration of a director's term, a director could be re-elected as long as he/she is duly nominated and elected by the active members of Baymeadows Islamic Center.
- d. Resignation of a Director: Upon resignation of any Director(s), the remaining directors shall have the right to appoint a new Director from among the Baymeadows Islamic Center's active members within 30 days by simple majority vote. The newly appointed replacement Director's term shall expire on the date of the subsequent annual elections of the Board. If the next election is less than 30 days from the date of the resignation, no replacement director shall be appointed by the remaining directors.
- e. Volunteer Resignation: If a director does neither attend three consecutive BD meetings nor sends a proxy, he/she is considered to have voluntarily resigned from the Board. He/she will be replaced as per Article VII.d. Similarly, any officer of the Baymeadows Islamic Center may be removed by the Board whenever, in its judgment, it is in the best interests of the Baymeadows Islamic Center. Such a removal shall require at least a two third (2/3rd) affirmative vote by the Founding Board of Directors and get approved by a similar majority of the Advisory Board.
- f. Diversity of Directors: To maintain the ethnic diversity of the organization, if not United State born, the Board of Directors must not be more than fifty percent (50%) from single foreign country of birth. In case, after a sincere effort is made and BD still failed to meet the diversity requirement, the residual board shall remain functional without this diversity clause.

- g. Regular & Annual Meetings: The meeting of Board of Directors shall be held at least on quarterly basis, in January, April, July and October of each year. In the event of scheduling conflict or special circumstances, the meeting shall be held as determined by the Board of Directors with ten (10) days notification by mail or email to the Board of Directors.
- h. Special Meetings of Board of Directors: Special meetings may be called at the request of 30% of the Board of Directors, in order to deliberate on a specific agenda item(s), provided that such a request conforms to the bylaws of the Baymeadows Islamic Center. The President must call for such special meetings within five (5) days and notice shall be served within two (2) days of such request for a meeting.
- i. Place of Meetings: All meetings of the Board of Directors shall be held within a 50 mile radius of Baymeadows Islamic Center's current principal place of business in the State of Florida or at such other place as may be designated in the notice.
- j. Notice of regular Meetings: Not less than three (3) days nor more than thirty (30) days before the date of every meeting of the board, the President shall give to each Board Member a notice, either printed or electronic, stating the time, place and purpose of the meeting.
- k. Urgent/Emergent Meeting: In case of emergency, any member of the EC shall have the right to call an urgent BD meeting. The meeting can be conducted via telephone conference or at an appropriate place. For such an Emergency Meeting there shall be no advance requirements.
- l. Quorum: Sixty-six percent (66%) of the members of the Board shall constitute a quorum for all the BD meetings.
- m. Rescheduling of a Meeting Requiring a Quorum: In the absence of a quorum, the said meeting shall be extended for a period of one-half (1/2) hour. If by this time a quorum has not been reached, the meeting shall be postponed to another date, with prior notification by email, for a period of fourteen (14) days. If the quorum is not reached at the second scheduled meeting, the matter shall be discussed via email and shall be decided by the feedback of participating Board members in seven days.
- n. Votes Required: A majority of the votes cast at a meeting duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless more than a majority of votes cast is required by these By-Laws.

- o. Voting: Each Board Member shall have one (1) vote.
- p. Proxy: If a Director is out of town (at least 100 miles from his/her home), or has a personal, family or professional emergency, on the day BD meeting is scheduled, then he/she may appoint another Director to act on his/her behalf by an electronic message proxy or by a signed written proxy. Such a proxy may be used as a vote and shall be valid only for that specific meeting. A Director may not appoint such a proxy for two consecutive regularly scheduled meetings. Any such proxy shall be in the hands of the President prior to the meeting for which that proxy is to be used. The Executive Committee, acting jointly, shall have the right to reject any proxy which they reasonably deem not to meet the requirements of this section or not to be in proper form. Any Director may not have more than 1 proxy in a given meeting.
- q. Minutes of the Meetings: Within ten (10) days from the date of the BD meeting, the Secretary shall provide written minutes of the meeting to all Board members. At the subsequent BD meeting the Board shall either approve or disapprove the accuracy of written minutes from the last meeting before advancing to any new business.
- r. Board Meetings open to active Members: All meetings of the Board shall be open to the Baymeadows Islamic Center's active members. Provided however, that if at any point in the meeting, matters of personal nature or relating to personnel, or matters that should otherwise be discussed confidentially, are to be discussed, the Board shall have right to adopt a closed session to discuss the issue confidentially.
- s. Election of Board of Directors: The elections for subsequent BD shall be conducted by secret ballot of the active GB members. A simple majority shall prevail unless otherwise provided in the bylaws of Baymeadows Islamic Center. The first elected Board of Directors shall constitute seven (7) members. Their term shall be decided according to votes cast in favor of each candidate director. The first three (3) candidate directors who received the highest vote shall be elected for three (3) years terms. The following two (2) candidate directors who received 2nd highest votes shall be elected for two (2) years term. The next two (2) candidates who received 3rd highest votes shall be elected for only one (1) year term. Afterwards, upon the expiration of their term, Board directors shall be elected in November of each year for the term of three years. Their terms shall begin in January of the next year following the election. Term limit shall not be applicable to the first set of founding directors and their initial term will be for a period of five (5) years. Any nominee for the position of a director must have been an active member of GB for the past two (2) consecutive years and meet such other criteria established by board of directors including a background check from the local authorities. A member of the Board of Directors must meet the following qualifications:

- i. Be an adult, practicing Muslim known for his Islamic manners and morals in his community and organizational dealings;
- ii. Be a regular attendee of the Masjid and regular participant in Masjid activities;
- iii. Be committed to supporting the Baymeadows Islamic Center ;
- iv. Be a member of the Baymeadows Islamic Center for a minimum of two years;
- v. Not be an active position seeker;
- vi. Take pledge to abide by the bylaws and work in the best interest of the Muslim Community
- vii. An employee of the Baymeadows Islamic Center shall not be eligible for nomination to the BD.

ARTICLE VIII: EXECUTIVE COMMITTEE (EC)

- A. Executive Officers: At the Annual Meeting, in January of each year, the Board of directors shall choose Executive Officers; a President, a Vice-President, a Secretary, and a Treasurer. Each executive officer shall be chosen from among the Board of Directors only for one year term (January to December).
- B. President: The President shall be the chief executive officer of the Baymeadows Islamic Center and shall have general supervision of business and affairs. The President shall preside over all meetings and proceedings of the Baymeadows Islamic Center. He may sign and execute in the name of the Baymeadows Islamic Center all mortgages, bonds, contracts, or other instruments as authorized by the Board, except in cases in which the signing and execution thereof shall have been expressly delegated to some other office or agent of the Baymeadows Islamic Center; and, in general, he shall perform all such duties of the Chief Executive Officer of an Baymeadows Islamic Center, and such other duties as, from time to time, may be assigned to him by the Board.
- C. Vice-President: The Vice- President at the request of the President or in his absence, or during his inability to act, shall perform the duties and exercise the function of the President, and when so acting shall have the Authority of the President. The Vice- President shall have such other authority and perform such other duties as may be assigned to him by the Board or the President.
- D. Secretary: The Secretary shall keep minutes of the meetings of the Board in books provided for the purposes; he/she shall see that all notices are fully given in accordance with the provisions of the By-Laws, or as required by law; s/he shall be the custodian of records of the

Baymeadows Islamic Center; he/she shall see that the corporate seal is affixed to all documents, the execution of which, on behalf of the Baymeadows Islamic Center, under its seal, is duly authorized, and when so affixed may attest the same; and in general, s/he shall perform all duties incident to the office of a Secretary of a Baymeadows Islamic Center, and such other duties as from time to time may be assigned to him by the Board or the President. The Secretary; at the request of the President or the Vice- President, or when both the President and the Vice- President are absent or are unable to act, shall perform the duties and exercise the function of the President.

- E. Treasurer: The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Baymeadows Islamic Center, and shall deposit, or cause to be deposited, in the name of the Baymeadows Islamic Center, all monies or other valuable assets in such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board; he shall render to the President and to the Board, prior to its Regular Quarterly Meetings and whenever requested, an account of the financial condition of the Baymeadows Islamic Center, and in general, he shall perform all the duties incident to the office of a Treasurer of a Baymeadows Islamic Center; and such other duties as may be assigned to him by the Board or the President.
- F. Assistant Officers and Committees: The Board may, from time to time, appoint such subordinate officers and committees, as it may deem desirable. Each such officer or committee shall hold office for such period and perform such duties as the Board or the Executive Committee may prescribe. The Board may, from time to time, authorize any committee or officer to appoint and remove subordinate officers and sub-committees, and prescribe the duties thereof. As situation desires, the assistant officer or member of committees may be chosen from non-member of Baymeadows Islamic Center.
- G. Removal: Any officer of the Baymeadows Islamic Center may be removed by the Board whenever, in its judgment, it is in the best interests of the Baymeadows Islamic Center. Such a removal shall require at least a two third (2/3rd) affirmative vote by the Board of Directors and get approved by a similar majority of the Advisory Board.

ARTICLE IX: ADVISORY COUNCIL (AC).

The Advisory Council shall be a selected body of BIC members that shall counsel the BIC Board of Directors and its management and shall have limited authority on corporate matters, and legal fiduciary responsibilities as explained in these Bylaws.

- A. Authority: The Advisory Council shall advise the Board of Directors on matters pertaining to the growth, development, leadership, and financial stability of the organization and the community. The AC shall also bring expertise, insight, strategic thinking, innovative ideas, networking, encouragement, vision casting, advocacy, community support and financial stability. However, the counsel advice shall not be binding on the BD except those described in bylaws. The dissolution of Baymeadows Islamic Center shall not be effective without the mutual consent between the BD and AC. The BIC board shall not purchase or sell the BIC property without mutual consent between the BD and AC. In case of internal crisis or conflicts among the Board of Directors, or a conflict among BIC members about BIC operation or conflict between BIC members and BODs, the AC will act as mediator in the best interest of BIC to bring peace and harmony in the organization. The decision made by AC shall be binding on all parties. Similarly, if a conflict arises among AC members about AC operation or conflict between AC members, the BOD will act as mediators in the best interest of BIC to bring peace and harmony in the organization. The decision made by the BOD shall be binding on all parties.
- B. Number of Council Members: The initial number of Advisory Council members shall be seven (7) however by an affirmative vote of 75% (3/4) of the entire Board of Directors, the number of Advisory Council may be increased or decreased, from time to time, but shall never be less than five (5) or more than twelve (12) Council Members.
- C. Appointment of Council Members: The Advisory Council members shall be appointed by a 2/3 majority of the Board of Directors based on their expertise, intellect, and contribution, which they can use to build the effectiveness and reputation of the organization. The AC member shall:
- a. Have good moral character, wisdom, trustworthiness and intelligence.
 - b. Be well respected, with great integrity, sound judgment, and should be known for his/her knowledge and intellect.
 - c. Have a comprehensive understanding of the Islamic principles of organization.
 - d. Show an erudite, judicious and unbiased approach on current affairs.
 - e. Be well informed about the current socio-political situation and its implication on the
 - f. Muslim community and shall not have any criminal background.
- D. Advisory Council will also act as the Nomination Election Council

E. Advisory Council will need to elect its own chairman each year

F. Term of Council Members: Each Council Member shall serve a five (5) year term. Upon expiration of his/her term, a Council Member could be re-elected as long as he/she is duly nominated and elected by the active Board of Directors and maintains his/her membership of the Baymeadows Islamic Center.

G. Resignation of Council Members: Upon resignation of any Council Member(s), the Board of Directors shall appoint other active member(s) to this position. In special circumstances the Board of Directors may decide not to fill that position.

H. Removal of AC member: The Board of Directors shall have right to remove an AC member with the 2/3 (66%) majority vote of the BD and 50% majority of AC members, if it deems that the AC member is not adding any value to the Baymeadows Islamic Center.

ARTICLE X: WOMEN ADVISORY BOARD (WAB).

A. The WAB shall be a selected body of BIC sister members that shall counsel the BIC Board of Directors and its management and shall have limited authority on corporate matters, and legal fiduciary responsibilities as explained in these Bylaws.

B. Authority: The WAB shall advise the Board of Directors on matters pertaining to the BIC growth, development, leadership, and financial stability of the organization and the community. The WAB shall also bring expertise, insight, strategic thinking, innovative ideas, networking, encouragement, vision casting, advocacy, community support and financial stability. However, the WAB advice shall not be binding on the BD except those described in bylaws. The women advisory board shall lead the efforts to engage the sister in BIC operation and issues pertaining to sisters. The WAB will have the authority to make decisions that are specifically related to women issues. Implementation of such decisions will be under the mutual cooperation of the WAB and BD. Similarly, if a conflict arises among WAB members about WAB operation the BD shall act as mediator. If the conflict between WAB and BD members, the AC will act as mediators in the best interest of BIC to bring peace and harmony in the organization. The decision made by the AC shall be binding on all parties.

C. Number of WAB Members: The initial number of WAB members shall be five (5), however by an affirmative vote of 75% (3/4) of the entire Board of Directors, the number of WAB may be

increased or decreased, from time to time, but shall never be less than three (3) or more than Seven (7) Council Members.

- D. Appointment of Council Members: The WAB members shall be appointed by a 2/3 majority (5 out of 7) of the Board of Directors based on their expertise, intellect, and contribution, which they can use to build the effectiveness and reputation of the organization. The WAB member shall:
- i. Have good moral character, wisdom, trustworthiness and intelligence.
 - ii. Be well respected, with great integrity, sound judgment, and should be known for his/her knowledge and intellect.
 - iii. Have a comprehensive understanding of the Islamic principles of organization.
 - iv. Show an erudite, judicious and unbiased approach on current affairs.
 - v. Be well informed about the current socio-political situation and its implication on the
 - vi. Muslim community and shall not have any criminal background.
- E. Term of Council Members: Each Council Member shall serve a three (3) year term. Upon expiration of her term, a Council Member could be re-elected as long as she is duly nominated and elected by the active Board of Directors and maintains her membership of the Baymeadows Islamic Center.
- F. Resignation of WAB Members: Upon resignation of any WAB Member(s), the Board of Directors shall appoint other active sister member(s) to this position with 2/3 vote. In special circumstances the Board of Directors may decide not to fill that position.
- G. Removal of WAB member: The Board of Directors shall have right to remove a WAB member with the 2/3 majority vote of the BD, if it deems that the WAB member is not adding any value to the Baymeadows Islamic Center.

ARTICLE X: General Body (GB)

- A. Definition: The General Body shall consist of the active members of the Baymeadows Islamic Center, pursuant to articles of these bylaws.
- B. Members: Any person may apply to become a member of the organization if he/she agrees with the mission and objectives of the organization and meets such other criteria as established by the Board of Directors hereof provided they do not have any criminal backgrounds or history.

The GB membership application must be endorsed by one active member of the Baymeadows Islamic Center. All applications for membership shall be presented to the BD for approval, and approved applicant shall be considered to have become a Member from the date on which the President or Secretary signed the application however their voting rights will begin only after renewal of the subsequent year's membership. BIC is open for all to use, but the BIC General Body member applications will be scrutinized to ensure that only those who make a significant commitment to the organization will have member status with voting rights.

C. Membership Classification: There shall be five classes of Membership,

- i. Family Membership (Children of member families who become 18 years old and wish to have voting rights must apply independent of their parents for a voting right. Their fees for membership will be determined by their living situation. Family shall constitute; a husband, wife and children residing in the same household; children above 18 years of age and living independently shall apply individually for membership.)
- ii. Individual Membership
- iii. Student Membership
- iv. Senior Citizen Membership
- v. Senior Couple Membership

D. Dues: Each member shall pay regular dues to the Baymeadows Islamic Center as shall be set and determined by the BD from time to time. If a person fails to pay dues for a calendar year by December 31st of that year, he/she shall be considered to be an inactive member and shall no longer be entitled to receive any of the privileges available to an active member. As soon as an inactive Member has paid all of the dues for the current year, he/she shall be considered to have regained the status of an active Member and shall be entitled to all of the privileges available to active members. Membership dues must be enclosed with the application for membership. *In case of financial inability to pay the dues, the BD has the right to waive any dues of a member for a limited period until such inability to pay the dues no longer exists.*

E. Regular & Annual Meetings: The Baymeadows Islamic Center must hold an Annual Meeting of the members of the General Body in January of each year. The newly elected directors shall take oath for next session or to vote on any other resolution presented by the board or general body. Failure to hold an annual meeting due to any emergency situation at the designated time shall not invalidate the Baymeadows Islamic Center or affect otherwise valid corporate acts. In case of failure to hold the GB meeting; the any member of the Executive Committee or majority of the board or 50% of GB shall have the right to call a special meeting

in lieu of regular annual meeting within 60 days from 31th of January. Apart from the Annual Meeting, the Board shall invite the members to regular meetings to appraise them about outstanding issues.

- F. Special Meetings for GB: At any time a Special Meetings of the GB may be called by the President or by a majority of the BD or by twenty-five percent (25%) of active members. Request for special meeting shall be made in writing within a 48 hours advance notice. In the event a special meeting is called upon by 25% of members, it shall be obligatory on the EC and BD to attend such a meeting, unless their attendance can be excused because of legitimate reason. A special meeting may be held in lieu of the annual meeting otherwise not held.
- G. Place of Meetings: All meetings of the Baymeadows Islamic Center shall be held within a 50 mile radius of Baymeadows Islamic Center's current principal place of business in the State of Florida or at such other place as may be designated in the notice.
- H. Notice of Meetings: Not less than three (3) days nor more than thirty (30) days before the date of every meeting of GB Members, the Secretary shall give to each member a written, printed or electronic notice stating the time and place of the meeting.
- I. Quorum: Unless otherwise provided in the bylaws, at any meeting of the GB, the quorum shall constitute twenty five percent (25%) of GB if total members of GB are greater than 100 members or thirty three percent (33%) of GB if total members of GB are 50-100 members or fifty percent (50%) of GB if total members of GB are less than fifty (50) members.
- J. Rescheduling of a General Body Meeting Requiring a Quorum: In the absence of a quorum, the said meeting shall be extended for a period of one-half (1/2) hour. If by this time a quorum has not been reached, the meeting shall be postponed to another date, with prior notice, for a period of at least fourteen (14) days or maximum thirty (30) days. If the quorum is not reached at the second scheduled meeting, the matter in question shall be placed on the ballots via mail/email and shall be decided by the majority active members.
- K. Votes Required: A majority of the votes cast at a meeting of Members duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless more than a majority of votes cast is required by these By-Laws.
- L. Voting: Each Member who has been active over the last six months and is above the age of 18 years shall have one (1) vote.

ARTICLE XI: RELIGIOUS DIRECTOR (IMAM)

- A. Religious Director (Imam): The Board of Directors shall appoint the Director of Religious Affairs (i.e. Imam) based upon the recommendation of the Imam Search Committee. (See imam portfolio appendix)
- B. Imam Search and Consultation Committee: The Imam Search/Consultation Committee shall be established by the BD.
- C. Tenure: The tenure of office of the Director of Religious Affairs shall be determined by the Board of Directors.
- D. Qualifications of the Religious Director: The Director of Religious Affairs must be a Practicing Muslim, belong to the mainstream Islamic faith, strictly follow the Quran and Sunnah (the tradition of Prophet Muhammad pbuh), respect difference of opinion and should have an excellent Islamic education, depict high Islamic moral character and piety. He shall have the ability to fluently communicate with the community at large and to promote and foster Islamic teachings in line with mission of the Baymeadows Islamic Center.
- E. Duties and Responsibilities of the Religious Director: The Director of Religious Affairs shall be responsible for all religious services of the Baymeadows Islamic Center. The Director of Religious Affairs shall be an ex-officio non-voting member of the Board of Director and shall provide Islamic guidance to the board in the religious affairs and questions that may arise in the Board. The Director of Religious Affairs shall perform his duties with assistance from the Committee of Religious Affairs duly appointed by the Board.

ARTICLE XII: ELECTION

- A. After the initial term of the Board of Directors ends, the AC shall act as a Nomination and Election committee for the first election thereof and all subsequent elections. The Election Committee shall be responsible for administering and conducting all aspects of the elections according to these bylaws. The election committee shall receive, review and approve/disapprove all the nominations for BD candidate positions. The Election Committee shall prepare and inform the members of the GB about the election procedures. It shall conduct the elections and announce the results of the elections as per these bylaws. (See election procedure appendix)

- B. Proxy Vote: There shall be no vote by proxy.
- C. Voting Age: The minimum voting age shall be 18 years.

ARTICLE XIII: FINANCE

- A. Membership Dues: Dues must be paid by December 31st of fiscal year to maintain the active member status. The Annual dues for different membership classes shall be:

I.	For Family* membership	\$150.00
II.	For Individual membership	\$75.00
III.	For Student membership	\$25.00
IV.	For Senior citizen membership	\$40.00
V.	For Senior couple membership	\$60.00

- B. Endowment Fund: An endowment fund shall be established. The funds shall be managed in an Islamically acceptable way and shall not be invested in securities or mismanaged. Additional deposits in this fund shall be those donations that are designated by Donors for this purpose and other funds that the Board may specify from time to time.
- C. Fundraising: The Board of Directors of Baymeadows Islamic Center shall have the authority to raise funds through conducting activities such as Friday Collection, Ramadan Program, fund raiser banquets, phonathons, Eid festivals or any other means deemed feasible by the Board of Directors.
- D. Checks, Drafts, etc. All orders for payment of money, notes, and other evidences of indebtedness, issued in the name of the Baymeadows Islamic Center, shall, unless otherwise provided by resolution of the Board, be signed by the Treasurer or the President. In their absence, Secretary of the Baymeadows Islamic Center shall sign all the checks and drafts for payment.
- E. Authorization of Expenditures. The President after consultation with two of the Executive Members (EC) shall be able to authorize up to five thousand dollars (\$5,000.00) on urgent expenditures relating to the repair, maintenance, or improvement of the Baymeadows Islamic Center facilities. All expenditures in excess of these said limits (i.e. \$5000.00) must be approved by the Board. Except in case of extreme emergency, all such approvals of the Board must be secured prior to incurring or making of commitments for such expenditures. All major projects (costing more than \$50,000.00) must be communicated to the AC members and WAB for feedback.

- F. Auditors: The Board of Director may appoint first an internal auditor annually who shall review the financial statement of the Baymeadows Islamic Center and present the report to the board of director before posting the financial statement for review by the General Body.
- G. Annual Reports: There shall be a full and correct statement of the financial affairs of the Baymeadows Islamic Center prepared annually, including a Balance Sheet and a Statement of Operations for the preceding fiscal year, which shall be submitted at the annual meeting of the Board and be available for review by any Member in good standing of the Baymeadows Islamic Center in the principal office of the Baymeadows Islamic Center. Such statements shall be prepared by such executive office of the Baymeadows Islamic Center as may be designated by the Board and review by auditor. If no such designation is so made, it shall be the duty of the President, the Vice-President, the Secretary, and the Treasurer to cause such statements to be prepared.
- H. Fiscal Year: The fiscal year of the Baymeadows Islamic Center shall be January 1 through December 31, unless otherwise approved by the Board. (See financial policy appendix)

ARTICLE XIV: SUNDRY PROVISIONS

- A. Seal: The Board shall provide a suitable seal, bearing the name of the Baymeadows Islamic Center, which shall be in charge of the Secretary. The Board may authorize one or more duplicate seals and provide custody thereof.
- B. Bonds: The Board may require any officer, agent, or employee of the Baymeadows Islamic Center to give a bond to the Baymeadows Islamic Center, conditioned upon the faithful discharge of his duties, with one or more sureties, and in such amount as may be satisfactory to the Board. The Baymeadows Islamic Center shall pay for all such bonds.
- C. Grants to Other Baymeadows Islamic Centers: The Board of Directors shall review all requests for funds from other Baymeadows Islamic Centers. The Board shall require that such requests specify use to which the fund shall be put, and if the Board approves the request, it shall authorize payment of such funds to the approved grantee. The Board shall require that grantee furnish a periodic accounting to show that the funds were expended for the purpose for which funds were approved by the Board of Directors. The Board may in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds were requested. After the Board has approved a grant to another Baymeadows Islamic Center for a specific project or purpose, Baymeadows Islamic Center may

solicit funds for the grant to the specifically approved project or purpose of other Baymeadows Islamic Center. However, the Board of Directors shall at all times have the right to withdraw the approval of the grant and use the funds for other Islamic charitable, scientific, or educational purposes.

- D. Indemnity: The Baymeadows Islamic Center shall indemnify any and all directors or officers, former directors or officers, active members of Baymeadows Islamic Center, any person who may have served at its request as director, or officer of another Baymeadows Islamic Center in which it owns shares of capital stock of which it is a creditor against expenses actually and necessarily incurred by them, in connection with the defense of settlement of any action, suit, or proceedings brought or threatened in which they, or any of them, are or might be made parties, or a party, by reason of being or having been directors or officers or director or officer of Baymeadows Islamic Center, or of such other Baymeadows Islamic Center, except in relation to matters as to which such director or officer or former director or officer or active member of Baymeadows Islamic Center or person shall be adjudged in such action, suit, or proceedings to be liable for negligence or misconduct in the performance of duty. Such indemnity shall not be deemed exclusive or any rights to which those indemnified may be entitled, under any by-law, agreement, vote of members, or otherwise.
- E. Arbitration: Arbitration shall be the sole means to reach resolution for all otherwise litigable conflicts that may arise among the Baymeadows Islamic Center members, directors, officers, employees, the persons served by the Baymeadows Islamic Center and all members of the committees or subcommittees. The AC shall serve as a community Arbitrator. The decision of the Arbitrator(s) is final and binding and cannot be appealed in court. The religious arbitrators shall be from those Islamic scholars with knowledge in Islamic Fiqh and who are not paid or employed by Baymeadows Islamic Center. This arbitration clause shall be integrated, as appropriate, in the employment contracts, membership application forms, and all other contracts in which Baymeadows Islamic Center is a party. In case, employee/person is non-Muslim than arbitration shall be done by agreed upon arbitrator by both parties.
- F. Amendments to By-Laws: Proposed amendments to the By-Laws of the Baymeadows Islamic Center shall be presented to the Secretary in writing. Unless required otherwise by law, these By-Laws may be altered, amended, or repealed and new By-Laws shall be adopted only by an affirmative vote of three-fourth (3/4 or 75%) of all the Board of Directors of the Baymeadows Islamic Center and in majority (>50%) concurrence of the Advisory Council; taken at any regular or special meeting of the Board at which at least a quorum is present, provided that at least five (5) days prior written notice is given to the Secretary with the intention to alter, amend, or repeal or to adopt new By-Laws at such meeting. Such notice to the Secretary shall include a

specific reference by article of the By-Laws, which would be affected, and the purpose, pros and cons of such an amendment.

- G. Rights: No part of the net earnings of the corporation shall be used to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.
- H. Vested Interests: Incorporator, EC, BD, AC, WAB and member shall NOT have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of the Baymeadows Islamic Center, or any right, interest or privilege which may be transferable or inheritable, or which shall continue if his Membership ceases, or while he is not in good standing, provided, that before his Membership shall cease against his consent he shall be given an opportunity to be heard, unless he is absent from the State of Florida.
- I. Effective Dates: The Effective Date for these Articles and By-Laws shall be date of incorporation by the State of Florida which is April 24, 2013. The Board of Directors of the Baymeadows Islamic Center existing as of the effective date, hereinafter called the " Board", shall have the rights and privileges to take appropriate steps necessary for establishing this Baymeadows Islamic Center, adopting and approving its governing documents, and managing the affairs of the Baymeadows Islamic Center and conducting of elections to elect the future Board of Directors under the bylaws. The board of directors will perform their stated responsibilities until the first election of the Baymeadows Islamic Center to be held when their initial term ends five (5) years from the date of incorporation.

ARTICLE XV: DISSOLUTION OF THE ORGANIZATION

Dissolution: The Baymeadows Islamic Center shall stand dissolved on the vote of ninety (90) percent of the active members and in concurrence of the majority of the Board of Directors and Advisory Council. Upon the dissolution of Baymeadows Islamic Center in accordance with this article, the active members, after paying or making provision for the payment of all liabilities of the Baymeadows Islamic Center shall dispose of all the assets of the Baymeadows Islamic Center to Islamic institutions in Jacksonville Florida including ICNA, ICOP, ICNEF or similar organizations organized under the existing Internal Revenue Code or the corresponding provisions of the future United States Internal Revenue Service regulations. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVI: OTHER PROVISIONS

Other Provisions: If Florida's law requires that the Baymeadows Islamic Center to include other clauses pertaining to its legal status as a charitable, educational and religious Baymeadows Islamic Center recognized by the Internal Revenue Service as Tax-exempt Baymeadows Islamic Center, those clauses shall be added here. The Baymeadows Islamic Center bylaw shall abide by rule and regulation of Florida statute of not for profit Baymeadows Islamic Center with 501 (3)

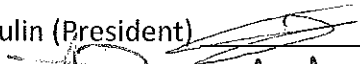


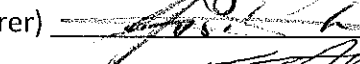
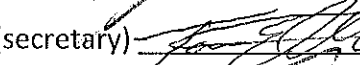

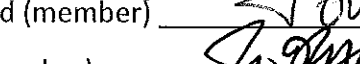
OFFICERS AND/OR DIRECTORS

We, the undersigned, agree with this amended bylaws mentioned in this document and pledge to abide by BIC charter and bylaws.

Board of Directors:

<u>Name (Designation)</u>	<u>Signature</u>	<u>Date</u>
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Board Members:

1. Yousef Ahmed Alajoulin (President)		9-7-14
2. Aasif Bagdadi (VP)		9/7/2014
3. Arshad Shah (treasurer)		9/7/14
4. Tamer El-Maadawy (secretary)		8-7-14
5. Mohammad Touheed (member)		9-7-14
6. Mohammad Ilyas (member)		9-7-2014
7. Arif Kidwai (member)		9/7/14

Advisory Council:

1. Meraj udeen Khan (president)	_____
2. Moinul Islam (member)	_____
3. Ateeque Rehman Khan (member)	_____
4. Sohail Modak (member)	_____
5. Shah Faisal Sayed (member)	_____
6. Khaled Lahmeur (member)	_____
7. Ahmed Abaseh (member)	_____

This amended bylaws was adopted as of August 9th 2014