

ISLAMIC SOCIETY OF NORTHERN BALTIMORE, INC.

495 West Padonia Road, Timonium MD 21093

BOARD RESOLUTION OF THE ISLAMIC SOCIETY OF NORTHERN BALTIMORE, INC.

Dated: January 9, 2022

The undersigned, being the Directors of the Board and Council of The Islamic Society of Northern Baltimore, Inc. (hereinafter referred to as "ISNB"), hereby declare and attest to the following:

WHEREAS, after extensive review and input from the community, the By-Laws Committee of ISNB proposed consolidated amendments to the By-Laws of the organization to the Board of Directors and Council.

WHEREAS, after the review and approval of the Board of Directors and Council, pursuant to Article 6, Section 3 of the original ISNB By-Laws, the Board of Directors of ISNB called for a special meeting of the general body on December 5, 2021 to be held on December 19, 2021 to discuss and vote on the final proposed amendments to the ISNB By-Laws.

WHEREAS, on December 19, 2021, the final vote verification and count process administered by members of the ISNB Board of Directors and By-Laws Committee, determined the motion passed with 98% in favor of the proposed amendments.

AND WHEREAS, the Council has completed an extensive legal and regulatory review of the proposed amendments to the By-laws.

NOW, THEREFORE, BE IT RESOLVED the undersigned hereby acknowledge and approve on behalf of ISNB that the foregoing By-Laws are the corporate act of said corporation and shall establish the legal, financial, and organizational framework of the Islamic Society Of Northern Baltimore, Inc.

IN WITNESS WHEREOF, THE UNSERSIGNED HAS HEREUNTO SET HIS HAND EFFECTIVE
THIS 9TH DAY OF JANUARY 2022



General Secretary

BY-LAWS
OF THE
ISLAMIC SOCIETY OF NORTHERN BALTIMORE,
INC.

ARTICLE I

NAME AND LOCATION

The name of the non-profit organization is ISLAMIC SOCIETY OF NORTHERN BALTIMORE, INC. hereinafter referred to as the “Corporation” or “ISNB”. The principal office of the Corporation shall be located at 495 W. Padonia Road, Lutherville-Timonium, Maryland 21093.

ARTICLE II

DEFINITIONS

Section 1. “Corporation” shall mean and refer to ISLAMIC SOCIETY OF NORTHERN BALTIMORE, INC., (hereinafter “ISNB”) its successors and assigns.

Section 2. “Member” shall mean and refer to those persons who have satisfied the membership requirements for ISNB set forth in these By-Laws.

Section 3. “Voting Member” shall mean and refer to those persons who are a Member of ISNB and have fulfilled the requirements of becoming a Voting Member as set forth in these By-Laws.

Section 4. “Board” shall mean and refer to the elected Board of Directors.

Section 5. “Resident Scholar” shall mean and refer to the person who is knowledgeable of teachings of Islam and provide service to the corporation as an Imam, a teacher or a religious scholar.

Section 6. “BOT” shall mean and refer to the Board of Trustees selected by the Board of Directors.

ARTICLE III

PURPOSES AND OBJECTIVES

ISNB shall conduct religious, academic, social welfare programs and activities beneficial to Muslims and non-Muslims, in accordance with Islamic teachings as delineated in the Qur’an, and the Sunnah (habitual practice) of Prophet Muhammad (*Peace Be Upon Him*).

Section 1. Establish all obligatory, required and voluntary prayers including but not limited to the five (5) obligatory daily prayers, Jumu'ah prayers (Friday), Taraweeh prayers and Eid prayers.

Section 2. Offer regular classes to teach adults and/or children about subject areas deemed relevant to Islamic teachings, including Qur’an and Sunnah.

Section 3. Engage in social welfare activities including collection and distribution of money, clothes and food to those in need and other charitable organizations. This shall include but is not limited to the following Islamic categories of charitable collections:

- i). “Zakat” – A charity obligatory to every Muslim to be given every year to the poor and needy.
- ii). “Fitrana” – A compulsory charity paid by every Muslim at the end of Ramadan.
- iii). “Sadaqah” – Voluntary ongoing giving of money or other charity.
- iv). “Fidyah and kaffarah” – Payment by those who are unable to fulfill certain obligatory religious acts.

Section 4. Engage in community outreach activities and serve as a local community center.

ARTICLE IV

MEMBERSHIP

Section 1. Eligibility.

Any individual, eighteen years of age and over; living in Baltimore County, Baltimore City, or any contiguous county, and who practices Islam, shall be eligible become a member of ISNB, subject to the approval of Membership Committee. There shall be no discrimination based on gender, race, nationality or ethnic origin.

Application for membership shall be in writing or online, on the prescribed forms provided for that purpose. The form shall be signed by the applicant. Membership year shall be from January 1st to December 31st. Members who join mid-year will be given credit for the membership year if they join prior to April 1st.

Section 2. Types of Membership.

i). Youth Membership – youth membership is available for youth between the ages of 18 to 26 that are not part of a family membership. All youth members will have the right to vote if they have paid membership dues for two consecutive years (membership established prior to April 1st in the first year).

ii). Individual Membership – any eligible adult over the age of 26. Individual members will have the right to vote if they have paid membership dues for two consecutive years (membership established prior to April 1st in the first year).

iii). Family Membership – family membership will be available for eligible persons in a family. It shall include an individual, their spouse, and any children up to 26 years of age. All members of the family must be approved by the membership committee. All approved members over the age of 18 will have the right to vote if they have paid membership dues for two consecutive years (membership established prior to April 1st in the first year).

iv). Honorary Membership – may be granted by the membership committee with direction from the board to non-eligible adults for their support or contributions to ISNB. Honorary members will not have the right to vote.

Section 3. Membership Dues.

Annual membership dues shall be determined by the board of directors.

The term of the annual dues shall be the calendar year.

Dues are to be paid monthly or yearly. For members paying monthly, if they do not pay dues for three consecutive months and have not responded to ISNB requests, they may lose their voting privileges as determined by the membership committee. For members paying yearly, if they do not pay dues for three months following the due date and have not responded to ISNB requests may lose their voting privileges as determined by the membership committee.

Section 4. Resignation & Termination.

- i). A Member or Voting Member may resign from membership by sending a written letter of resignation to the Board of Directors.
- ii). Non-payment of dues for two (2) full years will automatically terminate membership.
- iii). The Board of Directors may suspend a member by majority vote of the Board of Directors until the next annual General Body meeting.
- iv). The Board of Directors shall have the authority to terminate any Member(s), with cause, by a majority vote. With cause will include deliberate violation of the By-Laws, illegal activities, disruptive behavior or activities that are not in accordance with values of ISNB. Appeals may be made to the Board of Trustees which may confirm or overrule the board decision. Re-instatement of such previously terminated members would require approval by the Board of Trustees.

ARTICLE V

BOARD OF DIRECTORS

ISNB shall be managed by a Board of Directors that shall be responsible for supervising all corporate affairs and approving all operational policies and

procedures. The Board of Directors shall govern the operations of the organization based on a list of policies and procedures to be formulated by the Board of Directors and approved by the Voting Members, that shall be aligned with the Articles of Incorporation and these By-Laws.

Section 1. Selection and Term of Board of Directors.

The Board shall consist of one (1) President and four (4) Members. At the first Spring General Body Meeting, the Voting Members shall elect a President and four additional members of the Board.

The term of the Board of Directors shall be three (3) years. After three years there shall be new elections for the Board members including the President

A board member and the President can serve for a maximum two consecutive terms. However, an ex-board member can be re-elected after a gap of a 3-year term. In addition, a board member who has served in a non-president role for two consecutive terms can be elected as a President for a maximum of another two consecutive terms.

Section 2. Removal of a Member of the Board of Directors.

Any Director may be removed from the Board due to misconduct, unsatisfactory performance, or unacceptable behavior by majority vote of the Board of Directors, or in the event of death or resignation. The successor shall be selected by the President after consultation with, and majority vote of, the remaining Members of the Board of Directors and shall serve for the remaining term of the predecessor.

Section 3. Designations and Responsibilities of the Board of Directors.

During the first meeting of the Board, the President with the majority vote of the elected Board members shall assign the following titles/designations to the Board members:

- Vice President
- General Secretary
- Secretary of Financial Affairs (Treasurer)
- Secretary of Membership

The Board of Directors shall carry out their assignments according to the powers, duties and authority vested in or delegated to each Board member to run the Corporation.

Section 4. Responsibilities of Individual Board Members.

President: The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes; shall be responsible (in conjunction with the General Secretary) to keep a complete record of all corporate affairs and to present a statement thereof to the Voting Members at the Annual General Body Meeting of the voting Members

The President shall supervise all officers, agents, and employees of this Corporation, and to see that their duties are properly performed; and shall procure and maintain adequate liability and hazard insurance on property(s) owned by the Corporation. The President may employ a manager, an independent contractor or such other person as deemed necessary and to prescribe their duties and establish their compensation.

Vice President: The Vice President shall act in the place of the President in the event of his absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board. The Vice President shall take place of the President in the event of the resignation or death of the President and shall complete the remaining term of the President. That term shall not count towards the Vice President's total term limit.

General Secretary: The General Secretary shall keep minutes of all meetings and proceedings of the Board and of the Members; keep the seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; shall co-sign all checks and promissory notes; shall be responsible (in conjunction with the President) to keep a complete record of all corporate affairs; and shall perform such other duties as required by the Board.

Secretary of Financial Affairs (Treasurer): The Secretary of Financial Affairs (Treasurer) shall receive and deposit in appropriate bank account(s) all monies of the Corporation; keep proper books of account; arrange an annual audit of the Corporate books to be made by a public accountant, if necessary; shall prepare an annual budget and a statement of income and expenditures to be presented to the membership at its Annual General Body Meeting.

Secretary of Membership: The Secretary of Membership shall maintain a record of all Members and Voting Members by name, address, phone number, email, date of membership acceptance and date all Members become Voting Members; shall be responsible for efforts for increasing the membership; keep track of membership dues; payments; records and send reminders, as necessary.

Section 5. Compensation.

No member of the Board of Directors shall receive any compensation for any service he/she may render to the Corporation. However, any Director may be reimbursed for his/her actual expenses supported by receipts, incurred in the performance of his/her duties for ISNB.

ARTICLE VI COUNCIL

The Council shall consist of the Board of Directors and the Manager of each committee listed below.

The Board of Directors shall appoint a Manager of the following Committees, to run day to day functions of the Corporation. The initial appointment shall be for a one-year term with unlimited renewals.

- Manager of Grants
- Manager of Information Technology
- Manager of Endowment
- Manager of Legal Affairs (Legal Counsel)
- Manager of the By-Laws Committee
- Manager of General Services

The Board of Trustees shall appoint a Manager, to run the general elections:

- Manager of Elections

Manager of Grants. Manager of Grants shall develop policy and programs to secure government and non-government grants that will help ISNB grow.

Manager of Information Technology. Manager of General Services shall manage electronic records, the website, and all other electronic or virtual representations of ISNB.

Manager of Endowment. Manager of Endowment shall develop plans to promote endowment funds within the community; manage the endowment strategies, accounts, assets and make recommendations to grow the endowment funds for ISNB future initiatives.

Manager of Legal Affairs (Legal Counsel). Manager of Legal Affairs shall coordinate all legal affairs conducted by ISNB.

Manager of the By-Laws Committee. Manager of the By-Laws Committee will ensure that the most current By-Laws and subsequent amendments are drafted, approved by all parties, filed with the State of Maryland and that the Corporation is in compliance with the said By-Laws at all times.

Manager of General Services. Manager of General Services shall be responsible for any construction, development, zoning and general up-keep of the premises; and shall also act as a government and community liaison for the Corporation.

Manager of Elections. Manager of Elections shall be responsible for conducting elections for the Corporation.

ARTICLE VII

MEETINGS

All meetings of members and the Board of Directors may be held at the principal office of the Corporation, by remote attendance or any other place as may be designated by the President.

Section 1. Annual General Body Meetings.

There shall be one General Body Meeting annually. This Annual General Body Meeting shall occur in the Spring time. Members of the Board of Directors shall present the progress over the past year related to their assigned portfolio. Future plans and current important issues shall be discussed, and the Annual Financial Report shall be presented.

Notice and the agenda for the meeting shall be issued to all Members at least 30 days prior to the meeting. At any duly called General Body Meeting of the Corporation, a minimum of 25% of the Voting Members shall constitute a quorum.

Section 2. Board of Directors Meetings.

The Board of Directors shall have regular meetings, at least quarterly. The Council members may be invited as non-voting members of the Board of Directors meetings. The time and place shall be fixed by the President with mutual consent and notices thereof shall be delivered to all members of the Board. At any duly called Board Meeting, a simple majority of Directors shall constitute a quorum.

Special Meetings of the Board of Directors shall be held when called by the President, or by any three (3) Directors, after not less than three (3) days' notice to each Director.

The Board of Directors have the right to conduct business in the absence of a meeting by obtaining the written approval of all the Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

Section 3. Special General Body Meetings.

Special Meetings of the General Membership of the Corporation may be called by the President at any time or based upon a petition submitted in writing with signatures of a minimum 25% of the Voting Members. Notice of Special Meetings, stating the place, date and hour of the meeting, and the purpose of the meeting shall be delivered to each Member at least seven (7) calendar days prior to such meetings. At any duly called Special Meeting of the Corporation, 25% presence of voting members shall constitute a quorum.

ARTICLE VIII

ADDITIONAL ASSIGNMENTS

Section 1. Special Appointments & Standing Committees.

The President, in consultation of the Board of Directors, may appoint such other officers based on the Corporation's needs. These special officers shall hold office for one-year period, shall perform such duties as the President or Board members may assign from time-to-time. These officers may be re-appointed if needed.

Section 2. Special Committees.

The Board of Directors of the Corporation may appoint various committees as deemed appropriate in carrying out its purpose(s). These committee members shall be honorary and selected from the local community.

Section 3. Resignation and Removal.

Any standing or special committee chair or a committee member may be removed from office, with or without cause, by a majority vote of the Board of Directors. Any committee chair or committee member may resign at any time giving written notice to the Board, the President or the General Secretary.

ARTICLE IX

FINANCES AND ASSETS

The operations of the Corporation shall be financed through contributions, donations, membership dues, tuition fees, grants, and other resources. Charitable collections from Zakat, fitrana, fidyah and kaffarah are designated funds for specific recipients (as per the Qur'an and Sunnah), therefore, shall be classified as custodial funds (liabilities) and not as revenue and shall be maintained in a separate account.

A. All financial transactions shall be handled through one or more bank accounts opened in the name of the Corporation as approved by the Board of Directors. Disbursements of the Corporate funds may only be made for budgeted expenditures, authorized by the Board of Directors and payments shall be signed by the General Secretary and the President.

B. Any disposal or sale of Corporate assets shall follow strict guidance of the Internal Revenue Service Code and the ISNB Asset Disposal Policy to be developed, approved and adopted by the Board of Directors. Major transactions should be discussed with the Board of Trustees to seek their advice and approval.

C. No financial dealings should be made where a conflict of interest is involved. Board members or any committee members should not take any assignment or

contract where reimbursement of money is involved for their services.

ARTICLE X

BOARD OF TRUSTEES

A Board of Trustees (BOT) shall be established. This will be a body of experienced persons who have been involved in supporting ISNB and/or other nonprofit organizations, live in Baltimore County or other contiguous county and are members of ISNB, and who are not currently serving on the Board of Directors.

Section 1. Responsibilities of the BOT.

The BOT shall serve as an advisory/judicial body and shall operate in accordance with the Corporation's policies and procedures, as approved by the Board of Directors. The Board of Directors may seek help, advice or consultation on important matters from the BOT.

The BOT may initiate or bring forth an inquiry if they see a matter where there is an obvious conflict of interest, improper dealings or an act against the Corporate rules. In such case the BOT should resolve the issue with the President and other Board members.

The BOT will be consulted and their consent obtained on any project over the threshold of \$50,000, or on a purchase or sale of the property worth \$50,000 or above. Arbitration by the BOT shall be the exclusive mechanism for the resolution of any dispute referable to the BOT under the Articles of Incorporation and these By-Laws.

Any and all decisions made by the BOT by majority vote shall be considered final and binding on all parties and cannot be contested.

The BOT shall not be responsible for, nor interject in, any day-to-day affairs of the Corporation.

The BOT shall also be responsible for appointing the Manager of Elections that will be responsible for seeking nominations and conducting the elections.

Section 2. Terms of BOT member appointments.

BOT shall consist of a maximum of five (5) members selected from the community who have been involved in supporting ISNB and/or other nonprofit organizations. Preference will be given to those who have served as an ISNB Board member in the past. During the first cycle, the President and the Board shall decide on the number and tenure of the BOT members. After the first cycle, the term of appointment for any BOT member shall be 5 years.

Upon the end of the term for each BOT member, and the Board of Directors shall appoint one Member to the vacant BOT seat. After completion of his/her initial term, the BOT member can be re-appointed for a maximum of 1 more full consecutive term of 5 years. After completing two consecutive terms, the BOT shall roll off for at least one full 5-year term before being re-appointed again as a BOT.

A replacement appointment will be made by the Board of Directors if any member of the BOT resigns or is unable to perform his/her duties.

ARTICLE XI

ELECTIONS

An election for the Board of Directors shall be held every 3 years. All elections will be conducted at least 30 days prior to the Annual General Body Meeting.

Section 1. Nomination and Election Committee.

The Board of Trustees shall appoint a Manager of Elections who will create a Nomination and Election Committee to seek nominations and conduct the elections. This committee shall comprise of one chairperson (the Manager of Elections) and at least one additional member selected from amongst the voting members of ISNB.

No member of the Nomination and Election Committee will be eligible for any position on the ballot composed by the committee and cannot be a current member of the Board of Directors. The Nomination and Election Committee shall seek nominations from members at least 90 days before the date of election.

Nominations shall be submitted in prescribed form by one voting member and seconded by another. There shall be at least one nominee for each position being elected. After considering the nominations, the Nomination and Election Committee will submit a slate of candidates for various offices of ISNB to all the members at least 30 days before the election along with a brief resume of the candidate.

Section 2. Voter eligibility.

ISNB members that have fully paid-up membership dues for at least the full previous calendar year (established membership prior to April 1st); and the current calendar year (through the month of elections) shall be considered as voting members. The final list of all voting members verified by the Secretary of

Memberships and approved by the Board of Directors will be provided to the Nomination and Election Committee at least 14 days before the ballots are sent out.

Section 3. The Election Process.

An election of the officers of ISNB will be held by secret ballot with a simple majority of votes cast. No candidate shall be elected to the same office for more than two consecutive terms. However, the membership by an affirmative vote of two thirds of those voting may waive this restriction. All voting members wishing to participate in the election shall cast their vote by secret ballot in person. The voting members will put their completed ballot and cast their vote in a box provided. The ballots will be opened by the Nomination and Election Committee in the presence of representatives of all the contesting candidates. The Chairperson of the Nomination and Election Committee will announce the results of the election at the Annual General meeting, which will be held on the same day.

ARTICLE XII

THE RESIDENT SCHOLAR(S)

The Corporation shall appoint one or more Resident Scholar(s) to fulfill the religious, educational, social, spiritual, and psychological needs of the community. The Board of Directors shall determine the fair compensation and other terms and conditions of engagement for the Resident Scholar(s). The terms and conditions of engagement shall be set out under a separate contract to reflect both parties' agreement.

ARTICLE XIII

AMENDMENTS to the BY-LAWS

Amendments to the By-Laws may be initiated by either one or all of the following: (1) at least 25% of voting members, (2) majority of the Board of Directors, or (3) majority of the BOT, in writing and be duly signed. These proposed amendments shall be presented to entire Board of Directors and the Manager of the By-Laws Committee. After reviewing the proposed amendments, the Board of Directors and the Manager of the By-Laws Committee shall present the amendments to ISNB members at any regular or special meeting of the General Body after approving them.

There shall be a scheduled vote on the amendments after comments and/or modifications. The scheduled vote shall be managed by the Nominations and Elections Committee. These By-Laws may be amended, by a vote of the voting members present in person in the meeting or by proxy. Vote by proxy will entail a voting member to send a proxy request with his/her choice of vote. All proxies shall be submitted and filed with the General Secretary ahead of the scheduled vote. Proxy by mail, courier service or e-mail shall be accepted. Proxy votes may be accepted from one (1) week of the scheduled vote to the day the General Body is scheduled vote.

A two-third (2/3rd) majority of the tabulated votes shall be deemed as the final decision to be implemented by the Board.