

**BOARD RESOLUTION**  
**Islamic Society of Northern Baltimore, Inc.**

**Board Approval of 2024 Amendments to the Bylaws**

WHEREAS, the Board of Directors (the "Board") of the Islamic Society of Northern Baltimore ("ISNB") recognizes the need to periodically review and update the organization's Bylaws to ensure they reflect current operational needs, regulatory compliance, and best governance practices;

WHEREAS, the Bylaws Committee was tasked with reviewing and proposing amendments to the Bylaws to address these issues;

WHEREAS, the Bylaws Committee has completed its review and proposed amendments, which were subsequently presented to the members of ISNB on October 20, 2024;

WHEREAS, the eligible voting members of ISNB voted on the amendments during the voting period from November 1 to November 3, 2024; the voting results were as follows: 84 eligible members voted, all voted in favor of approving the amendments to the Bylaws, no members voted against the amendments;

WHEREAS, the proposed modifications to the Bylaws are deemed necessary to:

- Clarify the roles, responsibilities, and authority of the Board and its committees;
- Enhance alignment with applicable laws, regulations, and industry standards;
- Address changes in the organization's structure, membership, or operational processes;
- Promote transparency, accountability, and effective governance;

NOW, THEREFORE, BE IT RESOLVED:

1. Approval of Proposed Amendments

The Board hereby approves the proposed amendments to the Bylaws as presented by the Bylaws Committee and voted to be approved by eligible ISNB members.

2. Authorization to Finalize Amendments

The Board authorizes the Bylaws be amended and finalized in accordance with the eligible member vote and Board approval provided during this meeting.

3. Implementation of Amended Bylaws

Upon finalization, the amended Bylaws shall take effect immediately.

#### 4. Record of Changes

The Board directs that a copy of the amended Bylaws, along with a summary of the key changes, be maintained in the organization's official records and made accessible to the Board and others as appropriate.

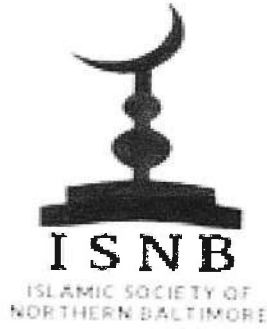
#### 5. Future Reviews

The Board affirms its commitment to regularly review the Bylaws to ensure their continued relevance and alignment with ISNB's goals and objectives.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand effective  
this 8th day of December, 2024.

ry, ISNB

Illness Ansari (AKBAR ANSARI) Secreta



**BY-LAWS OF THE**

**ISLAMIC SOCIETY OF NORTHERN BALTIMORE,**

**INC.**

*As amended on: December 8, 2024*

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## ARTICLE I: NAME, OFFICES, INCORPORATION AND DISSOLUTION

### **Name**

The name of the non-profit organization is ISLAMIC SOCIETY OF NORTHERN BALTIMORE, INC. hereinafter referred to as the "Corporation" or "ISNB".

### **Principal Office**

The principal office of the Corporation shall be located at 495 W. Padonia Road, Lutherville-Timonium, Maryland 21093.

### **Registered Office**

The Corporation shall have and continuously maintain in the State of Maryland, a registered office and a registered agent. The registered office may be, but need not be, located in the principal office of the Corporation. The ISNB Board of Directors may from time to time change the address of the registered office.

### **Registered Agent**

The registered agent of the Corporation and any of its subsidiary entities shall be the current General Secretary of the ISNB.

## **Incorporation and Tax Exempt Status**

The Corporation was registered in the state of Maryland on November 16, 2009 as Hunt Valley Community Center and the name subsequently changed to Islamic Society of Northern Baltimore on February 14, 2020. The Corporation was registered under the classification of “Non–Stock Corporation”, therefore has no authority to issue capital stock. ISNB BOD may create additional subsidiary entities (i.e. LLC, LLP, S-Corp, etc.) under its ownership, including the revision and formation of any legal, regulatory, or statutory documents as deemed necessary in the best interest of the Corporation.

The Internal Revenue Service has determined and recognized the Islamic Society of Northern Baltimore an Organization Exempt from Income Tax under the Section 501(c) (3) of the Internal Revenue Code. 4.

## **Dissolution**

In the event of dissolution of the Corporation, any assets remaining shall be distributed according to Islamic Principles, as directed by the ISNB BOD, to such organizations as are qualified as tax exempt under Section 501 (c)(3) of the 1975 Internal Revenue Code, or the corresponding provisions of a future United States Internal Revenue law. In no event shall any assets be distributed to the members.

## 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 Quran, and the Sunnah (habitual practice) of Prophet Muhammad (*Peace Be Upon Him*) with the intent to establish a society with great moral values and excellent practices.

**Section 1.** Intend to establish all obligatory, required and voluntary prayers including but not limited to the five (5) obligatory daily prayers, Jumuah prayers (Friday), Janaza (funeral), Taraweeh prayers and Eid prayers.

**Section 2.** Intend to offer regular classes to teach adults and/or children about subject areas deemed relevant to Islamic teachings, including Quran and Sunnah. This includes programs provided by the ISNB Sunday School

**Section 3.** Intend to engage in social welfare activities including counseling, 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.** Intend to offer other Islamic religious practices such as:

- i. Itekaf (seclusion) in Ramadan.
- ii. Dawah & Tableegh (invitation and propagation) throughout the year.
- iii. Daily, weekly, and occasional lectures and seminars.

**Section 5.** Intend to engage in community outreach activities and serve as a local community center. This includes, but is not limited to, promoting interfaith dialogue and hosting other cultural activities that help in developing a better understanding with various religious or cultural groups, resulting in tranquility in the community.

## ARTICLE IV: MEMBERSHIP

The membership of ISNB shall consist of those persons who agree to abide by and satisfy the membership requirements set forth in these By-Laws.

### **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 1<sup>st</sup> to December 31<sup>st</sup>. Members who join mid-year will be given credit for the membership year if they join prior to April 1<sup>st</sup>.

## **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 1<sup>st</sup> 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 1<sup>st</sup> 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 dependent children up to 26 years of age. All members of the family must be approved by the membership committee. As part of the family membership, only the individual applying for membership and their spouse will have the right to vote if they have paid membership dues for two consecutive years (membership established prior to April 1<sup>st</sup> in the first year). Children between the ages of

18 and 26 that are part of a family membership will not have a right to vote, unless they obtain their own youth membership (see Youth Membership section above).

- 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 by majority vote. 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 (also referred to as “Board”, “board member” or “Director”) shall govern the operations of the organization based on a list of policies and procedures to be formulated by the Board of Directors, 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 board members.

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 Board member**

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 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 the 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. For all regulatory and governance purposes, the ISNB President shall be considered the head of the Masjid Al Kareem School.

- **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 as needed; 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 ensure all monies of the Corporation are deposited in the appropriate bank account(s); 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 Members 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 the Corporation.

## **Section 6. Disputes / Arbitration**

- The ISNB President and/or the ISNB Board of Directors may seek advice/arbitration from the ISNB Board of Trustees for any disputes.
- The Board of Directors shall have jurisdiction over any dispute between any subordinate ISNB entities.
- Any of the members may appeal the decision of the Board of Directors to the Board of Trustees. The Board of Trustees shall hold a hearing with representation from both sides and make a ruling to uphold or overturn the decision of the Board of Directors by majority vote.
- If ten members sign a petition, they can request the Board of Trustees evaluate a member of the Board of Directors. They can then remove that member of the Board of Directors from office by majority vote by the Board of Trustees.

## **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, as needed. 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
- Manager of Social and Welfare Activities

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

- Manager of Elections
- **Manager of Grants.** Manager of Grants shall develop policies and programs to secure government and non-government grants that will help ISNB grow.
- **Manager of Information Technology.** Manager of Information Technology shall manage electronic records, the website, and all other electronic or virtual representations of ISNB. The Manager of Information Technology will be responsible to send out electronic notifications or messages to Members and the community at large on behalf of the Corporation. The Manager of Information Technology will work closely with the General Secretary on such communications.
- **Manager of Endowment.** Manager of Endowment shall develop plans to promote endowment funds within the community; manage endowment strategies, accounts, assets

and make recommendations to grow the endowment funds for ISNB future initiatives. The Manager of Endowment will work closely with the Secretary of Financial Affairs to ensure that all endowment funds are appropriately invested, correctly accounted for and reconciled on a timely basis.

- **Manager of Legal Affairs (Legal Counsel).** Manager of Legal Affairs shall coordinate all legal affairs conducted by ISNB. The Manager of Legal Affairs shall provide advice and guidance on ongoing or pending legal matters and shall represent the Corporation on any such matters.
- **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, 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 Social and Welfare Activities.** Manager of Social and Welfare Activities will be responsible to engage in activities such a collection and distribution of money and other necessities to those in need, including but not limited to collection and distribution of funds relating to zakat, fitrana, sadaqah, fidyah and kaffarah. The Manager of Social and Welfare Activities will be responsible to perform all the required due diligence to ascertain need and

eligibility of the individuals prior to distribution of such funds and will be responsible to maintain all records of such due diligence to present to the Board of Directors. The Manager of Social and Welfare Activities will work closely with the Secretary of Financial Affairs to ensure that there are sufficient funds for such distributions.

- **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 to 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 Council. 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. Other than the Special General Body Meeting called for announcement of Election results, all other duly called Special General Body Meetings of the Corporation will require a quorum of 25% of Voting Members.



## ARTICLE VIII: ADDITIONAL ASSIGNMENTS

### **Section 1. Special Appointments & Standing Committees**

The President, in consultation with 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: MASJID AL KAREEM SCHOOL

The ISNB School Administration Team (SAT) holds the primary responsibility of running the Masjid Al Kareem School (School).

## **Section 1.     Structure and Governance**

The SAT shall oversee and manage all educational entities under its jurisdiction, namely the Sunday School, Quran Academy and the Youth Program. The SAT shall comprise of at least three administrative members and the School Principal. The Principal shall be appointed by the Board of Directors for a 3 year term, by majority vote. The Principal may serve for at most 5 consecutive terms. The remaining members of the SAT shall be appointed by the Principal based on their qualifications and commitment to the education mission of the School with approval by majority vote by the Board of Directors. The Principal shall facilitate all communications between the SAT and the Board of Directors. For all regulatory and governance purposes, the ISNB President shall be considered the head of the Masjid Al Kareem School. The Board of Directors may, from time to time, audit records of the SAT to assure compliance with all the policies including budget.

## **Section 2.     Duties and Responsibilities of the SAT**

Duties and responsibilities of the SAT include, but are not limited to:

- The SAT shall make its own School By-Laws which shall be aligned with the ISNB By-Laws and approved by the Board of Directors.. The SAT shall review its By-Laws at least annually and amend if necessary. Such amendments shall require a two-thirds majority vote of the SAT and must be submitted to the Board of Directors for review and approval before they can be considered final and enforced.
- The SAT shall have full autonomy in strategic direction, policy-making, and administration of the educational entities under its jurisdiction
- The SAT shall ensure that all activities and programs align with Islamic principles and meet

educational standards, promoting both religious and secular knowledge.

- The SAT shall establish and maintain a clear mission and vision for each educational entity, ensuring that they are communicated effectively to all stakeholders.
- The SAT shall set measurable goals and objectives for the educational entities and regularly assess progress towards achieving them.
- The SAT shall ensure compliance with all applicable laws and regulations, including those related to education, health, safety, and employment.
- The SAT shall develop and implement policies and procedures to ensure the efficient and effective operation of the educational entities.
- The SAT shall foster a culture of continuous improvement, encouraging innovation and excellence in all educational programs and activities.
- The SAT shall ensure that all transactions incurred on behalf of the School are appropriately accounted for, and the SAT shall maintain appropriate accounting records to present to the Treasurer for inclusion in the ISNB Corporate books.
- The SAT shall be responsible for their budget, including both generating funds and the allocation of those funds.
- The SAT shall provide the board of directors quarterly financial updates.
- The SAT shall prepare an Annual Report to present to the ISNB Board at least seven (7) days before the Annual General Body meeting or on an agreed-upon date. The Annual Report shall include: (1) current and projected enrollments, (2) total revenues and expenditures, (3) summarized students' progress, without personally identifiable

information, (4) evaluations of key staff members, (5) any other pertinent information.

## ARTICLE X: 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.

- i. 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 or the President.
- ii. 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.
- iii. 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 XI: BOARD OF TRUSTEES

A Board of Trustees (BOT) shall be established for the Corporation. 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 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 XII: 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 60 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 prior to the election.

## **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 elections 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. There may be more than one day of voting to accommodate the membership, if approved by the Nomination and Election Committee. The ballots will be opened by the Nomination and Election Committee in the presence of representatives of all the contesting candidates, if they so choose. The Chairperson of the Nomination and Election Committee will announce the results of the elections either through email or at a Special General Body Meeting on the final day of voting once all the ballots have been counted.

## **ARTICLE XIII: 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 XIV: 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 via email or 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.

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

## ARTICLE XV: MISCELLANEOUS

### **Section 1. Fiscal Year**

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December every year, except if the first fiscal year begins on the date of incorporation.

### **Section 2. Books and Records**

The books, records and records of the Corporation shall be maintained in the ordinary course of business. The Articles of Incorporation and the By-Laws of the Corporation shall be kept on file at the Corporation's principle office available for inspection by any Member.

### **Section 3. Corporate Seal**

The Corporation shall have a seal in circular form having within its circumference the words: "ISLAMIC SOCIETY OF NORTHERN BALTIMORE, INC., Incorporated Maryland."

## CERTIFICATION OF APPROVAL

THAT I am the duly elected and acting official of ISLAMIC SOCIETY OF NORTHERN BALTIMORE, INC., a Maryland corporation, and

THAT the foregoing By-Laws constitute the original By-Laws of said Corporation, as duly adopted at a meeting of the Board of Directors thereof, held on

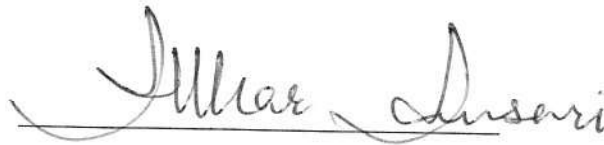
December 8, 2024

Date: 12/08/24

A handwritten signature in cursive script, appearing to read "Meer D. Khan", written over a horizontal line.

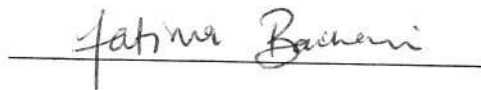
President

Date: 12/8/2024

A handwritten signature in cursive script, appearing to read "Illias Ansari", written over a horizontal line.

General Secretary

Date: 12/8/2024

A handwritten signature in cursive script, appearing to read "Fatima Bachani", written over a horizontal line.

Manager of the By-Laws Committee