



BYLAWS OF ISLAMIC CENTER OF NEW MEXICO

The following Amended and Restated Bylaws were adopted by the Board of Directors on September 14, 2012 and ratified by the Special General Assembly effective September 28, 2012.

ARTICLE 1: NAME

The name of the corporation shall be “Islamic Center of New Mexico”, hereinafter referred to as the “Corporation” or “ICNM”.

ARTICLE 2: GOVERNING LAW, PRINCIPLES AND PURPOSES

The Corporation was formed under the New Mexico Nonprofit Corporation Act, Ch. 53, Art. 8 NMSA 1978 (the “Act”). All activities of the Corporation shall be consistent with the Act and the Articles of Incorporation (the “Articles”) filed with the New Mexico Public Regulation Commission. The Corporation shall also ensure that its affairs are in accordance with the Islamic Sharia as determined by the Holy Qur’an and the Sunnah of Prophet Muhammad (peace be upon him) as interpreted by Ahlu-Sunnah Wal-Jamah. Ahlu-Sunnah Wal-Jamah is defined as the teachings of the four Caliphs succeeding the Prophet Muhammad (peace be upon him).

The Corporation is organized exclusively for charitable, religious, and/or educational purposes under Section 501(c)(3) of the Internal Revenue Service Code, as amended, including for such purposes, distributions of charitable donations and funds to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Notwithstanding any other provisions of these Bylaws, the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by an organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Regulations promulgated thereunder as they now exist or as they may hereafter be amended, including, but not limited to, carrying on propaganda, or otherwise attempting to influence legislation, participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

No part of the net earnings of the Corporation shall inure to the benefit of any Director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

2.A THE SPECIFIC PURPOSES OF THE CORPORATION ARE:

- 2.A.1 To provide religious services to the Muslim community in the State of New Mexico in practicing the religion of Islam according to the teachings of the Holy Quran and the Sunnah (the traditions) of Prophet Muhammad (peace be upon him).
- 2.A.2 To unite, represent and serve the interests of Muslims of Albuquerque, New Mexico.
- 2.A.3 To provide both spiritual and community services to the Muslim community of Albuquerque, such as counseling, weddings, funerals, and other community projects.
- 2.A.4 To develop service institution(s) to serve Islam and Muslims in cooperation with other communities and organizations in the Albuquerque area.
- 2.A.5 To conduct religious, educational, social, cultural, and other activities.
- 2.A.6 To promote Islam and enhance awareness and understanding of Islam for Muslim and non-Muslim community members of New Mexico
- 2.A.7 To engage new Muslims in the practice of Islam through the understanding of the Islamic teaching according to the teachings of the Holy Quran and the Sunnah (the traditions) of Prophet Muhammad (peace be upon him).

ARTICLE 3: MEMBERSHIP

3.A Members:

Any Muslim who pledges agreement with and commitment to the beliefs and purpose of the Corporation shall be eligible to apply for membership in the Corporation.

3.B Members Selection & Removal:

- 3.B.1 Any person who desires to become a member of the Corporation (a "Member") shall make his or her desire known in accordance to the procedures adopted by the Board of Directors (the "Board") for that purpose.
- 3.B.2 The Board shall have the right to refuse any application for membership, by means of a two-thirds majority vote, if, in its discretion, it finds that such applicant is not of good moral character or guilty of conduct detrimental to the best interests of the Muslim community and/or the Corporation.

- 3.B.3 The Board, by means of a two-thirds majority vote, shall have the right to remove or suspend from membership any Member who has been found by the Board to be guilty of violating the Corporation's Bylaws, violating the principles of Islamic Ethics as defined by the Islamic Sharia or conduct detrimental to the best interests of the Muslim community and/or the Corporation.

3.C Rights, Privileges and Obligations of Members:

- 3.C.1 None of the Members of the Corporation shall have any right to or interest in any property, real or personal, of any kind or description, which is now or may be in the future owned or controlled by the Corporation. The real property currently owned by the Corporation and any property acquired in the future shall be (i) held in trust with the North America Islamic Trust (NAIT) presently headquartered in Plainfield, Indiana, (ii) held in a trust created by the Corporation, or (iii) held by the Corporation.
- 3.C.2 The Members meeting as provided in the Bylaws (the "General Assembly") shall be the highest governing body in the Corporation.
- 3.C.3 The Board may adopt such rules and regulations as it may deem proper for governing the rights, privileges and obligations of Members; provided, however, that such rules and regulations are not inconsistent with the Corporation's Articles or Bylaws.
- 3.C.4 The Members have the right to be heard at the meetings of the Board subject to reasonable limitations determined by the Board in consultation with the Shura (as defined in Section 6.A).
- 3.C.5 No Member shall hold any single Corporation office (including as a Director, officer, Shura member or member of the Election Commission), whether elected or appointed, for a term of more than five years. Any office holder shall be subject to removal by means of simple majority vote at a Special General Assembly meeting called for that purpose.

3.D Dues and Assessments:

The Board may, at its discretion, choose to impose periodic dues or assessments on the Members of the Corporation; provided, however, that the Board shall adopt a policy regarding membership dues and registration procedures no later than March 1st in each year. Failure to adopt a new policy shall leave the previous year's policy in effect.

3.E General Membership Guidelines and Voting Rules:

- 3.E.1 Membership shall be renewed on an annual basis.

- 3.E.2 For election purposes, the deadline to register and be able to participate in the current election cycle shall be August 31st.
- 3.E.3 In order for the Member to be eligible to vote, the Membership request must be submitted 30 (thirty) calendar days prior to the election or the scheduled General Assembly meeting at which a matter will be voted on.
- 3.E.4 The right to vote shall be held only by Members who are eighteen years of age or older at the time of casting the vote.
- 3.E.5 Each Member shall be entitled to one vote.
- 3.E.6 Cumulative voting and voting by proxy shall not be permitted.
- 3.E.7 Only Members with active registration shall have the right to vote.
- 3.E.8 Prior year membership shall remain in force until August 31st.

ARTICLE 4: MEETINGS OF THE MEMBERS

4.A Types of Member Meetings:

4.A.1 Regular General Assembly Meetings:

Two General Assemblies of the Members of the Corporation shall be held at a time and place determined by the Board, subject to the following restrictions:

- 4.A.1.a The first General Assembly shall be held no later than the first Sunday in April. Such meeting shall constitute the “annual meeting” required by Section 58-8-13(B) NMSA 1978.
- 4.A.1.b The second General Assembly shall be held no later than one month prior to the elections of the new Board.
- 4.A.1.c The time and location of the General Assembly meetings shall be communicated to the Members through the ICNM website, email, announcements after Friday Salat, posting at the Center, phone communications and/or personal communications.

4.A.2 Special General Assembly Meetings:

A special meeting of the Members of the Corporation may be called for any purpose, including accepting or rejecting amendments to the Bylaws, at any time by a two-thirds (2/3) majority vote of the Board or by a request from one-third (1/3) of the eligible voting Members. No vote on amendments to the Bylaws may be held at a regular General Assembly meeting.

4.B Place of Meetings:

The regular General Assembly meetings or special General Assembly meetings shall be held at the Corporation's headquarters unless special circumstances do not permit, in which case, the Board shall designate and announce a new meeting location.

4.C Quorum:

- 4.C.1 Except as provided in Section 4.C.2, a minimum of one-third (1/3) of the eligible voting Members shall constitute a quorum for all General Assembly meetings.
- 4.C.2 The quorum for a special General Assembly meeting called for the purpose of accepting or rejecting amendments to the Bylaws shall be a minimum of two-thirds (2/3) of the eligible voting Members for the first special General Assembly called for that purpose. If the 2/3 quorum is not met, a second call for a special General Assembly meeting will follow for the same subject, with a quorum requirement of a minimum of one-half of the eligible voting Members.
- 4.C.3 If the quorum requirements for the adoption of the proposed bylaws amendments are not met pursuant to Section 4.C.2, then the amendments will be approved or rejected by the majority of those Members in attendance and voting at a Friday congregational meeting announced for that purpose. The Board shall give a minimum of two weeks' notice of such vote at the Friday congregational meeting.
- 4.C.4 The Members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum.

4.D. Voting:

- 4.D.1 Except as provided in Section 4.D.2 and Section 4.C.3, a simple majority of those present and voting shall constitute a valid vote for General Assembly meetings.
- 4.D.2 Special General Assembly for amendment of the Bylaws:
 - 4.D.1.a A two-thirds (2/3) majority vote of those present and voting at the special General Assembly meeting shall be required to pass proposed amendments of the Bylaws.
 - 4.D.1.b A special General Assembly by means of simple majority vote of those present and voting may request a revision or modification of a proposed amendment to the Bylaws prior to its approval. Such a revision or modification shall be presented to a subsequent special General Assembly meeting for approval within 14 days of the request.

ARTICLE 5: BOARD OF DIRECTORS

5.A General Powers:

Subject to the powers reserved herein to the Members, the Board shall govern the affairs of the Corporation. Members of the Board (“Directors”) shall not receive compensation from the Corporation, whether as employees, independent contractors or otherwise for their work as Directors. No persons shall serve on the Board while in the employment of the ICNM.

5.B Numbers and Qualifications:

5.B.1 The number of Directors shall be no fewer than ten and no more than twelve.

5.B.2 Any voting Member of the Corporation who has had a minimum of two continuous years of membership and whose membership is in good standing shall be eligible to run for any position on the Board except for the positions of President and Vice President.

5.B.3 A candidate for the position of President or Vice President shall be either:

5.B.3.a A person who is a voting Member of the Corporation, who has had a minimum of five (5) continuous years of membership, and whose membership is in good standing; or

5.B.3.b A person who has served on the Board for a minimum of one full term.

5.B.4 A candidate for the position of Treasurer shall be a professional bookkeeper or accountant.

5.B.5 A candidate for the position of Director of Sisters shall be a woman.

5.C Composition of the Board of Directors:

Five of the Directors shall simultaneously serve as the following officers:

5.C.1 President:

5.C.1.a The President shall be the chief executive officer of the Corporation and shall be responsible for administration and general supervision over the business and affairs of the Corporation.

5.C.1.b The President shall have the obligation of leading the community as defined in the Islamic Sharia. One of the required functions of

the President is to call and lead people in prayer (Salat). The President may choose to delegate this duty as deemed fit.

5.C.2 Vice President:

- 5.C.2.a The Vice President shall, subject to the direction of the President and the Board, be responsible for the administration and supervision of the business and affairs of the Corporation in the absence of the President.
- 5.C.2.b In the case of the absence of the President, the Vice President shall assume all the powers and duties of the President. When the Vice President assumes the powers and duties of the President, he shall appoint one of the Directors as acting Vice President.

5.C.3 Treasurer:

- 5.C.3.a The Treasurer shall have all charge and custody of, and be responsible for, all funds of the Corporation, receive and give receipts for the monies due and payable to the Corporation from any source, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of the Bylaws.
- 5.C.3.b The Treasurer shall perform all duties incidental to the office of the Treasurer, including maintaining auditable financial records, preparing financial reports and statements for presentation to the Board at its meetings and to the community at the regular General Assembly and special General Assembly meetings.
- 5.C.3.c The Treasurer shall perform other duties assigned by the President or the Board.
- 5.C.3.d If the Treasurer cannot fulfill his or her duties for a period longer than 30 calendar days, the Treasurer shall delegate his or her duties to a Director for the period of his or her absence. If the Treasurer fails to delegate his or her duties then the Board may choose to assign the duties to another Director for the absence period.

5.C.4 General Secretary:

- 5.C.4.a The General Secretary shall keep the minutes of the meetings of the Members and the Board.

- 5.C.4.b The General Secretary shall see that all notices are duly given in accordance with the provisions of the Bylaws.
- 5.C.4.c The General Secretary shall be the custodian of the corporate records and of the seal of the Corporation.
- 5.C.4.d The General Secretary shall keep a register of the mailing address and phone number of each Member, and in general perform all duties incidental to the office of General Secretary and such duties as may assigned to him or her by the President or by the Board.
- 5.C.4.e The General Secretary shall be responsible for communicating any announcements on a weekly basis, or to delegate the duty of providing such announcements in his absence.
- 5.C.4.f If the General Secretary cannot fulfill his or her duties for a period longer than 30 calendar days, the General Secretary shall delegate his or her duties to a another Director for the period of his or her absence. If the General Secretary fails to delegate his or her duties then the Board may choose to assign the duties to another Director for the absence period.

5.C.5 Director of Sisters:

- 5.C.5.a The Director of Sisters shall coordinate and organize all activities for the sisters.
- 5.C.5.b The Director of Sisters shall be responsible for keeping the Board informed of all activities of the sisters.
- 5.C.5.c The sisters shall have the power to create their own committees. Such committees shall report their activities to the Director of Sisters.
- 5.C.5.d If the Director of Sisters cannot fulfill her duties for a period longer than 30 calendar days, she shall delegate her duties to a fellow female Director or Sister from the community for the period of her absence. If the Director of Sisters fails to delegate her duties then the Board may choose to assign the duties to another Director for the absence period.

5.D Additional Positions on the Board of Directors:

In addition to the five Board positions provided in Section 5.C, the Board shall include the following additional five (5) positions:

5. D.1 Director of Facility:

The Director of Facility shall perform the following duties:

- 5.D.1.a Arrange the following services for the security and maintenance of the ICNM premises:
 - a. Security for ICNM premises through secure gates and doors.
 - b. Services for the cleaning and maintenance of the building, courtyard, parking lots, and landscaping.
 - c. Adequate supplies that are needed for the kitchen, office and bathrooms.
 - d. Maintaining all equipment including the fire safety and sound system in a good working condition.
 - e. Making recommendations for the beautification of premises by planting trees, flowers, and other improvements to enhance the appearance and functionality of the premises.
 - f. Tracking the issuance of the building keys given to the Directors and members of the community.
- 5.D.1.b Supervise the regular and occasional staff working on repairs and/or cleaning of the building and/or equipment.
- 5.D.1.c Ensure the timely payment of utility bills by the treasurer.
- 5.D.1.d Know and train other Directors in using all equipment installed at the ICNM.
- 5.D.1.e Establish an evacuation plan for emergencies, and train other Directors to execute the plan.
- 5.D.1.f Schedule the events being arranged at the ICNM premises.
- 5.D.1.g Arrange for security and traffic control services on Fridays, Eids, and special events.
- 5.D.1.h Implement the safety and security rules and regulations, with the help of other Directors, set forth by the Board.
- 5.D.1.i Perform any other duties as assigned by the President or by the Board.
- 5.D.1.j If the Director of Facility cannot fulfill his or her duties for a period longer than 30 calendar days, he or she shall delegate such duties to a fellow Director for the period of her absence. If the

Director of Facility fails to delegate his or her duties then the Board may choose to assign the duties to another Director for the absence period.

5.D.2 Director of Dawah:

The Director of Dawah shall:

- 5.D.2.a Convey the message of Islam by coordinating the activities that educate both Muslims and non-Muslims in the Albuquerque community about Islam through lectures, events, dialogues, presentations, etc.
- 5.D.2.b Increase the overall knowledge of the Muslim community by arranging classes/lectures on fundamentals of Islam at the ICNM. This may include inviting Muslim scholars.
- 5.D.2.c Maintain positive relationships with other faith communities, through visits, lectures and presentations, and inviting them to attend our prayer services and other events at the ICNM.
- 5.D.2.d Maintain contacts with the UNM Religious Studies Department and support its activities that promote a better understanding of Islam.
- 5.D.2.e Visit and invite Muslim individuals and families to the ICNM.
- 5.D.2.f Advise and assist the UNM Muslim Student Association (“MSA”) in its religious activities.
- 5.D.2.g Maintain an adequate supply of Dawah material.
- 5.D.2.h Seek the advice of the Imam at ICNM on religious matters.
- 5.D.2.i Perform any other duties as assigned by the President or by the Board.
- 5.D.2.j If the Director of Dawah cannot fulfill his or her duties for a period longer than 30 calendar days, he or she shall delegate her duties to a fellow Director for the period of her absence. If the Director of Dawah fails to delegate his or her duties then the Board may choose to assign the duties to another Director for the absence period.

5.D.3 Director of Youth:

The Director of Youth shall:

- 5.D.3.a Plan and conduct activities for the social and spiritual development of the Muslim youth, such as lectures, discussion groups, and etc.
- 5.D.3.b Address issues relevant and specific to the Muslim youth.
- 5.D.3.c Increase brother/sisterhood.
- 5.D.3.d Increase youth engagement at ICNM.
- 5.D.3.e Promote a healthy Muslim identity.
- 5.D.3.f Nurture the spiritual development of youth.
- 5.D.3.g Arrange sporting events.
- 5.D.3.h Direct ICNM youth activities in collaboration with MSA.
- 5.D.3.i Engage youth volunteers to assist in the events arranged by the ICNM.
- 5.D.3.j Serve as a liaison between MSA and the ICNM.
- 5.D.3.k Coordinate youth activities, when female youth are involved, with the Director of Sisters.
- 5.D.3.l Perform any other duties as assigned by the President or by the Board.
- 5.D.3.m If the Director Youth cannot fulfill his or her duties for a period longer than 30 calendar days, he or she shall delegate her duties to a fellow Director for the period of his or her absence. If the Director of Youth fails to delegate his or her duties then the Board may choose to assign the duties to another Director for the absence period.

5.D.4 Director of Education:

The Director of Education shall:

- 5.D.4.a Coordinate Islamic Sunday School education.

- 5.D.4.b Serve as a liaison between Salam Academy and similar Islamic education institutions and the ICNM.
- 5.D.4.c Engage adult and youth volunteers to assist in the education, tutoring and mentorship activities.
- 5.D.4.d Perform any other duties as assigned by the President or by the Board.
- 5.D.4.e If the Director of Education cannot fulfill his or her duties for a period longer than 30 calendar days, he or she shall delegate his or her duties to a fellow Director for the period of his or her absence. If the Director of Education fails to delegate his or her duties then the Board may choose to assign the duties to another Director for the absence period.

5.D.5 Director of Public Affairs:

The Director of Public Affairs shall:

- 5.D.5.a Work with federal, state, and city agencies to create a better understanding of the Albuquerque Muslim community's needs and problems. Specially focus on law enforcement agencies such as police, FBI, ICE, and TSA who come in frequent contact with Albuquerque area Muslims. May arrange lectures, open houses, and other events to achieve this purpose.
- 5.D.5.b Facilitate the interaction of law enforcement agencies with the members of our Muslim Community.
- 5.D.5.c Resolve or reduce tension in conflict situations with other Albuquerque communities, and highlight the role and contribution of Muslims.
- 5.D.5.d Create a positive image of the Muslim community among the other communities in Albuquerque.
- 5.D.5.e Maintain a positive relationship with the National Hispanic Culture Center, the African American Culture Center, and other cultural and civic organizations.
- 5.D.5.f Maintain contacts with the offices of Albuquerque Mayor, New Mexico legislators, USA Representatives, and USA Senators.
- 5.D.5.g Serve as a spokesperson for our Muslim community to the Albuquerque media.

5.D.5.h Perform any other duties as assigned by the President or by the Board.

5.D.5.i If the Director of Public Affairs cannot fulfill his or her duties for a period longer than 30 calendar days, he or she shall delegate his or her duties to a fellow Director for the period of his or her absence. If the Director of Public Affairs fails to delegate his or her duties then the Board may choose to assign his or her duties to another Director for the absence period.

5.D.6 Board of Directors Job Duties:

The Board may modify, change or revise any of the above job duties of the Board by a two-thirds majority vote of the Board.

5.D.7 New Board of Directors Position(s):

The Board by means of a two-thirds (2/3) majority vote may create one or two additional new positions on the Board with the responsibility of assisting with the governing the affairs of the Corporation. The President shall nominate a person to fill a newly created position and by means of a two-thirds majority vote by the Board the nomination shall be accepted or rejected. If the nomination is rejected, the President shall nominate a different person to the position. If the President cannot find a candidate that can be voted in, then the creation of the new position shall be canceled. If a position is successfully created, then that position must be up for election at the next election cycle unless the Board votes to eliminate the position. Vacant positions may be eliminated by the Board by means of a simple majority vote, but positions that are occupied may be eliminated by the Board only by means of a two-thirds majority vote.

5.E Election and Tenure:

5.E.1 Members of the Corporation who are eligible to vote shall elect the Board. Each Board position shall be elected separately from the other Board positions.

5.E.2 Each Board position shall be for a two (2) year term.

5.E.3 Directors may serve for up to two consecutive terms. A Director who has served two consecutive terms shall not be eligible to run for any position on the Board for at least two years. In the event the Election Commission is unable to find two willing candidates to contest any open position then the term limit restriction may be waived for one time and for that position only.

5.E.4 For the purposes of ensuring continuity of projects and undertakings, the Board shall be divided into two groups:

- **Group A:** Shall consist of the President, the General Secretary, the Director of Sisters, the Director of Facility, and the Director of Youth. Group A positions shall be elected in odd-numbered years.
- **Group B:** Shall consist of the Vice President, the Treasurer, the Director of Dawah, the Director of Education and the Director of Public Affairs. Group B positions shall be elected in even-numbered years.
- Additional Board positions created by the Board under Section 5.D.7 shall be assigned by the Board as equally as possible between Group A and Group B.

5.F Removal of a Member of The Board of Directors:

5.F.1 Removal by fellow Directors:

A Director may be removed from the Board, on grounds of incompetence, violating the Corporation's Bylaws, violating the principles of Islamic ethics as defined by the Islamic Sharia, or conduct detrimental to the best interests of the Muslim community or the Corporation, by a two-thirds (2/3) majority vote of the all of the other Directors. The Director accused of misconduct shall have the right to attend the Board meeting at which his or her removal is voted upon, and shall be given an opportunity to present his or her case. The accused Director shall not, however, have the right to vote on the removal question.

5.F.2 Removal by General Assembly:

The voting Members of the Corporation shall have the power to remove any Director suspected of incompetence, violating the Corporation's Bylaws, violating the principles of Islamic Ethics as defined by the Islamic Sharia or conduct detrimental to the best interests of the Muslim community or the Corporation by means of a simple majority vote at a special General Assembly meeting called for that purpose.

5.G Vacancies in the Positions of The Board of Directors:

All actions pertaining to vacancies on the Board shall be communicated through ICNM website and/or by announcement after Friday Salat and/or by posting at the Center.

5.G.1 The President:

If for any reason the President is unable to complete his term or is unable to perform his duties or takes leave for a period longer than 90 days, the Vice President shall immediately assume the responsibilities of the President for the unexpired portion of the President's term. As soon as the Vice President assumes

the position of President, he shall nominate any Director to serve as Acting Vice President for the un-expired portion of the President's term, which nomination shall be approved or rejected by a simple majority of the Board.

5.G.2 All other Directors:

If for any reason any Director is unable to complete his or her term or takes leave for a period longer than 90 days, the position shall be considered vacated and the President shall nominate, and the Board, with a simple majority vote of the remaining Directors, shall elect a person to fill the vacant position for the unexpired portion of the term of the vacated position. If the President is unable to fill the position within 60 calendar days, then any Director may nominate a person to the vacated position.

5.H Quorum:

A simple majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board unless otherwise specified in the Bylaws.

5.I Meetings:

- 5.I.1 The Board shall meet at a minimum on a monthly basis to address the issues and concerns of the Members and conduct the business of the Corporation.
- 5.I.2 The President shall preside at all meetings of the Board, unless he delegates that responsibility to the Vice President.
- 5. I.3 Meetings may be called by or at the request of the President or any two other Directors, at a time and place fixed in the notice of such a meeting.
- 5. I.4 The Board may announce times and places of its regular meetings through the ICNM website, by e-mail, announcement after Friday Salat and/or by posting at the Center.
- 5.I.5 The notice of any special meeting of the Board shall be communicated to the Members through e-mails, by telephone, personal interaction, announcement after Friday Salat or on the ICNM website.
- 5. I.6 Attendance is required of all Directors at all Board meetings. Each Director shall be allowed only three (3) unexcused absences per year; after which such Director shall be considered to have abandoned his or her Board position and the position shall be considered vacant. Absences that have been communicated in advance to the President or the General Secretary shall be excused.

5.J Voting:

Unless otherwise specified herein, a simple majority votes by the Directors present and voting shall be the act of the Board. In the case of a tie vote, the vote of the President shall prevail.

5.K Committees:

The Board may choose to appoint one or more committees and may delegate to said committees, to the extent provided by the Board resolution, any task related to the management of the business and affairs of the Corporation. A committee shall not have any power or authority that is vested in the Board.

5.L Support Personnel:

Subject to Section 9.D, the Board may select or hire Member(s), individual(s), or independent contractor(s), on a paid or volunteer basis, to assist in day-to-day operations of the Center or to serve on any project or committee. Support personnel shall operate solely under the direction of the Board and shall have no authority or rights in the Corporation other than is delegated by the Board.

5.M Compensation of Directors:

No Director shall be entitled to receive any salary or other compensation for fulfilling his or her duties as a Director of the Corporation, provided, however, that this provision shall not apply to the reimbursement of expenses incurred by Directors in the performance of their duties.

ARTICLE 6: Majilis Al-Shura (Advisory Council or Shura Council)

6.A Shura Council Mandates:

The Majilis Al-Shura (hereafter referred as the “Shura”) shall be an advisory and consultative council of the Corporation. The Shura shall provide guidance, consultation, advice and continuity to the working of the Corporation.

The Shura shall have no authority over the day-to-day operations of the Corporation or over the decisions of the Board.

The Shura mandates are:

1. Advisory aid to the corporation
2. Provide consultation to the Board on long term vision, goals and objectives upon request.
3. Upon request of the Board or a signed petition by 50 Members, the Shura will mediate the Muslim community’s conflicts and issues.

4. Cultivate unity, harmony and brotherhood among the Muslim community, embracing the diversity among community members.

6.B Numbers and Qualifications:

6.B.1 Subject to Section 6.C, the Shura shall be composed of a minimum of seven (7) voting members.

6.B.2 To be eligible to serve on the Shura, a person must:

- Have knowledge, character and maturity.
- Have been an active Member in good standing for continuous five years.
- Be a practicing Muslim.
- Believe and support the mission, goals and objectives of the Corporation.
- Have prior managerial and leadership experience and/or have served previously on the board of a non-profit or similar organization.
- No active Director may serve on the Shura except the President, who shall serve as liaison between the Board and the Shura.

6.B.3 Positions on the *Majilis Al-Shura*:

All members of the Shura shall have equal rights, privileges and voting powers.

At the beginning of each year, Shura members shall choose among themselves a Chairperson and a Secretary to run the affairs of the Shura.

6.B.4 Additional positions on *Majilis Al-Shura*:

The President of the ICNM and the Imam shall serve as ex officio, non-voting members of the Shura.

6.C Election and Tenure:

Voting Members of the Corporation shall elect the Shura. Each position shall be for a five (5) year term.

Three Shura positions shall be elected in first the year (i.e., 2012), and four Shura positions in the following year (i.e., 2013).

After the expiration of the five year term, the position(s) shall be up for election in the election cycle of that year. The newly elected positions shall be for a term of five (5) years.

6.D Vacancies:

A vacancy in the Shura (excluding the positions left unfilled for the first year pursuant to Section 6.C) shall be filled by a simple majority vote of the remaining voting Shura members. The

person so selected shall occupy the position until the next-occurring General Assembly meeting at which a Board election is held, at which meeting the General Assembly shall elect a person to occupy the position for the remaining unexpired portion of the term.

6.E Regular Meetings and Affairs of Majlis Al-Shura:

The Shura shall meet at a minimum on quarterly basis. The acting Shura Chairperson or Secretary shall preside all the meetings of the Shura.

A simple majority of Shura members shall constitute a quorum for the transaction of business at any meeting of the Shura. The simple majority vote of members present and voting shall be the act of Shura.

ARTICLE 7: NOMINATION AND ELECTION PROCESS

7.A Election Commission: Roles and Responsibilities

The Election Commission (the “EC”) shall conduct and supervise the nomination and election process for election of Directors and Shura members. The EC shall not have the right to remove any name from the nominee list unless the nominee does not meet the eligibility criteria.

The EC shall:

- 7.A.1 Solicit the most appropriate and qualified Members as candidates for positions on the Board and the Shura.
- 7.A.2 Gather and collect the names of the nominees for Board and Shura open positions.
- 7.A.3 Examine the eligibility of the nominees according to the Bylaws.
- 7.A.4 Obtain the consent of each candidate to serve if elected.
- 7.A.5 Include and place all eligible candidates on the ballot.
- 7.A.6 Create and distribute election ballots.
- 7.A.7 Conduct the election process in accordance with the procedures of Section 7.D. hereof.

7.B Formation of the Election Commission:

The Board shall announce the formation of the EC on the first Friday in October. The announcement shall be made through the ICNM website and the Member email list, by announcement after Friday Salat and posting at the Islamic Center.

- 7.B.1 Any eligible Member wishing to serve on the EC shall make his or her desire to serve on the EC known to any Director, and such Member's name shall be included on the nominee list.
- 7.B.2 Any voting Member may also nominate another eligible Member to serve on the EC.
- 7.B.3 The nominee list shall be comprised of no less than ten eligible Members. If the nominee list is fewer than ten (10) Members, the Board shall solicit additional names from the community until there are at least ten (10) Members on the list. The Board shall not remove nominee from the nominee list unless the nominee does not meet the applicable eligibility criteria.
- 7.B.4 After the creation of the nominee list, the Board shall announce through the ICNM website and the Member email list, by announcement after Friday Salat and by posting at the Islamic Center, the names of all nominees to the EC.
- 7.B.5 The Board shall call a Special General Assembly ("SGA") meeting on the third Friday of October to vote on selecting the members of the EC. At the SGA meeting, ballots shall be distributed with all the names of EC nominees.
- 7.B.6 Each voting Member shall then select seven (7) names from the ballots. Ballots with more than seven (7) names selected shall be discarded. The seven candidates receiving the largest number of votes shall constitute the EC.
- 7.B.7 The candidate receiving the highest number of votes shall be the Chairperson of the EC. In the case of a tie in the highest number of votes, the President shall choose one of the candidates receiving the highest number of votes to be the Chairperson.
- 7.B.8 In the case of a tie vote between the seventh and eighth positions, the six nominees who won, by means of a simple majority vote, shall break the tie.

7.C Eligibility to serve on the Election Commission:

Only Members meeting all of the following criteria shall be considered eligible to serve on the EC:

- 7.C.1 EC members must be Members with current membership in the Corporation.
- 7.C.2 EC members must have a continuous ICNM membership of at least two years.
- 7.C.3 No member of the EC may be nominated to the Board or the Shura.
- 7.C.4 No Director or Shura member may serve on the EC.

7. D Election Process/Procedures for Election of Board of Directors and Majilis Al-Shura Members:

The EC shall be responsible for conducting the elections in accordance with their general responsibilities as outlined in Section 7.A and in accordance with the following guidelines:

- 7.D.1 Any eligible Member who is willing to serve on the Board or the Shura shall be nominated by a minimum of five voting Members.
- 7.D.2 The EC shall announce the list of nominees at least two weeks prior to the election.
- 7.D.3 The election shall commence on the first Friday of December. Voting shall start at noon on Friday and shall end at Zuhr on Sunday. The voting shall not occur in connection with any meeting of the Members, and no quorum requirement shall apply.
- 7.D.4 The EC shall create and distribute the election ballots.
- 7.D.5 Voting shall be by paper ballots and/or other voting methods decided by the Board.
- 7.D.6 The EC shall verify the membership and identity of the voters. The Board shall furnish the EC a current membership list no later than the first week in November.
- 7.D.7 The EC shall be responsible for safeguarding sealed or unsealed ballot boxes.
- 7.D.8 The EC shall ensure the secrecy of the vote and protect the identity of the voters.
- 7.D.9 Ballot boxes shall only be opened in the presence of a quorum of the EC.
- 7.D.10 The EC shall determine the voting results and shall announce the results of the election within 48 hours of the election.
- 7.D.11 In order to be elected to a Board position, a nominee must both (i) receive the most votes cast for that position and (ii) receive at least 40% of the votes cast for that position.
- 7.D.12 In case of a tie, or in the event that none of the candidates for a Board position receives at least 40% of the votes cast for that position, then the two candidates who tied, or received the most votes, as the case may be, shall be nominees in a run-off election that shall be held starting on the second Friday of December and ending after Salat Al-Zuhr on Sunday.
- 7.D.13 All EC records (meeting minutes, candidate's selection and election processes, ballots, voting records, etc.) shall be sealed and delivered to the Board after

completion of the election cycle. The Board shall maintain the records for a minimum of three (3) months during which period any Member may request an audit or a recount of the votes.

7.E Removal of the Election Commission Members:

A member of the EC may be removed from the EC, on grounds of incompetence, violating the Corporation's Bylaws, violating the principles of Islamic ethics as defined by the Islamic Sharia, or conduct detrimental to the best interests of the Muslim community or the Corporation, by a simple majority vote of the other EC members.

ARTICLE 8: SELECTION AND REMOVAL OF AN IMAM

8.A Appointment of an Imam:

Imam is spiritual and religious leader of the Muslim Community. Imam will provide guidance to ICNM Board of Directors to ensure that all the principles and practices of the Islamic Center are in accordance with the Quran and Sunnah of the Prophet Muhammad, peace be upon him ('PBUH'), as interpreted by Ahlu-Sunnah Wal-Jamah.

Any Director may submit a proposal to hire an interviewed Imam. The remaining Directors shall then, by means of two-thirds majority vote, based on input from the community, decide on whether to accept or reject such proposal.

8.B Imam's Minimum Qualification(s):

The Imam must have good knowledge of both English and Arabic, and must be a graduate of an eminent Islamic school in Fiqh and Sunnah.

8.C Imam's Contract Renewal:

The Board shall collect feedback from the Members to assist it in deciding on the renewal of the Imam's contract. Three (3) months prior to the expiration of the contract of the Imam, the Board shall vote on whether or not to renew the Imam's contract. If by two-thirds majority, the vote is to renew the contract, then the Imam's contract shall be renewed.

8.D The Removal of an Imam:

An Imam may be removed on grounds of incompetence, violating the Corporation's Bylaws, violating the principles of Islamic ethics as defined by the Islamic Sharia, or conduct detrimental to the best interests of the Muslim community or the Corporation. If the Board, by means of a two-thirds majority vote, finds that there may be grounds for removal, then the Imam shall be placed on temporary paid leave from his position. Within two weeks of such temporary suspension, the Imam shall be given an opportunity to present his defense to the allegations to the Board at a hearing of the Board. After such hearing, the Board shall vote on whether to remove the Imam. If two-thirds of the Directors vote to remove the Imam, the Imam shall be removed. If less than two-thirds of the Directors vote for removal, the Imam shall be reinstated.

ARTICLE 9: CONTRACTS AND FUNDS

9.A Execution of Instruments:

The President shall have the power to execute on behalf of and in the name of the Corporation any deed, contract, bond, debenture, note or other obligation or evidence of indebtedness, or proxy, or other instrument requiring the signature of an officer of the Corporation, except where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation. Unless expressly authorized by the Board, neither the President nor any other officer, or agent or employee shall have any power or authority to bind the Corporation in any way to any contract for goods or services, to borrow money, to pledge its assets or to guarantee any other person or entity's indebtedness.

9.B Funds, Checks and Endorsements:

Unless otherwise determined by a resolution of the Board, all checks and drafts upon the funds of the Corporation in any of its depositories shall be signed by the Treasurer and countersigned by the President or any other officer of the Corporation.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank, trust companies, or other depositories as the Board may select.

The Corporation's financial records shall be audited annually by an outside accounting firm or by a certified public accountant who is not a Member.

9.C Gifts, Donations, and Contributions:

The Board may accept on behalf of the Corporation any contributions, gifts, bequests or devises, in the form of checks, cash or other property, for the general purpose or for any special purpose of the Corporation.

9.D Compensation of Employees or Contractors.

In the event that the Corporation has employees or independent contractors, the Corporation will comply with the following practices with respect to the compensation of such persons: (i) the compensation arrangements will be approved in advance by a vote of the Board; (ii) in approving any compensation arrangements, the Board will follow a conflict of interest policy; (iii) the date and terms of approved compensation arrangements will be documented in writing; (iv) the vote of each Director will be recorded in writing; (v) compensation arrangements will be based on information about compensation paid by similarly situated taxable or tax-exempt organizations for similar services, current compensation survey compiled by independent firms, or actual written offers from similarly situated organizations; and (vi) the Board will record in writing the information on which it relied to base its decision, and the source of such information.

ARTICLE 10: BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, the Board, and committees having any of the authority of the Board, and shall keep at its registered or principal office a record giving the names and addresses of the Members entitled to vote. Any Member may inspect all books and records of the Corporation for any proper purpose at any reasonable time.

ARTICLE 11: FISCAL YEAR

The accounting period to be followed by the ICNM shall be the fiscal year basis, and the fiscal year hereby adopted is the calendar year from January 1st through December 31st.

ARTICLE 12: CORPORATE SEAL

The Corporation may, but need not, have a seal. A seal shall be in such form as shall be approved by a resolution of the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or otherwise reproduced. The impression of the seal may be made and attested by either the General Secretary or any other officer of the Corporation.

ARTICLE 13: WAIVER OF NOTICE AND ACTION WITHOUT MEETING

Whenever any notice is required to be given to any Members or Directors of the Corporation under the provisions of the Act, the Articles or the Bylaws, a waiver thereof in writing signed by the person entitled such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Any action of the Board, the EC, or the Members may be approved by unanimous written consent in lieu of a meeting held for the purpose of voting on the action.

ARTICLE 14: AFFILIATION WITH OTHER ORGANIZATIONS

The Corporation may affiliate with other organizations whose purposes are similar to and consistent with those of the Corporation. In particular, the Corporation may be affiliated with the Islamic Society of North America (presently headquartered in Plainfield, Indiana).

ARTICLE 15: INDEMNIFICATION

- 15.A The Corporation shall indemnify a Director, officer, Shura member, EC member, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official capacity in the Corporation. For the purposes of this section, an agent includes one who is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise. However, the Corporation shall indemnify a person only if he or

she acted in good faith and reasonably believed that the conduct was in the Corporation's best interests. In a case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation shall not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted.

- 15.B The termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.
- 15.C The Corporation shall pay or reimburse expenses incurred by a Director, officer, Shura member, EC member, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.
- 15.D In addition to the situations otherwise described in this Article, the Corporation may indemnify a Director, officer, Shura member, EC member, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation shall not indemnify any person in any situation in which indemnification is prohibited by the terms of Section 15.A above.
- 15.E Before the final disposition of a proceeding, the Corporation may pay indemnification expenses permitted by the bylaws and authorized by the Corporation. However, the Corporation shall not pay indemnification expenses to a person before the final disposition of a proceeding if the person is named a defendant or respondent in a proceeding brought by the Corporation; or if the person is alleged to have improperly received a personal benefit or committed other willful or intentional misconduct.
- 15.F If the Corporation may indemnify a person under the Bylaws, the person may be indemnified against judgments, penalties, excise and similar taxes, fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. However, if the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.
- 15.G Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation shall specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in Section 15.G.4, below. The

Corporation may make these determinations and decisions by any one of the following procedures:

- 15.G.1 Majority vote of a quorum consisting of Directors who, at the time of the vote, are not named defendants or respondents in the proceeding.
- 15.G.2 If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding.
- 15.G.3 Determination by special legal counsel selected by the Board by vote as provided in Sections 15.G.1 or 15.G.2, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors.
- 15.G.4 The Corporation shall authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If the determination that indemnification is permissible is made by special legal counsel, authorization of indemnification and determination of reasonableness of expenses shall be made in the manner specified by Section 15.A, above. A provision contained in the Articles, the Bylaws, or a resolution of Members or the Board that requires the indemnification permitted by this Article 15 constitutes sufficient authorization of indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.
- 15.G.5 The Corporation shall pay indemnification expenses before final disposition of a proceeding only after the Corporation determines that the facts then known would not preclude indemnification and the Corporation receives a written affirmation and undertaking from the person to be indemnified. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment shall be made in the same manner as a determination that indemnification is permissible under Section 15.G, above. The person's written affirmation shall state that he or she has met the standard of conduct necessary for indemnification under the bylaws. The written undertaking shall provide for repayment of the amount paid or reimbursed by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The

undertaking shall be an unlimited general obligation of the person, but it need not be secured and it may be accepted without reference to financial ability to make repayment.

ARTICLE 16: DISTRIBUTION OF ASSETS UPON DISSOLUTION:

The assets of the Corporation are irrevocably dedicated to charitable, religious and educational purposes, and no part of the assets of Corporation shall ever inure to the benefit any Director, Shura member, officer or other individual having a personal or private interest in the activities of the Corporation.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the corporation remaining after payment or provision for payment of all of the debt and liabilities of the Corporation will be placed in a charitable trust or foundation created by the Board or by Shura members for the benefits of Muslim community of New Mexico or shall be distributed to one or more Islamic organizations selected by both the Board and the Shura; provided, however, that any such charitable trust or foundation or organization shall at the time of distribution be organized and operated exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 17: NON-PERMISSIBLE ACTIVITIES

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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 the Bylaws, 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 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.

ARTICLE 18: CONFLICT OF INTEREST DISCLOSURE

Every Director or Shura member shall, before commencing his or her term of office, shall submit a signed conflict of interest statement, in a form approved by the Board, disclosing any conflict of interest that the Director or Shura member has or reasonably anticipates having while serving with the Corporation. If a potential conflict of interest is identified then it shall be handled according to the policy and procedures established by the Board.

ARTICLE 19: INTERPRETATION OF BYLAWS

In case of any ambiguity or conflict between the different sections of the Bylaws, the interpretation of the Board shall prevail. In case of conflict between the Articles and the Bylaws, the former shall control.

ARTICLE 20: AMENDMENTS TO THE BYLAWS

The Board of Directors may propose amendments to the Bylaws by a two-thirds vote. Any amendment(s) proposed by the Board shall be submitted to the Special General Assembly called for the purpose of adopting or disapproving such amendment(s)

ARTICLE 21: CERTIFICATION OF BYLAWS

It is hereby certified that these Amended and Restated Bylaws, consisting of twenty-seven (27) pages, including this page, were duly approved by the Special General Assembly of THE ISLAMIC CENTER OF NEW MEXICO, on September 28, 2012.

ATTESTED By:

1. President

Yehon Chema.

2. General Secretary


IMTIAZ A. MALIK