

**BYLAWS OF
Islamic Circle of North America Virginia
A Commonwealth of Virginia Not for Profit Corporation**

Article I.

name, Purpose, and Formation

Section 1. Name and Purpose:

a. **Name.** These bylaws (as amended from time to time, these “Bylaws”) constitute the code of rules adopted by **Islamic Circle of North America Virginia (ICNA) Virginia** for the regulation and management of its affairs. The name of the Organization shall be as provided in its [Articles/Certificate] of Incorporation (as amended from time to time, the Organization’s “Charter”).

b. Purpose. The purposes for which the Organization is organized shall be as provided in its Charter and as more fully set forth in these Bylaws, and are exclusively religious, charitable and educational, including but not limited to promoting Islamic teachings in the Commonwealth of Virginia and throughout North America by: (a) educating the general public as to the beliefs of the religion of Islam, (b) establishing institutions for the practice of Islamic religious and social activities, and (c) making distributions to organizations with similar purposes 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.

Section 2. Formation:

a. **Local Unit of ICNA.** The Organization is being formed as a local unit of Islamic Circle of North America, Inc., a New York not-for-profit corporation (“ICNA National”), in accordance with the bylaws of ICNA National. .

b. Formation Criteria. The Organization shall be established and shall remain in operations if and only if (i) no less than three (3) members of the General Assembly of ICNA National are active Individual Members of the Organization and (ii) the President of the Organization is a member of the General Assembly of ICNA National, and (iii) such other criteria as may be established by the Sponsoring Member are satisfied.

Article II.

Creed, goal, methodology and program

Section 1. Creed: The aqeedah (Creed) of the Organization is “*La ilaha—illallahu,*

Muhammaadur Rasulallah,” that is, there is no deity except Allah, Muhammad is the Messenger of Allah.

a.*La ilaha—illallahu, Muhammaadur Rasulallah* means that Allah *Subhanahu Wa Ta’ala* (SWT), alone is the Creator, Sustainer, Lord and Sovereign of the whole universe. No one shares His attributes or powers. The acceptance of this fact makes it imperative that the believer should:

(i) Believe that Allah begets not, nor is he begotten and that Allah is his/her sole Creator, Guardian, the Benefactor, and the Protector.

(ii) Repose in Allah his/her trust, hopes and fears.

(iii) Call for help, pray to, and seek refuge only in Allah without considering any intercessor to Him, be that an angel, a prophet or a saint.

(iv) Bow his/her head before none, worship none, offer homage to none except Allah, and do not indulge in any practice(s) of polytheistic nature because Allah alone deserves all *ibadah* (worship, adoration, and obedience).

(v) Accept that Allah (SWT) is the Sovereign of the universe and the Supreme lawgiver.

(vi) Exercise his/her freedom in the submission to Allah’s will as an *abd* (faithful servant) and refrain from servitude to his/her lust and desires.

(vii) Recognize the fact that he/she owes his/her life, body, mental and physical capabilities to Allah and thus consider them a trust (*amanah*) from Allah.

(viii) Consider himself/herself answerable to Allah (SWT) for all his/her actions on the Day of Judgment (*Qiyamah*).

(ix) Make the pleasure and displeasure of Allah (SWT) the criterion for all his/her likes and dislikes.

b.*Muhammadur Rasulallah* implies that Muhammad *Sallallahu Alaihi Wasallam* (SAW) is the last Prophet sent by Allah (SWT), with the final and authentic guidance, and that he was entrusted with establishing a model society based on this guidance. Acceptance of this fact makes it imperative that the believer should:

c. Accept without question all those teachings which have been proven to be those of the Prophet Muhammad (p).

d. Recognize the fact that obedience to Allah and his Prophet is paramount to all other obedience’s. Following others can only be under the direction of Allah’s book (the Holy Qur’an) and the Sunnah of the Messenger of Allah, Muhammad (SAW), but not independent of them.

e. Declare the Book of Allah and the Sunnah of His Messenger as the validating argument, final testimony and source of all guidance in his/her life.

f. Cleanse his/her heart of all prejudices whether they are racial, personal, familial, social, national, territorial, sectarian or parochial; Abstain from developing love and adoration for anyone that dominates or rivals the love and adoration for the truth brought by the Messenger of Allah, Muhammad (SAW).

g. Recognize no person after the Prophet Muhammad (SAW) as having such a status that allegiance to him would determine the *Iman* (belief and faith) or *kufi'* (disbelief, infidelity) of any person.

Section 2. Goal: The goal of the Organization shall be to seek the pleasure of Allah (SWT) through the struggle for *Iqamat-ud-Deen* (establishment of the Islamic system of life) as spelled out in the Qur'an and the Sunnah of the Prophet Muhammad (SAW).

Interpretation: *Deen* in the term "*Iqamat-ud-Deen*" means the truth which Allah (SWT), the Lord of the Universe, has revealed through all the messengers at different times of human history. He revealed this truth in its final and perfect form through His last messenger, Prophet Muhammad (SAW). It is the only pristine and authentic *Deen* which is acceptable to Allah (SWT) and is called Islam.

This *Deen* encompasses the internal, external, individual, and collective aspects of the human life whether it pertains to beliefs, rituals and morals or to economic, social or political spheres.

Not only it ensures the Divine pleasure and success in the hereafter, but also, its establishment provides the best system of life for proper solution of all worldly problems, and righteous and progressive reconstruction of individual and collective life.

***Iqamat* of this *Deen* implies that this *Deen* should be sincerely and exclusively implemented in all aspects of human life.**

The ideal and the best practical model of *Iqamat* of this *Deen* was established by the Prophet Muhammad (SAW) and the rightly-guided Caliphs (*Radi Allahu Anhum*).

Section 3. Methodology:

a. The Qur'an and the Sunnah shall be the primary source of guidance.

b. The Organization shall never utilize means that violate the Islamic principles to attain its goal.

c. To attain its goal, the Organization shall utilize only democratic, legal and peaceful

means according to the Islamic principles.

d. The Organization shall disseminate the message of Islam, provide intellectual and moral training to build the Islamic character and conduct, and thus educate the public opinion to achieve its goal.

Section 4. Program:

a. Inviting mankind to submit to the Creator by using all possible means of communication.

b. Motivating Muslims to perform their duty of being witness unto mankind by their words and deeds.

c. Organizing those who agree to work for this cause in the discipline of the Organization.

d. Offering education and training opportunities to increase Islamic knowledge, to enhance character, and to develop skills of all those who are associated with the Organization.

e. Opposing immorality and oppression in all forms, supporting efforts for socio-economic justice and civil liberties in the society.

f. Strengthening the bond of humanity by serving all those in need anywhere in the world, with a special focus on our neighborhood across North America.

g. Cooperating with other organizations for implementation of this program and unity in the Ummah.

Article III.

OFFICES AND AGENCY

Section 1. Offices: The Organization shall have and continuously maintain a registered office (the "**Registered Office**") in the Commonwealth of Virginia. Subject to **Article IV, Section 2.c.**, the Organization may maintain other offices either within or without the Commonwealth of Virginia as its operation requires. The address of the Registered Office shall be identical with the office of the Registered Agent. The Shura may from time to time change the address of its Registered Office by duly adopted resolution and submission of the appropriate statement to the office of the Commonwealth of Virginia, Secretary of State.

Section 2. Registered Agent: The registered agent of the Organization (the "**Registered Agent**") shall be either an individual resident in the Commonwealth of Virginia agent shall be continuously maintained by the Organization in the Commonwealth of Virginia. A new Registered Agent shall be appointed if the office of

such agent becomes vacant for any reason, or such agent becomes disqualified or incapacitated to act, or if the Organization through the Shura revokes the appointment of such agent by duly adopted resolution. The new appointment shall be made by duly adopted resolution of the Shura and submission of the appropriate statement to the office of the Commonwealth of Virginia, Secretary of State. Such Registered Agent shall be recognized as an agent of the Organization on whom any process, notice, or demand required or permitted by law to be served on a corporation may be served.

Article IV.

MEMBERSHIP

Section 1. Classes of Membership: The Organization will have two (2) classes of members: Individual Members and a sole Sponsoring Member.

Section 2. Sole Sponsoring Member: The sole Sponsoring Member of the Organization (the "Sponsoring Member") shall be ICNA National or any successor organization thereto.

a. Meetings of the Sponsoring Member. The time, place and frequency of meetings of the Sponsoring Member and notice thereof shall be determined by the Sponsoring Member in accordance with the Commonwealth of Virginia (the "Nonprofit Act"). The meeting at which the Sponsoring Member shall appoint the Directors of the Organization shall be held no later than December 31 of each year [*or last day of the Organization's fiscal year, if fiscal year is mandated by state law*].

b. Action of the Sponsoring Member Without a Meeting. Notwithstanding anything to the contrary in these Bylaws, and except as may be otherwise provided in the Organization's Charter or the laws of the Commonwealth of Virginia, any action that may be taken at a meeting of the Sponsoring Member may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by the Sponsoring Member.

c. Reserved Powers of the Sponsoring Member.

(i) Except as otherwise provided in the Organization's Charter, elsewhere in these Bylaws, or in the laws of the Commonwealth of Virginia, the Sponsoring Member shall have the power to approve or reject the following actions of the Organization:

(1) the election, interim appointment or removal of the Directors and Officers of the Organization;

(2) the amendment of these Bylaws or the Organization's Charter;

(3) the adoption of the Organization's annual budget;

- (4)the adoption of the Organization’s annual program agenda and priorities;**
- (5)the incurrence of debt or other obligations by the Organization;**
- (6)the purchase, acceptance, or disposition of any real property, regardless of value, or any personal property in excess of in excess of \$25,000.00.**
- (7)the establishment of offices of the Organization or the formation of affiliate entities; and**
- (8)the establishment of criteria for the formation of local units.**

(ii)The Sponsoring Member shall also have the independent power to appoint or remove Directors or Officers of the Organization, when the Sponsoring Member deems such independent appointment or removal to be in the best interests of the Organization.

(iii)In addition to the rights reserved to the Sponsoring Member by this Section, in a manner consistent with Articles I and II of these Bylaws, the Sponsoring Member shall have the power to transfer assets of the Organization and to require the Organization to transfer assets to the Sponsoring Member, to the extent necessary to accomplish the Sponsoring Member’s goals and objectives. The Organization shall not be required to violate its charitable purposes, the terms of any restricted gifts, or the covenants of its debt instruments as a result of any asset transfers made or directed by the Sponsoring Member. Except for transfers previously approved by the Sponsoring Member and except for transfers to an affiliate of the Organization, the Organization shall not transfer assets to entities other than the Sponsoring Member or an entity controlled by, controlling, or under common control with the Sponsoring Member (for purposes of this Section, a “Sponsoring Member Affiliate”), without the approval of the Sponsoring Member.

d.No Action Without Approval of Sponsoring Member.

(i)Neither the Shura, as defined herein, nor any Officer or employee of the Organization nor any affiliate of the Organization shall take any action either in contradiction of any of the foregoing powers or without first having secured the necessary approvals and/or given the appropriate written notifications as may be required by these Bylaws.

(ii)In the exercise of its reserved powers, the Sponsoring Member may grant or withhold approval in whole or in part, or may, in its complete discretion, after consultation with the Shura and the President of the Organization, recommend such other or different actions as it deems appropriate.

Section 3. Individual Members:

a.Qualifications. Any adult living in Commonwealth of Virginia, regardless of race,

color, ethnicity, family, gender or national origin can become an Individual Member of the Organization, provided that he or she:

(i) agrees with the aqeedah, goal, methodology and program of the Organization;

(ii) tries to practice Islam in his or her life;

(iii) extends cooperation in the struggle of the Organization; and

(iv) fills out the Application for Individual Membership attached hereto as Appendix I, with the approval of the President.

b. Meetings.

(i) Schedule and Notice. At least once annually, and at such other times as determined necessary by the Individual Members, the Individual Members shall hold an meeting to discuss issues and concerns of the Organization and to make recommendations for actions to be taken to the Shura ("Member Meeting"). The Organization shall provide the Individual Members written notice at least three (3) weeks prior to the date of the Member Meeting.

(ii) Annual Meeting. The regular annual Member Meeting shall be held immediately prior to the annual meeting of the Shura described in Article IV, Section 3; at this Member Meeting, the Individual Members shall elect the Directors of the Organization and the President of the Organization.

(iii) Meeting Procedures. The Member Meetings shall follow the same rules and procedures that are used in the meetings of the Shura as set forth in these Bylaws, except the Member Meetings may not be held telephonically, and Individual Members may not take any action by written consent without holding a meeting.

(iv) Chair. The President shall convene and serve as chair for the Member Meetings and shall appoint an Officer or Individual Member to take minutes of the meeting.

Article V.

Majlis ash-Shura (BOARD OF DIRECTORS)

Section 1. General Powers: Subject to such rights as may be reserved to the Sponsoring Member in accordance with Article IV, Section 2 of these Bylaws and the laws of the Commonwealth of Virginia, the business, property, affairs and funds of the Organization shall be managed, supervised, and controlled by or under the direction of its Majlis ash-Shura Shura (the "Shura"), acting in the capacity of a board of directors), in conformity with applicable policies, procedures, and the purposes of the Organization and the Sponsoring Member; subject to this Article V, Section 1, the Shura shall have the following powers:

- a. To formulate the Organization's policies;**
- b. To advise, without apprehension, on appointments and other matters;**
- c. To carry out *ehtisab* (criticism and accountability aimed at future improvements) of the President and remove him from office subject to the provisions of Article IV, Section 2(c);**
- d. To interpret the Organization's Charter and these Bylaws and amend them, subject to the approval of the Sponsoring Member;**
- e. To appoint an auditor to check the accounts of the Baitul Maal, to deliberate on the auditor's report and to take any necessary actions in response to it;**
- f. To approve the budget of the Organization, subject to the approval of the Sponsoring Member;**
- g. To set up committees, as needed, in connection with the various works (projects) and departments of the Organization and to define the duties and limits of those committees;**
- h. To take all necessary steps to achieve the goals of the Organization and the Sponsoring Member in accordance with the Organization's Charter and these Bylaws; and**
- i. To delegate its powers, or some of them, to any committee or the President, together with any restrictions on such delegated powers as the Shura deems necessary or appropriate**

Section 2. General Duties: The members of the Shura shall have the following duties:

- a. To place obedience and faithfulness to Allah (SWT) and His Messenger Muhammad (SAW) above everything else;**
- b. To keep a watch on themselves and the President in order to ensure that they adhere to the Organization's ideology and strive constantly to achieve its goal;**
- c. To participate regularly in all meetings of the Shura;**
- d. To express their honest opinion according to their best knowledge and understanding;**
- e. To abstain from creating permanent groups and causing divisions and factions within the Organization, and to help forestall any such eventuality;**
- f. To bring to the immediate attention of the President any issue or problem concerning the Organization and to help in rectifying the situation;**

g. To keep in touch with the President on a regular basis; and

h. To carry out the responsibilities assigned to them in a diligent manner.

Section 3. Number and Tenure:

a. The number of directors (“Directors”) on the Shura shall be not less than five (5) nor more than seven (7), as may be determined from time to time by the Sponsoring Members, which number shall include the *ex officio* Directors as set forth in Article V, Section 4.

b. Directors shall be elected annually by the Individual Members at the Individual Members regularly scheduled annual meeting pursuant to the procedures set forth in this Article IV, Section 3. Except as otherwise specified in this section, each Director shall hold office until his or her successor is elected and qualified, or until his or her earlier resignation or removal.

c. Directors shall hold staggered terms of three (3) years, such that one-third (1/3) of the Directors shall be elected at each regular Annual Meeting, provided, however, that at the regular Annual Meeting held during calendar year 2008 (the “Initial Annual Meeting”), all of the Directors shall be up for election, such that at the Initial Annual Meeting, the one-third (1/3) of Directors receiving the highest number of votes shall serve for three (3) years, the one-third (1/3) of Directors receiving the next highest number of votes shall serve for two (2) years, and the one-third (1/3) of Directors receiving the next highest number of votes shall serve for one (1) year. At each of the regular annual meetings of the Shura occurring after the Initial Meeting, only the positions of those Directors whose regular terms have expired shall be up for election.

d. Cumulative voting by Individual Members for the election of Directors shall not be permitted.

Section 4. Ex Officio Directors: The Shura shall have two (2) *ex officio* Directors, one representing the Sister’s Wing and one representing the Young Muslims. Such *ex-officio* Directors shall have the same powers and obligations as any other Directors.

Section 5. Qualifications: The Directors shall have the following qualifications:

a. They shall neither desire nor seek to hold office as Directors;

b. They shall be, on the whole, the best of all among the Individual Members of the Organization in respect of the knowledge of the Qur’an and the Sunnah, taqwa (piety), wisdom, vision and soundness of opinion, honesty, justice, sacrifice, patience and steadfastness in the struggle of the Iqamat-ud-Deen;

c. They shall possess high administrative capabilities; and

d. Before taking office, they shall sign the oath of office attached hereto as Appendix II.

Section 6. Meeting: At least once annually, and at such other times as deemed necessary by the Shura, the Shura shall hold meetings of the Shura (each, a "Shura Meeting") at such time and place determined by the Shura. The purpose of each Shura Meeting shall be to transact the regular business of the Organization. The Organization shall provide the Directors no less than three (3) weeks notice prior to the date of a Shura Meeting.

Section 7. Special Meetings: Special meetings of the Shura (each, a "Special Meeting"), may be called as needed by the President or by at least one-half (1/2) of the Directors. Those calling a Special Meeting must provide proper notice of the Special Meeting. Notice is proper if:

a. it is sent to each Director by a personal telephone call, and/or electronic mail or other reliable electronic media, or received by each Director via certified mail, at least forty-eight (48) hours in advance of the Special Meeting;

b. it is addressed to each Director at his or her address, phone number, and/or electronic mail address as shown on the books of the Organization; and

c. it sets forth in an agenda the items of business to be transacted at the Special Meeting.

The business to be transacted at any Special Meeting shall be limited to those items of business set forth in the notice of the Special Meeting.

Section 8. Telephonic Meetings: Directors may participate in and act at any meeting of the Shura through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 9. Quorum: A two-thirds (2/3) majority of Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present and voting at a meeting at which a quorum is present shall be the act of the Shura. After a quorum has been established at a meeting of the Shura, the subsequent withdrawal of a Director from the meeting so as to reduce the number of Directors present to fewer than the number required for a quorum shall not affect the validity of any action taken by the Shura at the meeting prior to the loss of quorum. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Shura to another time and place. Notice of any such adjourned meeting shall be given to those who are not present at the time of adjournment. If a meeting is adjourned for lack of a quorum, then a simple majority of the Directors will be sufficient to constitute a quorum at the reconvened meeting.

Section 10. Shura Action Without a Meeting: Any action which may be taken at a meeting of the Shura may be taken without a meeting prior to such action, if a consent in writing setting forth such action is signed by all of the members of the Shura and is filed in the minutes of the proceedings of the Shura. If the Shura acts pursuant to this Section 10, no notice to Directors is required.

Section 11. Minutes: Minutes of each Shura Meeting shall be taken by the Organization's Secretary and shall be disseminated to each Shura member prior to the next annual meeting. The minutes, as approved by the Shura, shall be stored with minutes of previous meetings in a location accessible to all members of the Shura and any other interested persons.

Section 12. Removal and Resignations: Directors may be removed from office by a vote of two thirds (2/3) of all Directors then in office or at the direction of the Sponsoring Member. Such action by the Directors may be taken at a regularly scheduled Shura Meeting or at a Special Meeting called for such purpose, provided that notice of the proposed removal shall be sent to all Directors at least twenty (20) days prior to the Special Meeting. Any Director may resign from the Shura at any time by giving written notice to the Shura and the Sponsoring Member, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective but such resignation shall be effective when notice is delivered.

Section 13. Vacancies: Subject to Article IV, Section 2. Whenever the Shura realizes that a vacancy has occurred or will occur in the Shura in the near future, whether by reason of the removal or resignation of a Director or an increase in the number of directorships, it shall address the vacancy according to the following procedure:

a. First, the Shura shall attempt to hold a Special Meeting to fill the vacancy.

b. If it is not possible to hold a Special Meeting in time to fill the vacancy, the Shura shall appoint an interim Director.

c. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 14. Procedure:

a. Generally, the Shura shall seek to make decisions unanimously, but in the case of differences, the decision of a majority of the Directors shall be the binding decision of the Shura.

b. If the President differs with the decision of the Shura, he or she may postpone discussion of the matter until the next meeting of the Shura, but if, at such next meeting, two-thirds (2/3) of the Shura approves the decision, then such decision shall be binding notwithstanding the objection of the President.

c. The Individual Members are encouraged to attend Shura meetings as observers, but the President has the right to bar them from attending certain meetings or any portion of a meeting.

d. The Shura may adopt its own additional rules of procedure, which shall not be inconsistent with these Bylaws.

Section 15. Compensation of Directors: No Director shall receive compensation for his or her services rendered in that capacity. However, nothing contained herein shall be construed to preclude any Director from receiving compensation from the Organization for other services actually rendered or for expenses incurred for serving the Organization in any other capacity.

Section 16. Transactions with Directors and Officers: Any transaction between the Organization and one or more of its Directors or officers, or between the Organization and any other corporation, partnership, association or other Corporation in which one or more of its Directors is a director or officer or has a financial interest, shall comply with the conflict of interest policy which has been approved by the Shura from time to time (the "Conflict-of-Interest Policy").

Article VI.

OFFICERS

Section 1. Roster of Officers: The officers of the Organization shall be a President, a Treasurer, and a Secretary. . The Shura may also elect such other Officers as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Shura. Any two or more offices may be held by the same person. Each officer elected pursuant to this Section 1 is hereinafter referred to as an "Officer."

Section 2. Election and Term of Office: The President shall be elected by the Individual Members pursuant to Article IV Section 3. All other Officers shall be elected each year by the Shura at the annual Shura Meeting (in accordance with these Bylaws) or on such later date thereafter as may be convenient. Each Officer shall hold office until his or her successor shall have been elected by the Shura.

Section 3. Removal and Resignations: Any Officer may be removed by the Shura by a two-thirds (2/3) affirmative vote or by the Sponsoring Member, whenever in its judgment the best interests of the Organization would be served thereby. Any Officer may resign at any time by giving written notice to the President or Secretary.

Section 4. President:

a. **Election, Term, and Qualification.** The president of the Organization (the "President") shall be elected by a majority of the Individual Members through secret ballot. The President shall serve a term of two (2) years or until his earlier

resignation or removal. An individual may serve up to two (2) consecutive terms as President. The President must be a member of the General Assembly of ICNA National at the time of the election.

b.Powers. The President shall be the principal Officer of the Organization and shall exercise general supervision over the affairs of the Organization and its Officers, consistent with the policies established by the Shura. The President shall have the following powers:

(i) To preside at all meetings of the Shura;

(ii) To sign any deeds, mortgages, bonds, contracts, or other instruments, and in general to perform all duties incident of the office of President and such other duties as may be prescribed by the Shura from time to time;

(iii) If authorized by the Shura, to approve expenditures and take such other steps as he or she shall deem necessary to advance the purposes of the Organization, provided such steps do not exceed the scope of authority determined by the Shura;

(iv) To take immediate and appropriate action, when needed, concerning important matters in consultation with the Shura;

(v) To supervise all the administrative activities of the Organization;

(vi) To use the resources of the Organization within the limits drawn by the Shura and the Sponsoring Member;

(vii) To use funds from the Organization's Baitul Maal to pay for ongoing projects;

(viii) To invite a person or persons to the meetings of the Shura and to determine their status;

(ix) To call in session a meeting of the Shura;

(x) To implement the decisions of the Shura and Sponsoring Member to the best of his judgment and ability; and

(xi) To delegate any of his powers to any other person, in consultation with the Shura and the Sponsoring Member.

c.Duties: The President shall have the following duties and responsibilities:

(i) To be answerable to the Shura, Individual Members, and the Sponsoring Member;

(ii) To disseminate the message of Islam and to organize the Individual Members;

(iii) To nourish the brotherhood among the Individual Members and to take personal

interest in their Islamic development;

(iv) To implement policies and decisions of the Sponsoring Member;

(v) To keep the Individual Members and the Sponsoring Member informed of the Organization's progress;

(vi) To guide, supervise and undertake accountability for the Organization's activities;

(vii) To take prompt notice of the issues affecting the Organization, its aqeedah and goals, and to undertake all necessary safeguards in this respect;

(viii) To establish and maintain the Organization's Baitul Maal, in consultation with the Shura and Individual Members, according to the guidance provided by the Sponsoring Member;

(ix) To place obedience and faithfulness to Allah (SWT) and His Messenger, Muhammad (SAW) above everything else;

(x) To participate in any regional committee or other structure established by ICNA National;

(xi) To consider achieving the goals of the Organization and the Sponsoring Member as his primary obligation;

(xii) To give preference to the Organization's interests over his personal interests;

(xiii) To treat and command Individual Members justly and honestly;

(xiv) To safeguard fully the trusts handed over to him; and

(xv) To abide by the Organization's Charter and these Bylaws and to seek to maintain proper order within the Organization.

d. Before taking office, the President shall sign the oath of office attached hereto as Appendix III.

Section 5. .

Section 6. Treasurer: The treasurer of the Organization (the "Treasurer") shall have charge and custody of and be responsible for all funds and securities of the Organization; receive and give receipts for monies due and payable to the Organization from any source whatsoever and deposit all such monies in the name of the Organization in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; and, in general, perform all duties incident to the office of Treasurer and such other duties as from time to

time may be assigned by the President or by the Shura. The Treasurer shall be responsible, with assistance of the Organization's counsel, if any, for the administration and oversight of the Organization's financial records, initiation of an annual audit, if conducted, compliance with statutory reporting requirements, tax returns, and tax payments, if any. If required by the Shura, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Shura shall determine. The Treasurer shall be authorized to sign contracts and other documents on behalf of the Organization. The Treasurer shall also have those powers and responsibilities set forth in Article X, Section 1.

Section 7. Secretary: The secretary of the Organization (the "Secretary") shall keep the minutes of the meetings of the Shura and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Shura; be custodian of the corporate records, the execution of which on behalf of the Organization is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Shura. The Secretary shall be authorized to sign contracts and other documents on behalf of the Organization. If the President is unavailable to attend a duly called meeting of the Shura, the Secretary shall convene and preside over the meeting, but shall not exercise any other such authorities of the President.

Section 8. Vacancies: Whenever the Shura realizes that a vacancy has occurred or will occur for any office in the near future, whether by reason of the removal or resignation of an Officer or an increase in the number of offices, it shall address the vacancy according to the following procedure:

- a. First, the Shura shall attempt to hold a Special Meeting to fill the vacancy.
- b. If it is not possible to hold a Special Meeting in time to fill the vacancy, the Shura shall appoint an interim Officer.
- c. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 9. Qualifications of Officers: Officers should have the following qualities:

- a. They should neither desire nor seek to hold their respective offices;
- b. They should be, on the whole, the best of all among the Individual Members of the Organization in respect of the knowledge of the Qur'an and the Sunnah, *taqwa* (piety), wisdom, vision and soundness of opinion, honesty, justice, sacrifice, patience and steadfastness in the struggle of the Iqamat-ud-Deen; and
- c. They should possess high administrative capabilities.

d. The President must be a member of the ICNA General Assembly.

Article VII.

Elections for Directors and Officers

Section 1. Fundamental Principles of Elections: The following principles shall apply to all elections for Directors and Officers:

a. All elections shall be held by secret ballot.

b. Elections shall be decided by a simple majority of those voting, except that the Sponsoring Member has the right to veto the result of any such vote.

c. No Individual Member of the Organization has the right to do canvassing for himself or herself or for someone else.

d. An Individual Member shall be entitled to consult and seek opinion from any other Individual Member.

e. Each elected Officer and Director shall take his or her respective oath of office before assuming the responsibilities of such office. The oath shall be taken in person or by phone in the presence of the Chairman of the Election Committee, the President, or the Individual Members, as the situation may warrant.

f. Either the Secretary or the Chairman of the Election Committee shall be responsible for informing the voters of the principles and procedures of the elections and the qualities of the office holders. This person shall also make sure that the principles are observed and shall report to the President if any violation takes place.

Section 2. Election Committee; Procedure of Elections:

a. Elections shall be conducted by an Election Committee made up of a Chairman and two (2) Individual Members, each of whom shall be appointed by the President in consultation with the Shura.

b. The Chairman of the Election Committee shall be appointed at least three (3) months before the election.

c. The Chairman of the Election Committee shall count the ballots in the presence of the other voters. Upon receiving a written complaint from any Individual Member or the Chairman of the Election Committee regarding any electoral irregularity, the President shall take appropriate action, in consultation with the Shura.

d. No person shall be elected to the same office for more than four (4) consecutive years, though such a person may, immediately at the end of such four (4) consecutive years, serve in another office or serve on a committee.

Article VIII.

COMMITTEES

Section 1. Committees: The Shura establish standing committees that correspond to the Central Departments of ICNA National, and may from time to time establish one or more other committees, both such committees shall be composed of members of the Shura and/or Individual Members appointed by the Shura.

Section 2. Term of Office: Each member of a committee shall continue as such until the next Annual Meeting and until a successor is appointed, unless the committee shall be sooner terminated.

Section 3. Chair: One member of each committee shall be appointed committee chair by the Shura.

Section 4. Vacancies: Vacancies in the membership of any committee may be filled by appointments by the Shura.

Section 5. Quorum: Unless otherwise provided in the resolution of the Shura designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules: Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Shura.

Article IX.

Divisions and Affiliates

Section 1. Sister's Wing: The Organization shall establish a Sister's Wing for the purpose of enhancing and encouraging the participation of women in the Organization. The Sister's Wing shall be open to participation to any adult female Individual Member. The Sister's Wing shall operate as a semi-autonomous division of the Organization. The Sister's Wing shall elect a president and such other officers and directors to govern the administration and activities of the Sister's Wing, in a manner consistent with the provisions set forth in Articles V, VI and VII. The Sister's Wing shall appoint its president to serve as its representative as an *ex officio* member of the Shura, pursuant to Article V, Section 4. The Sister's Wing shall develop and execute programs that conform with the programs established by the Sister's Wing of ICNA National. The Sister's Wing may establish a separate bank account and separately administer funds; provided that the Sister's Wing shall establish an annual budget and incorporate its budget into the annual budget of the Organization and shall be accountable to the Organization for the use of all such funds.

Section 2. Young Muslims: The Organization shall recognize and establish an

affiliation with the local unit of Young Muslims, Inc., a New York not-for-profit corporation (“YM”) to enhance and encourage the integration of YM members into the programs and activities of the Organization, including the programs and activities of the Sister’s Wing for female YM members. The local unit of YM shall appoint its local coordinator to serve as its representative *ex officio* member of the Shura, pursuant to Article V, Section 4. As a separate corporation, YM shall manage all activities and administrative functions, the use of all funds, establishment of all bank accounts, and the development all budgets separately from the Organization, provided however, that the Organization may provide financial and other support to YM to conduct such programs or activities which are consistent with the purpose of the Organization.

Article X.

FINANCES, CONTRACTS, LOANS, CHECKS
DEPOSITS AND GIFTS/

Section 1. Finances/Baitul Maal: The Treasurer, with the supervision of the President, shall have primary authority over the department of treasury (“Baitul Maal”).

a.Sources of income to the Baitul Maal shall be as follows:

(i)Contributions from Individual Members;

(ii)Donations from the community at large;

(iii)Zakat/Ushr/Sadaqat; and

(iv)Income from investments, properties, etc.

b.Donations with any strings attached shall not be accepted by the Organization.

c.The Treasurer, under the supervision of the President, shall have the following responsibilities:

(i)To keep a complete account of income and expenditures;

(ii)To prepare the annual budget and present it to the Shura;

(iii)To keep the President and Shura informed of the financial situation of the Organization;

(iv)To release money for a project, as the need may arise, that has already been approved by the Shura;

(v)To pay a pre-authorized amount on any unexpected expense with the approval of

the President; and

(vi) To hire an independent auditor to audit the accounts of the Baitul Maal.

Section 2. Execution of Contracts: The Shura may authorize any Officer or agent, in the name of and on behalf of the Organization, to enter into any contract or execute and deliver any instrument, and such authority may be general or limited to specific instances. Unless so authorized by these Bylaws or by the Shura, no Officer or agent shall have any power to bind the Organization by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 3. Borrowing: No loan shall be contracted on behalf of the Organization and no evidence of indebtedness shall be issued unless authorized by a resolution of the Shura. Such authority may be general or confined to specific instances.

Section 4. Commercial Paper: All checks, drafts and other orders for the payment of money out of the funds of the Organization, and all notes or evidences of indebtedness of the Organization, shall be executed on behalf of the Organization by such Officers or agents, as the Shura may, by resolution, from time to time determine.

Section 5. Deposits: All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Shura may from time to time select or as may be selected by any Officer or agent of the Organization to whom such power may from time to time be delegated by the Shura; and for the purpose of such deposit, any Officer or agent to whom such power may be delegated by the Shura, may endorse, assign and deliver checks, drafts and other orders for the payment of money which is payable to the order of the Organization.

Section 6. Gifts: The Shura may accept on behalf of the Organization any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Organization.

Article XI.

Disputes, removal of directors and expulsion of members

Section 1. Modes of Expressing Differences of Opinion: An Individual Member who disagrees with the strategies, policies and decisions of the Organization may express his/her opinion according to the following means:

a. He/she may bring up his/her differences in the meetings of Individual Members or the Shura or convey his/her opinion, in writing, to all the Individual Members through the Secretary. However, he/she shall have no right to use the public press or any other public platform for this purpose and shall have no right to do any canvassing among Individual Members directly.

b.He/she shall accept the decisions arrived at through a majority opinion and shall abide by them. However, he/she shall have the right within the above established limits to have those decisions modified or rescinded.

c.If an Individual Member who holds an official position expresses his/her differences with an established policy of the Organization outside of the forums provided by the Organization's Charter and these Bylaws, then he/she shall be relieved of the official responsibility that obliges him/her to enforce or interpret that policy.

Section 2. Removal of Directors: Any Director shall be removed from his/her position as Director if:

a.He/she ceases to be an Individual Member;

b.He/she remains absent from two (2) consecutive meetings of the Shura without a valid reason;

c.The Shura by a Two-Thirds (2/3) affirmative vote determined that it is in the best interest of the Organization for the Director to be removed;

d.The Sponsoring Member determines that it is in the best interest of the Organization for the Director to be removed;

e.He/she resigns from the directorship; or

f.A written motion of "no confidence" is presented against him by five (5) Individual Members and is then approved by a Two-Thirds (2/3) affirmative vote of the Individual Members.

Section 3. Suspension of Individual Members: If the President deems it necessary, due to special circumstances, he or she may suspend an Individual Member, in consultation with the Shura, for a maximum period of three (3) months.

Section 4. Cancellation of Individual Membership: If an Individual Member abandons his/her residence in Commonwealth of Virginia on a permanent basis, the President may cancel his/her membership in consultation with the Shura.

Section 5. Expulsion of an Individual Member:

a.Conditions for Expulsion. The President, in consultation with the Shura, or the Sponsoring Member in its sole discretion, shall have the authority to expel an Individual Member, if:

(i)He/she violates, despite a reminder, the conditions of Individual Membership repeatedly and deliberately;

(ii)He/she acts repeatedly against the interests, goal and methodology of the

Organization; or

(iii) He/she conveys, verbally or by continuous action, the impression that he/she no longer has any interest in the activities of the Organization.

b. Method of Expulsion.

(i) The President, upon learning that there are valid grounds for expulsion of an Individual Member under the terms of Article XI, Section 5(a), shall do so with the approval of the Shura or at the direction of the Sponsoring Member.

(ii) Before the decision of expulsion is approved, the Individual Member involved shall be given the opportunity to address the Shura and seek a reversal of the decision, which shall be within the sole discretion of the Shura to approve the request for a reversal, except where the expulsion decision was made by the Sponsoring Member.

Article XII.

MISCELLANEOUS

Section 1. Books and Minutes: The Organization shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its Shura.

Section 2. Fiscal Year: The fiscal year of the Organization shall begin on [January 1] and end on [December 31].

Section 3. Waiver of Notice: Whenever any notice whatsoever is required to be given under the provisions of the Nonprofit Act, or under the provisions of the Organization's Charter or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 4. Indemnification of Directors and Officers: The Organization shall indemnify all of its present and former Directors and Officers to the full extent permitted by the Nonprofit Act, the relevant indemnification provisions of which are hereby incorporated herein by reference. The Shura may also cause to be purchased insurance for such indemnification of its officers and directors, to the extent determined from time to time by the Shura.

Article XIII.

Distribution of Property Rights

Section 1. Distribution of Assets Upon Dissolution: Upon dissolution of the Organization and after paying or providing for its debts, the Shura shall distribute the Organization's remaining assets to ICNA National or if ICNA National lacks the capacity to accept the assets, the Shura by majority vote shall distribute the remaining assets to one or more organizations which are organized for an exempt purposes similar to the purpose of the Organization, consistent with the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose consistent with the purpose of the Organization. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes which are consistent with the purpose of the Organization.

Article XIV.

AMENDMENTS TO BYLAWS

Section 1. Amendments: These Bylaws may be altered, amended or repealed and new Bylaws may be adopted (a) by a majority of the Directors present at any regular meeting of the Shura at which a quorum is present, (b) at any special meeting of the Shura at which a quorum is present or (c) without a meeting, pursuant to the terms of Article V, Section 10; provided, however, that any amendment of these Bylaws must be approved by the Sponsoring Member.

Article XV.

GLOSSARY

Section 1. Definitions: Capitalized terms, when used in these Bylaws, shall have the meanings set forth in the sections listed below:

- a. "Annual Meeting" is defined in Article IV, Section 4.
- b. "Baitul Maal" is defined in Article X, Section 1.
- c. "Shura" is defined in Article IV, Section 1.
- d. "Shura Meeting" is defined in Article V, Section 6.
- e. "Bylaws" is defined in Article I, Section 1.
- f. "Charter" is defined in Article II, Section 1.
- g. "Conflict-of-Interest Policy" is defined in Article IV, Section 13.

- h. **“Sponsoring Member”** is defined in **Article IV, Section 2.**
- i. **“Sponsoring Member Affiliate”** is defined in **Article IV, Section 2(c)(iii).**
- j. **“Director”** is defined in **Article IV, Section 3(a) .**
- k. **“ICNA National”** is defined in **Article I, Section 2.**
- l. **“Member Meeting”** is defined in **Article IV, Section 3(b).**
- m. **“Nonprofit Act”** is defined in **Article IV, Section 2(a).**
- n. **“Officer”** is defined in **Article VI, Section 1.**
- o. **“Organization”** is defined in **Article I, Section 1.**
- p. **“President”** is defined in **Article VI, Section 4.**
- q. **“Registered Agent”** is defined in **Article III, Section 2.**
- r. **“Registered Office”** is defined in **Article III, Section 1.**
- s. **“Secretary”** is defined in **Article VI, Section 6.**
- t. **“Special Meeting”** is defined in **Article V, Section 7.**
- u. **“Treasurer”** is defined in **Article VI, Section 5.**
- v. **“YM”** is defined in **Article IX, Section 2.**

**CERTIFICATION OF _____ OF THE REAL ESTATE MAJLIS ASH-SHURA
OF THE ISLAMIC CIRCLE OF NORTH AMERICA real estate TRUST**

THE undersigned hereby certifies (i) he/she is an Officer of Islamic Circle of North America Real Estate Trust, (ii) the above Bylaws are true, correct and complete duly adopted by the Real Estate Majlis Ash-Shura of the Organization on the ___ day of _____, 200__ (“Effective Date”), and in accordance with the laws of the State of New York, and (iii) the Bylaws are in full force and effect on the Effective Date hereof and have not been amended on or subsequent to the Effective Date.

IN WITNESS WHEREOF, I have hereunto executed this Certificate in my official capacity on the ___ day of _____, 200__.

By: _____

Appendix I

Membership Form for Individual Members
In the name of Allah the Beneficent, the Merciful

1. I agree with the aqeedah, goal, methodology and program of [Name of Organization].
2. I promise to cooperate in its struggle.
3. I shall seek to practice Islam in my life.

May Allah (SWT) enable me to fulfill this pledge, Aameen.

Signature of Individual Member

Name:

Address:

City:

State/Prov. ZIP/Postal Code:

Tel. (Res.):

Tel. (Off.):

Date and Place of Birth:

Signature of President

Appendix II

Oath of Office of each Director/Member of Majlis ash-Shura

In the name of Allah the Beneficent, the Merciful

I, , having been elected/appointed as a member of the Majlis ash-Shura of [Name of Organization] ("Organization"), do hereby affirm, with Allah the Lord of the Universe as my witness, that I shall insha-Allah:

4. Place my obedience and faithfulness to Allah and His Messenger (SAW) above everything else.
 5. Remain bound and faithful to the Charter and Bylaws of [Name of Organization] and to regularly attend the meetings of the Shura.
 6. Express my honest opinion without fear or reservation.
 7. Try my best to rectify whatever defect I may find in the order of the Organization.
- May Allah enable me to fulfill this pledge, Aameen,

Signature Date

Appendix III

Oath of Office for the President

In the name of Allah the Beneficent, the Merciful

I, , having been elected/appointed as the President of [Name of Organization] ("Organization"), do hereby affirm, with Allah the Lord of the Universe as my witness, that I shall insha-Allah:

1. Place my obedience and faithfulness to Allah and His Messenger (SAW) above

everything else.

2. Consider achieving the goal of the Organization as my first and foremost duty.
 3. Give preference to the interests and responsibilities of the Organization to myself and my personal interests.
 4. Always lead the Members of the Organization justly and honestly.
 5. Safeguard my trusts and seek to maintain proper order within the Organization.
 6. Remain bound and faithful to the Charter and Bylaws of the Organization.
- May Almighty Allah enable me to fulfill this pledge, Aameen,

Signature Date

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