

ISLAMIC SOCIETY OF NORTH AMERICA

Bylaws

(as amended and restated effective January 1, 2018)

ARTICLE I: NAME

The organization shall be called the Islamic Society of North America hereinafter called ISNA. It shall be a not-for-profit organization.

ARTICLE II: AIMS & PURPOSES

The aims and purposes of ISNA shall be to advance the cause of Islam and serve Muslims in North America so as to enable them to adopt Islam as a complete way of life. Towards this end, it shall:

1. Represent and serve the interest of Muslims in North America.
2. Present Islam to Muslims and non-Muslims and promote friendly relations and understanding between them.
3. Procure and develop necessary resources.
4. Develop service institutions to serve Islam and Muslims.
5. Establish appropriate plans, policies, and priorities.
6. Cultivate brotherly relations and foster unity among Muslims in North America and in other parts of the world.

ARTICLE III: MEMBERSHIP AND AFFILIATION

Section 1: Individual Membership

Any Muslim, aged 16 years or older, living in North America who endeavors to practice Islam as a total way of life may become a member of ISNA in accordance with guidelines approved by the Board of Directors.

Section 2: Organizational Affiliation

Any Islamic organization may be affiliated to ISNA provided that it accepts these Bylaws and is able and willing to abide by its provisions, and provided also that it fulfills the following conditions:

1. its aims and purposes are consistent with those of ISNA;
2. it has been operating for at least 3 years and is a tax-exempt organization;
3. its scope of activity and its membership cover the United States and/or Canada;
4. its application for affiliation is approved by the Board of Directors, in its sole discretion.

Section 3: Renewal

Individual membership may be renewed for one or more years at a time and organizational affiliation for two years in accordance with procedures approved by the Board of Directors.

Section 4: Suspension and Expulsion

1. Individual Members:
 - (i) Upon written charges being brought against any member and upon filing of such charges with the Executive Director and upon hearing thereof by the Executive Committee in a duly convened meeting, the said member may be suspended or expelled from ISNA.
 - (ii) Written notice of such expulsion, suspension or termination and the reasons for the expulsion, suspension or termination of the member shall be provided at least fifteen (15) days prior to its effective date.
 - (iii) Any member so expelled or suspended, and not reinstated, shall have the right to a hearing before a committee of five Board members appointed by the Chair of the Board of Directors, if he or she submits a written request to the Chair for such a hearing. An affirmative majority vote of this Committee to annul such expulsion or suspension shall make the Executive Committee's decision void.

- (iv) The member shall have the opportunity to the hearing described in this Section, not less than five (5) days before the effective date of the expulsion, suspension, or termination.
- 2. Affiliated Organizations:
 - (i) Upon written charges being brought against an affiliated organization and upon filing of such charges with the Executive Director and upon hearing thereof by the Executive Committee in a duly convened meeting, the Executive Committee may recommend to the Board of Directors that the said affiliated organization be suspended or expelled from ISNA.
 - (ii) Any affiliated organization recommended to be so expelled or suspended, and not reinstated, shall have the right to a hearing by the Board of Directors in a duly convened meeting. An affirmative majority vote of the Board members to approve such expulsion or suspension shall be final.

ARTICLE IV: ORGANS OF ISNA

- 1. The ISNA shall have the following organs:
 - (i) General Assembly
 - (ii) Board of Directors
 - (iii) Executive Committee
 - (iv) Directorate
 - (v) Advisory Council
 - (vi) Committees
- 2. Relationship among these organs shall be as stipulated in these Bylaws and as further defined by the Board of Directors.

ARTICLE V: GENERAL ASSEMBLY

Section 1: Composition

The Members of ISNA in good standing shall constitute the General Assembly.

Section 2: Functions

- 1. The General Assembly shall elect the President of ISNA, and the two Vice Presidents (U.S. and Canada). The President and Vice Presidents may be re-elected for one more term.
- 2. The General Assembly shall elect the Elected Members of the Board of Directors with the provisions of Section 5.1. of Article (VII).

- 3. The General Assembly may adopt resolutions, amend the Bylaws and, in general, exercise all powers necessary to promote the aims and purposes of ISNA.

Section 3: Meetings

- 1. The General Assembly shall be called into session by the President of ISNA every year. Five hundred members shall constitute quorum for a General Assembly meeting.
- 2. The General Assembly shall approve the ISNA report and financial statements as audited by a certified public accountant.
- 3. The meeting of the General Assembly may take place in person, by phone, videoconference, teleconference or other means determined by the Board of Directors and permitted under applicable law and ISNA's governing documents. In-person meetings of the General Assembly may take place in any location determined by the Board of Directors. Any member may attend a meeting of the General Assembly by any manner in which all members participating may simultaneously hear each other and respond as needed during such meeting.

ARTICLE VI: DISSOLUTION OF THE ZONAL COUNCILS

Upon the adoption of these Bylaws, the Zonal Councils are dissolved.

ARTICLE VII: BOARD OF DIRECTORS

Section 1: Composition

The Board of Directors shall be composed of Elected Members and Appointed Members as follows:

- 1. Elected Members
 - (i) Members elected by the General Assembly of ISNA membership shall be three officers: President of ISNA and the two Vice Presidents (U.S. and Canada).
 - (ii) Other Board members also shall be elected by the General Assembly of ISNA membership in such numbers determined by the then-Board, and in accordance with these Bylaws.

2. **Appointed Members**
The Elected Members of the Board shall appoint by majority vote other members to the Board, in such number that the Board may determine in accordance with these Bylaws, so long as the total number of Appointed Members does not exceed the total number of Elected Members.
3. **Vacancies Due to Resignation, Removal or Other Circumstances**
If a vacancy is created on the Board due to a director's resignation, death, removal or any other circumstance, then the Board may appoint, through a majority vote, another individual who fulfills the qualifications of a director outlined herein. Such director shall serve for the remainder of the term of the director he or she replaces, or until a successor is elected at a duly noticed meeting of the General Assembly. The classification of such director shall follow the classification of the director that he or she replaces.
4. **Proportion of Elected Members and Appointed Members**
Other than described in Article VII, Section 1.3 herein, the total number of Appointed Members shall never exceed the total number of Elected Members, even if one additional Elected Member must be elected to the Board by the General Assembly to achieve this proportion.
5. **Board Composition**
The total number of members of the Board shall always be at least nine (9) in number and shall not exceed 13 members. No successors to the former House of Community Representatives shall be selected upon expiration of the terms of members from the former House of Community Representatives. The seats of members from each of AMSET, CISNA, CITF, IMANA, MSA, MYNA and NAIT in place immediately prior to adoption of these Bylaws (who have no set term) shall cease to exist on the Board as of January 1, 2018.

Section 2: Qualifications of Elected and Appointed Board Members

1. Be an adult, practicing Muslim known for his/her Islamic manners and morals in his/her community and organizational dealings.
2. Be committed to:
 - (i) regular participation in educational and training programs designed for the Board and other Islamic workers;
 - (ii) regular financial contribution to ISNA of not less than 1% of his/her gross income.
3. Be involved in Islamic work for a minimum of 3 years in the U.S. and/or Canada.
4. Be a member of ISNA for a minimum of three years.
5. Not be an active position seeker.

Section 3: Functions

The Board of Directors shall oversee, guide and direct the work of ISNA. For this purpose, it shall, in addition to powers delineated in other Articles:

1. Adopt policies and formulate plans;
2. Confirm appointments of members of the Executive Committee;
3. Raise funds for the operation of ISNA, authorize the raising of funds by affiliated organizations, and establish necessary procedures for the same;
4. Allocate funds and resources to various organizations, and approve the annual budget of ISNA;
5. Approve the affiliation of organizations to ISNA;
6. Appoint on an annual basis at its first regular meeting of each calendar year from amongst the Members, two Members to serve as Secretary and Treasurer, respectively; a Member serving in either office is eligible for reappointment at any time during the duration of his/her term.

Section 4: Procedures

1. Except where otherwise provided, decisions of the Board shall be made by a simple majority, each member having one vote.
2. The presence of a simple majority of the members at a meeting shall constitute the quorum, provided that this majority also

includes the simple majority of the Elected Members of the Board.

3. The President of ISNA shall be the Chair of the Board during his/her term of office.
4. The Board shall adopt its own rules of procedures.
5. The Board shall meet in at least two regular sessions each year. Special sessions shall be convened by its Chair on his/her own initiative or at the request of one-fourth of the Board members, provided that this one-fourth includes one-third of the Elected Members.

Section 5: Term

1. The term of office of the Elected Members (other than the President of ISNA and the two Vice Presidents of ISNA) and the Appointed Members shall be for four years and limited to two consecutive terms;
2. The term of office of the President of ISNA and the two Vice Presidents (U.S. and Canada) shall be for two years each and limited to one additional term on the Board, after the end of their terms as officers;
3. The term of office of all Elected Members shall begin on the first Monday of September in the year of their election.

Section 6: Suspension and Removal

1. Any member of the Board of Directors, the President of ISNA or either Vice-President may be suspended from office by an affirmative vote of a special committee of 5 Board members appointed by the Chair (or appointed by the two Vice Presidents if the suspension involves the Chair), if written charges of a direct violation of these Bylaws or gross misuse or misappropriation of funds or obvious damage to the existence or interest of the ISNA are proven to be true.
2. Any individual so suspended shall have the right to a hearing by the Board of Directors at its next regular meeting. The decision of the Board to continue suspension, to revoke suspension or to order removal of the said official shall be final.

ARTICLE VIII: DISSOLUTION OF EXECUTIVE COUNCIL

Upon effectiveness of these Bylaws, the Executive Council shall be dissolved.

ARTICLE IX: DIRECTORATE

Section 1: Composition

1. The Directorate shall have an Executive Director and a number of Directors to be determined by the Executive Committee. The Executive Director and the other Directors shall be appointed by the Executive Committee established under these Bylaws.
2. The Executive Director shall be the principal administrative officer of the Directorate with a role and responsibilities to be established by the Board. The other Directors shall have roles and responsibilities to be established by the Board.

Section 2: Functions

1. The Directorate shall handle the administrative, financial, legal, educational and training activities of ISNA and its affiliated organizations. It shall also be responsible for their publications.
2. The Directorate shall conduct day-to-day operations of ISNA and assist the Executive Committee in planning and conducting ISNA activities including its Annual Convention.

ARTICLE X: SERVICE INSTITUTIONS

The provisions regarding Service Institutions are hereby dissolved.

ARTICLE XI: ADVISORY COUNCIL

Section 1: Composition

As of January 1, 2018, or as soon thereafter as the Board of Directors may act in its sole discretion, the Board may, by resolution adopted by a majority of the Board of Directors, designate new members of an Advisory Council at its sole discretion. Such Advisory Council shall, at a minimum, consist of: (a) one designated representative from each of AMSET, CISNA, CITF, IMANA, MSA, MYNA and

NAIT and (b) individual persons or designated representatives of organizations who are interested in the purpose and principles of ISNA. Each member of the Advisory Council shall serve at the pleasure of the Board. Terms shall be for two years and renewable for an unlimited number of terms by majority vote of the Board. Each entity listed in (a) of this Section shall have a standing seat in the Advisory Council except where the Board determines by a majority vote that maintaining a seat on the Advisory Council for that respective entity shall endanger the reputation, operation or existence of ISNA. Any vacancy in the Advisory Council may be filled and the Board may remove any member of the Advisory Council, either with or without cause, in each case, by a majority vote of the Board.

Section 2: Functions

The Advisory Council shall advise the Board as to any matters that are put before it by the Board concerning ISNA. The Advisory Council shall not have or purport to exercise any powers of the Board nor shall it have the power to bind ISNA in any manner.

ARTICLE XII: COMMITTEES

Section 1: Personnel Committee

1. The Personnel Committee shall be a standing committee consisting only of all officers of the Executive Committee and the Executive Director. The duration of each member's term shall be concurrent with the period of their respective offices.
2. The Personnel Committee shall select and appoint the Executive Director and the Directors and determine their salaries and benefits, according to guidelines established by the Personnel Committee subject to approval by the Board of Directors.
3. The President of ISNA shall be the Chairman of the Personnel Committee.

Section 2: Election Committee for Elected Members

1. The Election Committee for Elected Members shall be a standing committee consisting of a Chair and four members appointed by the Board of Directors.

2. The Committee shall conduct and supervise all elections required under these Bylaws. It shall adopt election procedures which shall be approved and publicized by the Board.
3. The Chair and members of this committee shall serve for a period of two years and may be reappointed.

Section 3: Executive Committee

1. Composition. The Executive Committee shall consist of:
 - (i) The President of ISNA,
 - (ii) The two Vice-Presidents of ISNA,
 - (iii) The two Board Members appointed by the Board to serve as Secretary and Treasurer of ISNA.
 - (iv) The President of ISNA shall be the Chair of the Executive Committee.
2. Functions. The President, with the assistance of the Executive Committee, shall:
 - (i) Implement decisions of the Board of Directors;
 - (ii) Prepare budget proposals and submit them to the Board of Directors for approval;
 - (iii) Supervise the operation of the Directorate and of functional committees;
 - (iv) Formulate and initiate specific projects to implement the plans and policies of the Board of Directors.
 - (v) As members of the Personnel Committee, select and appoint the Executive Director and the Directors and determine their salaries and benefits, according to guidelines established by the Personnel Committee and approved by the Board of Directors.
 - (vi) The President of ISNA shall be the Chairman of the Executive Committee.
3. Procedures.
 - (i) The Executive Committee shall hold periodic meetings and arrive at decisions through consultation.
 - (ii) The Executive Committee may establish functional committees as it deems necessary for the performance of its functions.
 - (iii) The Executive Committee may adopt its own Rules of Procedure.

Section 4: Other Committees

Other committees may be appointed by the Board, the Executive Committee or the Directorate to perform specific functions. Such committees shall advise and assist their appointing bodies.

ARTICLE XIII: FINANCES

1. ISNA shall be financed by membership fees, contributions, donations, and other legitimate sources. The acceptance of such funds shall be consistent with the aims and purposes of ISNA.
2. The Executive Committee shall convey in trust the investments, funds, business ventures, real properties and any other assets of ISNA to the North American Islamic Trust, or to an entity qualified and selected for this purpose by an affirmative vote by two-thirds (2/3) of Board members present and voting, when such assets are located in the United States and to the Islamic Services of Canada when such assets are located in Canada. Similarly, other affiliated organizations may convey in trust their properties to the North American Islamic Trust (NAIT) or to the Islamic Services of Canada.
3. The fiscal year of ISNA shall begin on January 1 and end on December 31.

ARTICLE XIV: DISSOLUTION

1. General. In the event of dissolution of ISNA, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities, dispose of all the assets of ISNA exclusively to the North American Islamic Trust or the Islamic Services of Canada, as applicable.
2. U.S. Assets. In case of the non-existence of the North American Islamic Trust, Inc., first disposal shall be made to one or more of the affiliated organizations, and then to an Islamic organization organized and operated exclusively for religious, cultural, charitable, educational or scientific purposes as shown

at the time qualified as an exempt organization or organizations under the then existing Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any of such assets not shown as disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of ISNA is then located exclusively for such Islamic organizations as said Court shall determine.

3. Canadian Assets. In case of the non-existence of the Islamic Services of Canada, first disposal shall be made to one or more of the affiliated organizations, and then to an Islamic organization organized and operated exclusively for religious, cultural, charitable, educational, or scientific purposes as shown at the time qualified as an exempt organization or organizations under the then existing Canada Revenue Agency Code or the corresponding provision of any future Canada Revenue Agency Law, as the Board of Directors shall determine. Any such assets not shown as disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of ISNA is then located exclusively for such Islamic organizations as said Court shall determine.

ARTICLE XV: AMENDMENTS

1. Amendments to the Bylaws shall be submitted in writing to the President of ISNA not less than sixty days prior to a General Assembly meeting;
2. The Board of Directors, after approving the proposed amendment by a two-third majority vote, shall present it to the General Assembly for approval at the next meeting;
3. All amendments shall require the approval of a two-thirds majority of a duly held General Assembly Meeting