

In the name of Allah, the Merciful, the Compassionate  
**THE BY-LAWS**  
**OF THE ISLAMIC CENTER OF FREDERICKSBURG**

**1. Name**

The name of the corporation shall be Islamic Center of Fredericksburg (hereinafter referred to as “ICF”).

**2. Description**

ICF is a non-profit, non-political, religious, cultural, charitable, and educational institution. ICF adheres to the Islamic Society of North America (ISNA) with regard to Ramadan, Eid Fitr and prayer times.

**3. Purpose**

The purpose and activities of ICF shall be to advance the teachings of Islam and to serve the Muslim community and community at large in the greater Fredericksburg region.

Towards this end, the ICF shall:

- a) Hold congregational prayers and Islamic religious festivals and ceremonies at proper times.
- b) Promote closer ties, relations, unity, and cooperation among Muslims residing in the greater Fredericksburg region to achieve its goals and objectives within the law of the land.
- c) Educate Muslims and non-Muslims about Islam.
- d) Maintain a place(s) of worship that shall be known as Masjid Al-Taqwa.
- e) Promote the Islamic principles by engaging in community outreach services to work with Muslim and Non-Muslim organizations that share our values on joint projects for providing community services and projects that further mutual support.
- f) Support the needy Muslim and the non-Muslim members in our community.
- g) Provide, as may be requested, assistance in the funeral services and arrangements for the burial of ICF members and non-members whose life expired within our region.
- h) Remain impartial and shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office.

**4. Islamic Center of Fredericksburg Organizational Structure**

- a) **ICF General Body** (Consists of ICF member only)
- b) **Board of Trustees** (BOT)
- c) **Board of Directors** (BOD)

**5. ICF Membership**

Any person, regardless of race, color, ethnicity or gender, may become a member of ICF, provided all the requirements of applicable member type described below are met.

Allah’s House of Worship. No Member shall be considered “current” if he/she fails to meet any of the Membership Requirements, and therefore may not vote, sign a petition,

or be counted for quorum. When inside the Masjid, all must conduct themselves, at all times, with good manners, patience, kindness, compassion and understanding toward their fellow human beings.

## **5.1.Membership Requirements**

- a) A Muslim who believes in one God (Allah) and believes in the Prophet Mohammad (PBUH) as the Last Messenger of Allah (SWT).
- b) At least 18 years of age, and legal resident of the U.S. with no criminal record.
- c) A resident of the greater Fredericksburg region.
- d) May not be a member of or affiliated with any outlawed organization under U.S. law.
- e) Submit ICF Membership Application, along with pro-rated current Annual Membership Dues or request for a financial hardship waiver.
- f) Membership Applications must be approved by the Board of Directors; only the BOD may issue membership and membership numbers.
- g) The BOD with the approval of the Board of Trustees has the right to waive the membership fees.
- h) Members are responsible for providing their current address to the BOD at all times, to be contacted for important Masjid information; General Body meetings (including voting); and donation receipts.
- i) Members must comply with the ICF By-laws at all times.
- j) Members must pay the Annual Membership Dues each year when announced by the BOD or re-apply for a financial hardship waiver.
- k) Recordable donations (donations to be recorded that clearly indicate donor's name and address) may be substituted for the Annual Membership Dues as long as they are for ICF operating funds or ICF asset-related (e.g. land or building) projects *and* the amount donated is equal to or more than the amount of Membership Dues.
- l) Zakat, Fitra, or Sadaqa given to ICF will not be counted for ICF Membership Dues
- m) ICF members in good standing can vote three (3) months after their membership application has been approved.
- n) Membership may be rescinded if a member family/person has disregarded the provisions of ICF bylaws or Islamic values. This may be initiated on a written request by at least three members of ICF and decided upon by the BOT
- o) Each ICF member shall be entitled to one vote at all elections and special membership meetings of the Islamic Center of Fredericksburg. For a family membership, the principal member, spouse, and any children listed whose current age is 18-21 will be entitled to one vote each.

## **5.2.Membership Privileges**

- a) Eligible to vote/participate in ICF elections.
- b) Eligible to hold a position in ICF BOT or BOD or in any special purpose committee
- c) Eligible for discount for ICF School, classes, and events.

## **6. ICF General Body**

### **6.1. Composition**

- a) ICF general body consists of ICF members only.

## **6.2. Functions**

- a) To participate in ICF activities and function as a nucleus of Islamic education and conduct.
- b) To elect members of the BOT and BOD.
- c) To adopt resolution(s) to promote the aims and purposes of the ICF. Such resolution(s) are to be implemented by the BOD.
- d) To approve or disapprove Constitution and Bylaws amendment(s) after these have been duly approved by the BOD and the BOT.

## **6.3. Meetings**

- a) General Body meeting will be held annually in the 2nd quarter of the year.
- b) General Body meeting will be presided by the President of ICF BOD, in the absence of the President the General Body meeting will be presided by the General Secretary.
- c) If need arises, ICF general body meeting can be called upon by filing a petition to the BOD President, duly signed by one fourth (1/4) of ICF members.
- d) Three fourth (3/4) of members shall constitute a quorum for a meeting.
- e) If there is no quorum, the chair will announce a time and place for next the meeting to be held in no later than 21 days.
- f) ICF members present at the rescheduled meeting shall constitute a quorum.
- g) In a General body meeting, three fourth (3/4) of the attending current members will be required to carry a motion.

## **7. ICF Board of Trustees (BOT)**

### **7.1. Composition**

The Board of trustees shall consist of total **4 members** as follows:

- a) Three elected voting members
- b) One non-voting members (President of ICF BOD)
- c) The members of BOT shall serve for the Term of 10 years.
- d) Maximum of two members of the BOT shall be replaced at one time, i.e. Terms shall be staggered.
- e) BOT shall hold at least 4 quarterly meetings in one calendar year.
- f) ICF BOT shall elect a Chairperson and a secretary within themselves in their first or second meeting.
- g) The Chairperson shall conduct BOT meetings and the secretary shall keep the record of BOT Meeting proceedings.
- h) After electing a BOT member, two third majority of the BOT is required to remove the member from his position in the Board. Such removal can only occur if it is deemed to be in the best interest of ICF.

### **7.2. Qualifications**

- a) A Muslim who is at least 35 years old;
- b) A Member of and active volunteer with ICF for at least three current consecutive years;
- c) A resident of the greater Fredericksburg region for at least five years;

- d) A legal resident of the U.S. with no criminal record.
- e) Current contractors or employees of ICF and members of their immediate families are not eligible to serve on the BOT.
- f) Current or previous BOD members who have not been involuntarily removed are not eligible to serve on the BOT.
- g) There is no remuneration for ICF BOT members.
- h) A BOT member shall be considered “inactive” if he/she 1) fails to attend 2 consecutive BOT meetings without submitting a written letter of explanation to the Chairperson (i.e., he/she has been sick or out of the country), or 2) fails to attend at least 3 of 4 BOT meetings in any 12-month period.
- i) In the event of a vacancy on the BOT, the Chairperson will consult the ICF BOD President and mutually appoint someone from the BOD or the ICF General Body to serve on the BOT until the next BOT election.

### **7.3. Functions**

- a) The Board of Trustees shall be responsible for overall direction of the ICF by assuring adherence to the ICF bylaws.
- b) The BOT shall promote unity and cooperation among the Muslim community.
- c) The members of the BOT are not individually liable for collective actions of the BOT.
- d) The BOT should not be involved in day to day management/operation of Islamic Center of Fredericksburg.
- e) The BOT shall review and approve ICF quarterly and Annual Financial statements presented by ICF BOD.
- f) The BOT shall meet quarterly to review ICF management system and practices or more frequently if they deem necessary.
- g) The BOT shall hold at least two meetings with BOD in one calendar year.
- h) The BOT shall release their approved meeting minutes within 5 days after the following meeting
- i) The BOT shall review, approve or disapprove selling, buying of ICF real estate including financing or obtaining construction loan.
- j) The BOT shall form Construction Management Committee for New Masjid.
- k) The BOT has the right to dissolve ICF BOD or disqualify any BOD or BOT member for cause due to actions detrimental to ICF Community
- l) If BOT dissolve ICF BOD, then BOT must hold a General Body Meeting and hold a new election within 45 days to elect new ICF BOD.
- m) The BOT shall responsible for ICF election and nominating an election commission from ICF members.
- n) The BOT shall act as an arbitrator in any disagreement or dispute among ICF BOD. The decision of BOT is final unless the BOT itself is the part of the dispute, in such case the Chairperson of BOT or President of BOD shall call ICF General Body meeting to resolve the conflict.
- o) Members of the BOT must attend ICF General Body meeting once in one calendar year.
- p) BOT shall assist ICF BOD when requested by BOD president.

- q) Any payment checks for amount of \$2000.00 and over must be approved in writing by both ICF President and BOT. Electronic communications (e-mail) containing details of the payment and expressing approval, shall be acceptable to meet such requirement.
- r) Handle all Grievances filed at ICF
- s) The BOT will approve the appointment or the dismissal of the Imam in consultation with the BOD and General Body members.
- t) The BOT may revoke any decision of the BOD and other committees as it deems necessary in the best interest of ICF
- u) The BOT shall assist with any interfaith activities at ICF

## **8. ICF Board of Directors (BOD)**

### **8.1. Composition**

- a) The BOD shall have up to 11 members elected by General Body, but not fewer than 5 members, as determined by the BOD. In case the number drops below 5, a new election shall be held to fill the vacancy for remainder of the term.
- b) The BOD members shall be elected for a period of four years by the General Body.
- c) The election shall take place every two years for replacement of 50% of the BOD members and vacancies.
- d) The elected BOD members can create committees to assist with their activities.
- e) The elected BOD members will consist of the following roles:
  - President of the Board of Directors
  - General Secretary
  - Director Finance
  - Director Facilities Maintenance
  - Director Social Activities
  - Director Islamic Education
  - Director Islamic Propagation
  - Director Youth Activities
  - Director Public Relation
  - Director Information System
  - Director Women Activities

### **8.2. Qualifications**

- a) A Muslim who is at least 25 years old;
- b) A Member of and active volunteer with ICF for at least three current consecutive years;
- c) A resident of the greater Fredericksburg region;
- d) A legal resident of the U.S. with no criminal record.
- e) Current contractors or employees of ICF and members of their immediate families are not eligible to serve on the BOD.
- f) Willing to participate and manage ICF activities
- g) There is no remuneration for ICF BOD members.
- h) A BOD member shall be considered inactive if he/she 1) fails to attend 2 consecutive BOD meetings without submitting a written letter of explanation to the President (i.e., he/she has been sick or out of the country) or 2) fails to pay the Membership Dues

within 60 days of their due date, will be subject to disqualification at the next BOD meeting.

- i) A member of the ICF BOD may withdraw by giving three months' advance written notice to ICF BOD President.

### **8.3. Functions**

- a) The BOD shall be the official administrator of the ICF.
- b) The BOD shall manage the Masjid and shall set up committees, organize activities and programs at ICF.
- c) The BOD shall implement the ICF bylaws.
- d) The BOD shall hold its meeting once a month.
- e) The BOD meeting calendar shall be published in advance.
- f) The BOD shall promote unity and cooperation among themselves and in the Muslim community of the greater Fredericksburg region.
- g) All checks written shall require the signatures of two (2) BOD members. The designated BOD member or the Director of Finance shall not authorize expenditures of more than \$500.00 on a single expense without prior approval of the BOD, nor shall they authorize total expenses on one occasion of more than \$1,000.00 without prior approval of the BOD.
- h) Any payment checks for amount of \$1000.00 and over must be signed by both ICF Finance Director and ICF President.
- i) Any payment checks for amount of \$2000.00 and over must be approved in writing by both ICF President and BOT. Electronic communications (e-mail) containing details of the payment and expressing approval, shall be acceptable to meet such requirement.
- j) The BOD will elect new or any additional Imam through an affirmative vote of at least three fourth (3/4) of the BOD, and BOT present

### **8.4. BOD Elections**

- a) The BOD shall appoint an election committee to manage all issues related to elections including nomination of members.
- b) ICF will hold Board of Directors (BOD) election every 2 years in the month of November.
- c) ICF member who has paid membership dues by Dec. 31st of the previous year is eligible to cast vote.
- d) New BOD will take the charge on Jan 1st following the election.

## **9. ICF President**

### **Responsibilities of the President:**

- a) Preside over BOD and General Body meetings.
- b) Authority to call emergency meetings of the BOD, BOT and ICF general body.
- c) Act as the chief representative of the BOD.
- d) Manage ICF Zakat distribution record, review and approve Zakat assistance application.
- e) Review assignments of the speakers of Jumm'ah Prayers if needed with the consultation of ICF Imam.

- f) Coordinate and supervise the work of various Officers and Committees.
- g) Nominate temporary replacements for any leaving members of BOD.
- h) Train the new members of the BOD.
- i) Prepare an annual evaluation of all the departments and present it to BOT.
- j) Report to the BOT and participate BOT meetings as a non-voting member.
- k) Act as the spokesperson for ICF or can designate the spokesperson for the ICF from among BOD or BOT members.
- l) Review and approve ICF financial statements,
- m) Review and approve ICF mailing material.
- n) Review and approve ICF website contents and its changes before their release.
- o) Coordinate and provide support as necessary to respond to BOT inquires.
- p) Provide Annual Report to BOT and General body meetings.
- q) Oversee the ICF whole operations and functions and seek to improve its efficiency.
- r) Ensure that ICF Liability and Property insurance is in place at all times.

## **10. ICF General Secretary**

### **Responsibilities of General Secretary:**

- a) The Secretary shall report directly to the President.
- b) Check ICF physical and email boxes, and distribute content to relevant ICF departments.
- c) Review and approve ICF emails announcements and email inquiries.
- d) Assume the duties of ICF President during his/her short-term absence.
- e) Prepare the Agenda for BOD meetings with approval from BOD President.
- f) Distribute the Agenda to all BOD members at least two (2) days prior to the meeting date.
- g) Publish BOD meeting minutes within 3 days after the BOD meeting in which the minutes are approved.
- h) Maintain ICF Incorporation and property records and make them available for inspection.
- i) Maintain the list of ICF members. In coordination with ICF Financial Director, update the membership list at least quarterly.
- j) Prepare the Agenda for General Body meetings with approval from BOD President, and publish it to the ICF membership at least one (1) week prior to the General Body meeting.
- k) Assume additional responsibilities as requested by ICF BOD.

## **11. Director Finance**

### **Responsibilities of Director Finance:**

- a) Report directly to ICF BOD President.
- b) Maintain a monthly record of all donations and expenditures on ICF QuickBooks.
- c) Manage payment of any ICF tax obligations.
- d) Manage ICF Monthly Donation System.
- e) Manage ICF wireless Credit Card terminal.
- f) Manage ICF bank accounts and balance to statement each month.
- g) Manage ICF employee salary and timely payment of government employment taxes.

- h) Check donation collection boxes every day and deposit in ICF accounts.
- i) Publish ICF quarterly financial reports and publish on Masjid notice board.
- j) Prepare ICF annual financial report for the combined meeting of BOD & BOT.
- k) Ensure the segregation of funds (Zakat, Masjid donation, New Masjid, Membership Dues).
- l) Issue donation receipts quarterly.
- m) Form a financial operations committee with the prior approval of the BOD.
- n) Acquire Muslims addresses and manage donation letters mailing system
- o) Assume additional responsibilities as requested by ICF BOD.

## **12. Director Maintenance**

### **Responsible for the maintenance of ICF facilities:**

- a) Ensure that ICF facilities are clean and orderly.
- b) Maintain Masjid speaker system
- c) Manage Masjid supplies and drinking water system.
- d) Manage routine and Ramadan/special event.
- e) Responsible for Masjid Parking areas.
- f) Responsible for all maintenance and up keep of the facility and grounds to include, repairs, snow removal, landscaping etc.
- g) File a monthly financial report to the Financial Director or ICF President for all expenses and should include all receipts.
- h) Consult ICF BOD before starting major changes or improvements at ICF facilities.
- i) Maintain the log sheet of ICF assets and make it available for BOD inspection.
- j) Assume additional responsibilities as requested by ICF BOD.

## **13. Director Social Activities**

### **Responsibilities of the Director Social Actives:**

- a) Plan and organize ICF events.
- b) Publish annual plan of community events and get it approved from ICF BOD before publishing, such as Ramadan, Taraweeh, weekend Iftar, Eid festivals, Monthly family nights, Fundraising events, Community picnic, etc.
- c) Reserve rental facilities, for community events and keep the reservation record updated.
- d) File a monthly financial report to the Financial Director or ICF President for all expenses, which must include receipts.
- e) Assume additional responsibilities as requested by ICF BOD.

## **14. Director Islamic Education**

### **Responsibilities of Director Islamic Education:**

- a) Manage ICF School; define its rules and regulations for managing teachers with BOD approval.
- b) Work with ICF Imam and Teachers to establish an Islamic curriculum for the school.
- c) Publish School Calendar, including holiday schedule, in advance.
- d) Establish and oversee safety procedures to ensure the safety of the children.

- e) Oversee ICF school facilities and coordinate with Director Maintenance to keep in order.
- f) Prepare a School Manual to regulate school policies and procedures.
- g) Procure necessary supplies of books and teaching material.
- h) Maintain and update school and student records.
- i) Prepare an Annual Plan for the Islamic School stating the goals and objectives, timetable for them, and methods that will be used to accomplish them.
- j) Arrange a meeting with the parents to evaluate the performance of the Islamic School.
- k) Manage student fee collection system and coordinate with Director Finance.
- l) File a monthly financial report to the Financial Director or ICF President for all expenses, which must include receipts.
- m) Assume additional responsibilities as requested by ICF BOD.

## **15. Director Islamic Propagation**

### **Responsibilities of the Director Islamic Propagation:**

- a) Coordinate with ICF Imam and define Masjid daily prayer schedule.
- b) Provide Monthly schedule for daily prayer inside the Masjid and on the web site.
- c) Responsible for Friday prayer announcements.
- d) Provide Ramadan schedule.
- e) Coordinate with ICF Imam and schedule Eid prayer.
- f) Maintain Masjid holly books in order.
- g) Develop active Daw'a program.
- h) Ensure that Daw'a material is available in the Masjid at all times.
- i) Provide means for new Muslims to learn Islam quickly and thoroughly.
- j) Organize Islamic lectures at churches, schools, and prisons.
- k) File a monthly financial report to the Financial Director or ICF President for all expenses, which must include receipts.
- l) Assume additional responsibilities as requested by ICF BOD.

## **16. Director Youth Activities**

### **Responsibilities of Director Youth Activities:**

- a) Create, organize and schedule programs to entice Muslim youths to our Masjid
- b) Organize outdoor games for our young Muslims.
- c) Arrange food for young Muslims during their lectures and outdoor activities.
- d) Form youth committee to get help to arrange youth activities.
- e) Coordinate with Director Social Activities and Director Islamic Propagation to release the annual schedule for out-door and indoor activities for our young Muslims.
- f) File a monthly financial report to the Financial Director or ICF President for all expenses, which must include receipts.
- g) Coordinate Community Service activities.
- h) Assume additional responsibilities as requested by ICF BOD.

## **17. Director Community Relations and Outreach**

### **Responsibilities of Director Community Relations and Outreach:**

- a) Coordinate with all BOD and release monthly newsletter, and regular content update for the website and social media outlets.

- b) Manage and disseminate ICF Friday prayer announcements and other email notifications.
- c) Manage and reply to ICF email and phone system inquiries received from General Secretary.
- d) Responsible for ICF Internet web page contents, its update and Coordinate with ICF Director Information systems for update.
- e) Responsible to maintain ICF Notice Board.
- f) Manage ICF mailing system: Managing PO box, Designing and printing envelopes, brochure including advertisement material.
- g) Represent ICF and Muslim perspective to local Media
- h) Coordinate with other religious Leaders to create and present interfaith events.
- i) Manage and reply ICF email and phone system inquiries.
- j) Assume additional responsibilities as requested by ICF BOD.

## **18. Director Information system**

### **Responsibilities of Director Information system:**

- a) Manage and update ICF Website.
- b) Provide technical support for QuickBooks.
- c) Provide technical support for ICF wireless credit card process terminal.
- d) Provide technical support for ICF Email system.
- e) Provide technical support to ICF School tablets and management system.
- f) Keep track of the payments for ICF information system.
- g) Coordinate in printing ICF donation letters.
- h) Provide technical support for Masjid speaker system if required.
- i) Manage sound system for community events.
- j) Assist Director Finance with printing/production of receipts and mass mailings as requested.
- k) File a monthly financial report to the Financial Director or ICF President for all expenses, which must include receipts.
- l) Assume additional responsibilities as requested by ICF BOD.

## **19. Director Women Activities**

### **Responsibilities of Director Women Activities:**

- a) Act as representative of local Muslim women
- b) Schedule and manage women Islamic educational activities in the Masjid
- c) Coordinate local Muslim women to arrange religious and social activities for women and children.
- d) Manage women's area of the Masjid.
- e) Manage Islamic programs for women.
- f) Work with ICF BOD President and ICF Finance Director to fulfil the needs of the women in our community.
- g) File a monthly financial report to the Financial Director or ICF President for all expenses, which must include receipts.
- h) Assume additional responsibilities as requested by ICF BOD.

**20. Fiscal Year**

The fiscal year of ICF shall begin on the first day of January and end on the last day of December each year.

**21. Amendments to By-Laws**

These by-laws may be altered, amended or replaced and new by-laws may be adopted by two-thirds of the total number of the Board of Directors.

After an amendment(s) has been approved by the BOD, it shall be presented to the BOT. Upon approval by the BOT, it shall be presented to the General Body within two months. The amendment(s) shall be adopted by affirmative vote of two-thirds of the current Members of the General Body.

**22. Nondiscrimination**

The facilities and activities of ICF shall be open to all interested persons without discrimination on the basis of race, color, sex, or national origin, provided that these persons subscribe to and uphold the objectives of ICF and abide by the rules and regulations established by the management of ICF through its Boards appointees.

**23. Grievance**

Any member of the ICF in good standing may file a grievance against any other member, for the purpose of objecting to substantive matters, issues and/or behaviors directly related to the operations and activities of ICF. The purpose of this process is so that serious conflicts and concerns may be addressed in a respectful, Islamic manner. A Grievance letter shall be directed to the BOT, which shall have 30 days to review the matter and issue a decision. If the BOT requires further time to investigate the facts of the matter, an additional 15 days may be warranted. The BOT will issue a written decision on the matter, including specific remedial behavior or actions required by members involved, if appropriate. The decision of the BOT will be final and may not be appealed.

**24. Withdrawal of a Board Member**

Any Board Member may voluntarily withdraw from the Board by submitting a written request to the President and Secretary of the Board. Except in emergency circumstances, it is expected that the withdrawing Board member will serve until an effective date mutually agreed upon with the President, to ensure the continuous and effective operational capacity of the Board.

**25. Involuntary Removal of any Board Member**

The Board (BOT), acting upon 2/3 majority vote, may suspend or remove any Board Member (BOD) for cause, subject to Islamic due process. "Cause" for removal may include, but not limited to: violating policies of the ICF; violating Islamic or U.S Law; exhibiting behavior that disrupts the ICF community or its programs or activities; or

violating Islamic communal norms and standards outlined in the Quran and the Sunnah of the Prophet (PBUH).

If a petition for removal of a Board Member is brought by a member in good standing (ICF Member) of the ICF (the "Petitioner"), the Petitioner must present evidence supporting the petition to the Board, and the Board shall allow the Board member to respond. Within 5 days of such presentation and response, the remaining members of the Board shall vote on whether Involuntary Removal of the Board Member is warranted. If 2/3 majority of the Board (BOT) votes for Removal, the Board Member(BOD) shall be removed and shall immediately return all property of the ICF.

In accordance with Islamic witness standards, if at least 3 Members of the Board (BOT, BOD) witness behavior that is cause for involuntary Removal as outlined in these By-Laws, then presentation of evidence and response shall be suspended, and the Board (BOT) shall vote on whether Removal is warranted. If 2/3 majority of the Board (BOT) votes for removal, the Board Member (BOD) shall be removed and immediately return all property of the ICF.

It is the expressed goal of the BOT and BOD to act in the highest manner possible to protect, preserve and expand the physical and spiritual assets of the ICF community. If a member (in good standing) of the ICF believe that a Member of the BOD has failed to responsibly execute its spiritual or fiduciary duties, they may submit a Petition containing the signatures of not less than 2/3 of the members in good standing of the ICF, and request a special Congregational Meeting, such Petition to include the specific details and agenda of the Special Meeting. The BOT shall attend and preside over and Special Meeting so convened and shall be bound by their service to Allah and to the Community to listen and respond to the concerns of the ICF Community.

## **26. Meeting Quorum**

- 26.1 Quorum:** A simple majority (more than fifty percent (50%)) of all the ICF Members of the Islamic Center in good standing on the date of the meeting, present in person or by proxy, shall constitute a quorum at any General or Special Membership Meeting of the Islamic Center.
- 26.2 Proxies:** At all General and Special Membership meetings, each ICF Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Board prior to the meeting. Every proxy shall be revocable.
- 26.3** Questions arising at any General or Special Membership Meeting shall be decided by a simple majority vote of the members present in person or by proxy, unless otherwise required by the By-Laws. All votes at any such meeting shall be taken by voice of assent or dissent. However, should it be so demanded by Board members (BOD), the vote shall

be taken by ballot. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence. No further proof of the number or proportion of the votes recorded in favor or against such resolution is required.

- 26.4 Notice of Meetings:** Whenever notice is required, such notice may be given either personally, by telephone, by e-mail, by mail to the member's most recent mailing address appearing in the Membership Record Book of the Islamic Center, or by posting the notice on the bulletin board and announcement at Friday prayers.

## **27. Dissolution**

The Corporation may be dissolved upon (a) the written recommendation of all the members of the Board of Trustees (b) the written recommendation of not fewer the Seventy-five percent (75%) of the members of the Board of Directors (c) the affirmative vote of more than two-thirds (2/3) of the General Members. Upon dissolution of ICF, the Board of Directors shall, after paying or making provisions for the payment of all liabilities, dispose of all assets of ICF exclusively to organizations that are organized and operated exclusively for Islamic religious purposes, which is an exempt organization under Section 501 (c) ( 3 ) of the Internal Revenue Code. In case of the non-existence of such organization as a Section 501 (c) ( 3 ) organization, first disposal shall be to an Islamic organization operated exclusively for religious, charitable, or educational purposes as shown at the time qualified as an exempt organization or organizations under Section 501 ( c ) ( 3 ) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue law, as the Board of Directors shall determine. Any such assets not shown as disposed of, shall be disposed of by a Court of Common Pleas of the County in which the Principal Office of ICF is then located, exclusively for such Islamic organizations as said Court shall determine.

## **28. Miscellaneous**

- 28.1** The rules contained in the current edition of "Robert's Rules of Order" shall be advisory in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws.
- 28.2** No member, officer, or trustee of this Islamic Center, personally or otherwise, shall be liable for any debts, liabilities and/or obligations of the Islamic Center, to the extent permitted under applicable laws. ICF will hold all BOT and BOD members harmless from all liability, to the extent permitted by laws.
- 28.3** All materials, including records, files, correspondence, software, etc. shall be kept at the principal address, except for such items and for such periods as may be reasonable and practicable, that they be in the custody of such persons as authorized by the Board.