

Bylaws of the Islamic Association of North Texas

October 30, 2016

— Final Version —

As Approved by the Majority Consensus of the Board of Directors and the Board of Trustees
of IANT for presenting to the General Body

CERTIFICATION

All Praise is for Allah (SWT), the Most Gracious, the Most Merciful. O Allah, pardon us our shortcomings, forgive us if we have transgressed our limits and guide us to the straight path and in discharging our duty to Your house of worship.

We, the elected members of the Board of Directors and the Board of Trustees of IANT, attest with our signatures as witnesses, and Allah is the greatest of all witnesses, that this document “The Bylaws of the Islamic Association of North Texas”, consisting of fifteen (15) articles, was presented to the Boards by the Bylaws Committee for deliberation and approval within the framework of the present rules. The Board of Directors and the Board of Trustees have, in consultation with IANT General Counsel, reviewed these Bylaws and approved this document for circulation for a period no less than thirty (30) days followed by presentation to the General Body of IANT for final approval.

Signed this 30th day of October, 2016

Board of Directors of IANT	
M.A. Hafeez	10/30/16
Hainaz Fatima	10/30/16
Syed Danish Aseem	10/30/16
ABDUSSAMAD PEERA	10/30/16
Board of Trustees of IANT	
ANWAR TAUFIQUE	10/30/16
Shamsul Asefin	10/30/16
IANT General Counsel	
10/30/16	

— TABLE OF CONTENTS —

ARTICLE I. PREAMBLE	4
ARTICLE II. AIM AND PURPOSE.....	4
ARTICLE III. ORGANIZATION AND STRUCTURE	5
Section 3.01 Management Structure	5
Section 3.02 General Rules	6
Section 3.03 Religious Affairs	7
Section 3.04 Office	8
Section 3.05 IANT Code of Ethics	8
Section 3.06 IANT Conflict of Interest Policy	9
Section 3.07 Financial Conflict of Interest	10
Section 3.08 Whistleblower Policy	11
Section 3.09 Powers and Restrictions	13
ARTICLE IV. BOARD OF DIRECTORS – GOVERNING BODY	14
Section 4.01 Composition	14
Section 4.02 Roles and Responsibilities	15
Section 4.03 Membership and Tenure	17
Section 4.04 Board of Directors Meetings and Procedure	18
Section 4.05 Vacancies on the Board of Directors	19
ARTICLE V. THE OPERATIONS COUNCIL	19
Section 5.01 Composition	19
Section 5.02 Tenure	20
Section 5.03 Removal of Operations Council Members	20
Section 5.04 Vacancy and Appointment of New Members	20
Section 5.05 Functions	20
Section 5.06 Officers, Roles and Responsibilities	21
Section 5.07 President of The Operations Council	21
Section 5.08 Vice President of the Operations Council	22
Section 5.09 Secretary of The Operations Council	22
Section 5.10 Treasurer	22
Section 5.11 Operations Council Meetings and Procedure	23
ARTICLE VI. FINANCES.....	24
Section 6.01 Contributions	24
Section 6.02 Bank Accounts	24
Section 6.03 Budget	25
Section 6.04 Audit and Reporting	25
Section 6.05 Financial Reporting:	25
Section 6.06 Finance Committee:	25
Section 6.07 Fundraising Policy	26
ARTICLE VII. AFFILIATES	26
Section 7.01 Creation of Affiliates	26
Section 7.02 Current Affiliates.	26
Section 7.03 Management of Affiliates.	26
Section 7.04 IANT Quranic Academy (IQA)	26
ARTICLE VIII. SPECIAL COMMITTEES	27
Section 8.01 General Framework	27
Section 8.02 Special Committees:	28

ARTICLE IX. GENERAL BODY AND MEMBERSHIP	29
Section 9.01 Types of Memberships:	29
Section 9.02 Eligibility:	30
Section 9.03 Membership Fees and Approval	30
Section 9.04 Duration, Expiration and Renewal:	30
Section 9.05 Voting Rights:	31
Section 9.06 Transferability	31
Section 9.07 Annulment of Membership.	31
Section 9.08 The Membership Committee and Implementation of Membership Policy	32
Section 9.09 Eligible Zip Codes:	33
ARTICLE X. ELECTIONS	33
Section 10.01 Election Committee	33
Section 10.02 Election Schedule	34
Section 10.03 Nomination Process	35
Section 10.04 Eligibility of Nominees	35
Section 10.05 Voting Process	35
Section 10.06 Election Results	36
ARTICLE XI. MEETINGS	36
Section 11.01 General etiquette:	36
Section 11.02 Annual General Body Meeting:	36
Section 11.03 Special Meetings:	37
ARTICLE XII. AMENDMENTS	38
Section 12.01 Process of Making and Challenging an Amendment to Bylaws	38
ARTICLE XIII. ARBITRATION	39
Section 13.01 Arbitration Agency	39
Section 13.02 Request for Arbitration	40
Section 13.03 Decision of the Arbitration Agency	40
ARTICLE XIV. DISSOLUTION OF THE ASSOCIATION	41
ARTICLE XV. INTERIM OPERATIONS COUNCIL AND THE FIRST ELECTIONS CONDUCTED UNDER THESE BYLAWS	41

ARTICLE I. PREAMBLE

Whereas, we the Members of the Islamic Association of North Texas, Inc. do hereby adopt and give ourselves these Bylaws and pledge to abide by its provisions.

These Bylaws (referred to as the “Bylaws”) shall govern the articles and affairs of this organization, Islamic Association of North Texas (herein after also referred to as “IANT”), organized under the Texas Non-Profit Corporation Act of the Texas Business Organizations Code, Tex. Bus. Orgs. Code § 22.001 *et seq.* (the “Act”).

ARTICLE II. AIM AND PURPOSE

The Islamic Association of North Texas is formed for any lawful purpose or purposes not expressly prohibited under Title 1, Chapter 2, or Title 2, Chapter 22 of the Act, including any purpose described by Section 2.002 of the Act. The Islamic Association of North Texas is organized and shall be operated exclusively for religious, charitable, social, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, IANT’s purposes also include the limited participation of IANT in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization.

IANT is an independent, religious, non-profit, Islamic organization, which is organized for Islamic religious and social activities, and for community service, and all assets of IANT shall be used for such purposes. All its activities shall be in accordance with the Qur’an and the Sunnah.

The aims and purposes of IANT are to serve the best interest of Islam and of the Muslims of North Texas, particularly the Muslims living in the Richardson, Texas area and the neighboring communities. To this end, IANT’s aims and purposes are, but without limitation, to:

- (1) Strive to strengthen and promote the faith of all Muslims by holding congregational prayers and scheduling educational and other activities.
- (2) Help the Muslims of Richardson, TX (and neighboring communities) carry out Islamic programs in accordance with the guidance of the Qur’an and the Sunnah.
- (3) Strengthen the bonds of Muslims as an integrated community, striving to live in accordance with the teachings of Islam.
- (4) Help the Muslims practice the teachings of Islam in order to develop, support and promote an Islamic way of life and to promote the emergence of an American Muslim identity.
- (5) Conduct social, cultural, educational, religious, civic and other activities in the best traditions of Islam
- (6) Arrange and hold congregational prayers and Islamic religious festivals in accordance with the Qur’an and Sunnah.
- (7) Communicate and interact with other organizations and individuals to promote peace and harmony within the greater society.

- (8) May make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as it now exists or as it may hereafter be amended.
- (9) Promote, encourage, and foster any other similar religious, charitable, and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of IANT; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of IANT. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

IANT shall comply with all local, state and federal laws and will not carry out, perform or allow any activities that are not permitted:

- (1) By an organization which is exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (2) By an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (3) By established Islamic guidelines and ethics in general, and these Bylaws in particular.

ARTICLE III. ORGANIZATION AND STRUCTURE

Section 3.01 Management Structure

- (1) **Components:** The following shall be the components of the management structure of IANT:
 - a) Board of Directors (herein after also referred to as “BOD”)
 - b) Operations Council (herein after also referred to as “OC”)
 - c) Special Committees
 - d) General Body: The “General Body” will be comprised of "Voting Members" of IANT.
- (2) **Summary of the Management Structure**
 - a) The Board of Directors (Article IV) shall be the highest executive governing body of IANT and shall be elected by the Voting Members of IANT every three (3) years.
 - b) To manage the day-to-day operations of IANT, the members of the BOD shall elect from within themselves a seven-member (7-member) Operations Council (Article V). The seven (7) members of the OC shall include the four (4) officers of IANT, namely the President of the OC, the Vice President of the OC, the IANT Secretary and the IANT Treasurer, in addition to three (3) non-officer members. The members of the OC shall remain members of the BOD, shall attend the meetings of the BOD, and shall not have any additional executive authority over the BOD.
 - c) The BOD and the OC shall establish special committees (Article VIII) to carry out different assignments and functions under the general supervision of the OC and within the

framework of these Bylaws. These committees shall consist of volunteers (who can be IANT Members or non-members) and BOD members.

- d) The General Body shall be comprised of Voting Members of IANT (Article IX). The Voting Members shall have the rights to participate in all IANT activities, to vote, to participate in calling a Special Meeting (Article XI), to participate in seeking an amendment to the Bylaws (Article XII), to participate in seeking Arbitration (Article XIII), and to nominate other Members for election to the IANT BOD or to be nominated themselves for election to the IANT BOD (Article X).

Section 3.02 General Rules

- (1) No person may be elected to the Board of Directors for more than two (2) consecutive terms. There shall be no limit on the number of non-consecutive terms.
- (2) IANT shall take all steps necessary to procure, and shall at all times carry, Directors and Officers (“D&O”) insurance for, without limitation, IANT and all members of the BOD. The D&O insurance shall include liability coverage for, without limitation, any actual or alleged act or omission, error, misstatement, misleading statement, neglect or breach of duty by IANT or a member of the BOD in the discharge of his or her duties. IANT shall procure D&O insurance coverage in an amount and with an insurance provider approved by the BOD.
 - a) Indemnification. To the fullest extent permitted by the Act, as amended from time to time, and subject to Section 3.02 (2) (b), IANT shall indemnify any current or previous Board of Director member, any Officer, committee member, employee, agent, or volunteer of IANT who was, is, or may be named a defendant or respondent in any proceeding as a result of his or her good faith actions or omissions within the scope of his or her official capacity in IANT.
 - b) Determination of Right to Indemnification. Legal counsel selected by the majority vote of the BOD shall make a recommendation to the BOD as to the right to indemnification under the Act. The BOD, by majority vote, shall determine whether there is a right to indemnification. Once there has been a determination of a right to indemnification, IANT shall provide indemnification and advance reasonable costs of defense.
- (3) The members of the Board of Directors will not receive salaries, remuneration, compensation, or wages for the services they render to IANT as Directors.
- (4) All IANT Directors and employees must adhere to the IANT Code of Ethics (Section 3.05), the IANT Conflict of Interest Policy (Section 3.06), and Financial Conflict of Interest (Section 3.07) as set out in these Bylaws.
- (5) Original legal documents. All original legal documents of IANT shall be kept in a safe location. The President of the OC and the Secretary should have access to this location at all times. Copies of such documents shall be kept on the premises of the principal office of IANT under lock and key.
- (6) Book and Records; Member Access. IANT, consistent with Section 5.09 of these Bylaws, shall keep correct and complete books and records and shall also keep minutes of the proceedings of its Members, Board of Directors, Operations Council, committees having and exercising any of the authority of the BOD, and any other committee, and shall keep at the principal office a record giving the names and addresses of all BOD members. A Member

may inspect or copy the prepared financial statements of IANT and the minutes of the proceedings of IANT and committee meetings, provided that the Member shall have made an advance written request upon IANT and IANT has received the written request at least five (5) business days before the requested inspection or copy date. Any document deemed as restricted by the majority vote of the Board of Directors, disciplinary or discipline committee meeting minutes, as well as other information involving privacy interests, including but not limited to, donor records, lists of names and addresses of IANT Members, individual benevolence, individual salaries, health information, background checks, and social security numbers, are exempt from this provision and are not subject to inspection or copy without a court order. IANT may impose a reasonable charge, covering the costs of labor and materials, for copies of any documents provided to the Member before releasing the copies to the Member.

- (7) The official medium of communication at IANT shall be the English language.
- (8) All Members and non-members of IANT shall be expected to observe the generally accepted Islamic code of conduct and ethics in all proceedings and at all times within IANT premises.
- (9) Voting in IANT Elections, General Body Meetings, Special Meetings and/or meetings called for amendments to these Bylaws or Articles of Formation by proxy, mail-out ballots or any electronic means (*e.g.*, email, text, *etc.*) shall not be allowed: only in-person voting shall be permitted.
- (10) Parties Bound. The Bylaws shall be binding upon and inure to the benefit of the Members, BOD members, Officers, employees, agents, and volunteers of IANT and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as otherwise provided in these Bylaws.
- (11) These Bylaws shall be construed in accordance with the laws of the State of Texas. All references in these Bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. If any Bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and these Bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in these Bylaws. The headings used in these Bylaws are used for convenience and shall not be considered in construing the terms of these Bylaws. Wherever the context requires, all words in these Bylaws in the male, female or neuter genders shall be deemed to include the other genders, all singular words shall include the plural, and all plural words shall include the singular.

Section 3.03 Religious Affairs

- (1) Imam/Resident Scholar
 - a) The office of the Imam/Resident Scholar is to lead the community in religious and spiritual affairs. The religious affairs at IANT shall be conducted in accordance with the direction of the elected BOD.
 - b) The Imam/Resident Scholar shall possess strong knowledge of the Qur'an and Sunnah from an internationally recognized or US accredited institution of Islamic education. He shall preferably be a Hafiz of the Qur'an and be fluent in Arabic and English and shall provide references for any previous experience and training.

(2) IANT Religious Affairs Council

- a) The Board of Directors shall, in consultation with the Imam/Resident Scholar, appoint, reappoint, or remove a 5-member council, the IANT Religious Affairs Council (herein after also referred to as “RAC”), every two (2) years.
 - b) This council shall consist of five (5) highly qualified, local Islamic scholars including the Imam/Resident Scholar.
 - c) The RAC will elect its chairman every year.
 - d) The RAC will serve as an advisory body to the Imam/Resident Scholar and the BOD on religious issues which are of importance to the IANT community. The RAC may, from time to time, propose a set of guidelines and principles with respect to religious practices and procedures at IANT as recommendation to the BOD.
 - e) Should an issue of religious nature arise at IANT, the BOD shall vote by a simple majority to seek the recommendation of the RAC. Should any member of the RAC be a party to that issue or dispute, that member shall recuse himself/herself from the meeting(s) held to deliberate on the said issue/dispute and shall not be allowed to vote on that issue/dispute.
 - f) The BOD shall reserve the right of making final decisions in these matters.
- (3) If two (2) individuals are appointed to the separate positions of the Imam and the Resident Scholar:**
- a) the IANT Religious Council shall, by a simple majority:
 - i. deliberate on the distribution of the duties and responsibilities of the office of Imam/Resident; and
 - ii. deliberate on the hierarchy between the two (2) individuals; and
 - iii. recommend such distribution of the duties and responsibilities and hierarchy to the Board of Directors for inclusion in the respective employment agreements.
 - b) the RAC shall be expanded to a seven member (7-member) body and the BOD will appoint two (2) additional members to serve on the RAC so that the RAC will consist of the Imam, the Resident Scholar, and five (5) other qualified local Islamic scholars.

Section 3.04 Office

The principal office of IANT shall be located in Dallas County, Texas at the following address: 840 Abrams Road, Richardson, TX 75081.

IANT may maintain additional offices at such other places as the BOD may designate. IANT shall continuously maintain within the State of Texas a registered agent and a registered office at such a place as may be designated by the BOD.

Section 3.05 IANT Code of Ethics

- (1) The IANT and its directors and employees will comply with the following code in all of their actions. No Director, Officer, or employee of IANT shall:
 - a) Do any act in violation of these Bylaws or a binding obligation of IANT.

- b) Do any act with the intention of harming IANT.
 - c) Do any act that would make it unnecessarily difficult to carry on the intended or ordinary business of IANT.
 - d) Receive improper personal benefit from the operation of IANT.
 - e) Use the assets (including, but not limited to, intellectual properties, physical or electronic proprietary information) of IANT, directly or indirectly, for any purpose other than carrying on the business of IANT.
 - f) Wrongfully dispose or transfer IANT property, including intangible property such as good will.
 - g) Use the name of IANT or any logo, trademark, or tradename adopted by IANT except on behalf of IANT in the ordinary course of IANT's mission.
- (2) The BOD may, from time to time, approve and publish a Code of Conduct to be observed by IANT Members, employees, members of the masjid congregation, and any visitors on the premises of any IANT property.

Section 3.06 IANT Conflict of Interest Policy

- (1) The Directors of IANT owe a duty of loyalty to the organization which requires that in serving IANT they act not in their personal interest, or in the interest of others, but rather solely in the interest of IANT.
- (2) Directors must have undivided allegiance to IANT mission and may not use their position as Directors, information they have about IANT or IANT's property in a manner that allows them to secure a pecuniary or other benefit.
- (3) A Director shall not use inside information of IANT for his/her personal benefit, or use such inside information or his/her position as director to the detriment of IANT.
- (4) Each Director has a duty to act in the best interest of IANT foremost in any dealings involving IANT and has a continuing responsibility to comply with the requirements of this policy.
- (5) A Director shall not hold, for the duration of the term of IANT office, any executive office in any other Islamic organization.
- (6) A Director must notify the BOD of any potential conflict of interest that might arise during his/her term.
- (7) A Director must notify the BOD if there is a preexisting supervisory or subordinate relationship of that director with another currently serving director.
- (8) Business transactions or financial arrangements of IANT including, but not limited to, any competitive bidding to render any paid services to IANT in which a Director or employee has an interest shall be prohibited, except by the rules and procedures as set out in Section 3.07.

Section 3.07 Financial Conflict of Interest

- (1) Purpose. The purpose of this conflict of interest policy is to protect IANT's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a BOD member or Officer, or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations and is not intended as an exclusive statement of responsibilities.
- (2) Definitions.
 - a) Interested Person. Any BOD member, Officer, employee or member of a committee with powers delegated by the BOD, who has a direct or indirect financial interest, as defined below, is an Interested Person.
 - b) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - i. An ownership or investment interest in any entity with which IANT has a business transaction or financial arrangement;
 - ii. A compensation arrangement with any entity or individual with which IANT has a business transaction or financial arrangement; or
 - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which IANT is negotiating a business transaction or financial arrangement.
 - c) Compensation includes direct or indirect remuneration, as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest.
- (3) Procedures.
 - a) Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given opportunity to disclose all material facts to the BOD.
 - b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he or she shall leave the BOD meeting while the determination of whether a conflict of interest exists is discussed and voted upon. The remaining BOD shall decide if a conflict of interest exists.
 - c) Procedures for Addressing the Financial Conflict of Interest.
 - i. An Interested Person may make a presentation at the BOD meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - ii. The Lead Facilitator or his/her designee may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - iii. After exercising due diligence, the BOD shall determine whether IANT can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the BOD shall determine by a majority vote of the disinterested BOD members whether the transaction or arrangement is in IANT's best interests, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision whether to enter into the transaction or arrangement.
- d) Violations of the Conflicts of Interest Policy.
 - i. If the BOD has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
 - ii. If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the BOD determines the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(4) Records of Proceedings.

Concerning conflict of interest determinations, the minutes of the BOD shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the BOD's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

(5) Compensation.

- a) Any BOD member who receives compensation, directly or indirectly, from IANT for services rendered is precluded from voting on matters pertaining to that member's compensation.
- b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from IANT for services is precluded from voting on matters pertaining to that member's compensation.
- c) Any BOD member or any committee member whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from IANT is prohibited from providing information to any committee regarding compensation.

Section 3.08 Whistleblower Policy

- (1) **Purpose.** IANT requires all of its Directors, Officers, employees, and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of IANT, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. Therefore, if any Director, Officer, employee, or volunteer of IANT

reasonably believes that IANT, by and through its Directors, Officers, employees, or volunteers, or entities with whom IANT has a business relationship, is in violation of applicable law or regulation, or any policy or procedure of IANT, then that individual shall file a written complaint with either his or her supervisor or the Board of Directors of IANT. This policy is intended to encourage and enable employees and others to raise serious concerns within IANT prior to seeking resolution outside IANT.

(2) Procedure.

- a) **Reporting Responsibility.** It is the responsibility of all of IANT's Directors, Officers, employees, and volunteers to comply with all applicable laws and regulations, as well as all policies and procedures of IANT and to report violations or suspected violations in accordance with the Policy.

If a Director, Officer, employee, or volunteer of IANT reasonably believes that any policy, practice, or activity of IANT is in violation of any applicable law, regulation, policy, or procedure of IANT, then the Director, Officer, employee, or volunteer should share their questions, concerns, or complaints with someone who may be able to address them properly. If the concerns are not addressed, the reporting individual should make a formal complaint as outlined herein.

- b) **Acting in Good Faith.** Anyone filing a complaint concerning a violation or suspected violation of any applicable law, regulation, policy, or procedure of IANT must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the applicable law, regulation, policy, or procedure of IANT. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.
- c) **Reporting Violations.** In most cases, an employee or volunteer's supervisor is in the best position to address an area of concern. However, if the reporting individual is not comfortable speaking with his or her supervisor, or the reporting individual is not satisfied with his or her supervisor's response, the reporting individual is encouraged to speak with a member of the Board of Directors. Directors and Officers are required to report suspected violations directly to the entire Board of Directors.
- d) **Accounting and Auditing Matters.** The Board of Directors shall address all reported concerns or complaints regarding corporate accounting practices, internal controls, or auditing. The Board of Directors shall work until the matter is resolved.
- e) **Evidence.** Although the reporting individual is not expected to prove the truth of an allegation, the reporting individual needs to demonstrate that there are reasonable grounds for concern on his or her part and that these concerns are most appropriately handled through this procedure.
- f) **Investigation of Complaint.** After receipt of the complaint, the director to whom the complaint was made shall provide the complaint to the entire Board of Directors. The Board of Directors shall then determine whether an investigation is appropriate and the form that it should take. Concerns may be resolved through the initial inquiry by agreed action without the need for further investigation. The entire Board of Directors shall receive a report on each complaint and a follow-up report on action taken.

- g) **Handling of Reported Violations.** The director to whom the complaint was made shall notify the reporting individual and acknowledge receipt of the reported violation within five (5) business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

A reporting individual who reasonably believes that s/he has been retaliated against in violation of this Policy shall follow the same procedures as s/he did when s/he filed the original complaint.

(3) Safeguards.

- a) **Confidentiality.** Reported or suspected violations may be submitted on a confidential basis by the reporting individual or may be submitted anonymously. Reports of violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

However, the reporting individual is encouraged to put his or her name to the allegation because appropriate follow-up questions and investigations may not be possible unless the source of the information is identified. Concerns expressed anonymously will be investigated, but consideration will be given to:

- i. The seriousness of the issue raised;
- ii. The credibility of the concern; and
- iii. The likelihood of confirming the allegation from documentation and/or other sources.

Every effort will be made to protect the reporting individual's identity; though all individuals considering such a report should be advised that anonymity cannot be assured if an external investigation or criminal proceedings relating to the report occur.

- b) **No Retaliation.** No reporting individual who, in good faith, reports a violation shall suffer harassment, retaliation, or adverse employment consequence. An employee or representative of IANT who retaliates against a reporting individual who has reported a violation in good faith is subject to discipline up to, and including, termination of employment or dismissal from IANT representation.
- c) **Harassment or Victimization.** Harassment or victimization of the reporting individual for providing information in accordance with this policy by anyone affiliated with IANT will not be tolerated. In addition, the provision of such information shall not in any way influence, positively or negatively, the carrying out of routine disciplinary procedures by management as stated in IANT's employment policy.
- d) **Malicious Allegations.** The Board of Directors recognizes that intentionally untruthful, malicious, erroneous, or harassing allegations would be damaging to the mission, integrity, and morale of IANT or the reputation of the accused individual. The safeguards stated in this policy do not apply to individuals who make such complaints. Such allegations may result in disciplinary action, including but not limited to termination of employment and/or dismissal of membership.

Section 3.09 Powers and Restrictions

Except as otherwise provided in these Bylaws and in order to carry out the above-stated aims and purposes, IANT shall have all those powers set forth in the Act, as it now exists or as it may

hereafter be amended. Moreover, IANT shall have all implied powers necessary and proper to carry out its express powers. The powers of IANT to promote the purposes set out above are limited and restricted in the following manner:

- (1) IANT shall not pay dividends and no part of the net earnings of IANT shall inure to the benefit of or be distributable to its organizers, officers or other private persons, except that IANT shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for IANT) in furtherance of its purposes as set forth in these Bylaws. No substantial part of the activities of IANT shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and IANT shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws, IANT shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (2) In the event IANT is in any one (1) year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.
- (3) IANT shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of IANT's religious, charitable, or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE IV. BOARD OF DIRECTORS – GOVERNING BODY

Section 4.01 Composition

- (1) The Board of Directors will be elected from the General Body of the Islamic Association of North Texas who are in good standing as described in Section 9.02, and meet the eligibility criteria for nomination as described in Section 10.04. The Board of Directors shall be the only body elected by the Voting Members of IANT with the exclusive authority to manage the organization.

- (2) The members of the OC are also members of the BOD, and shall have no special authority or veto authority over the BOD.
- (3) An employee of IANT cannot be a member of the BOD.
- (4) The BOD may have no more than twenty-five (25) members and no less than nineteen (19) members. If the initial number of nominees elected to the BOD is less than nineteen (19), then the procedure outlined in Section 4.05 (1) (c) shall be followed.
- (5) The BOD must meet at least once a month, and as required in order to faithfully discharge their duty to the General Body.
- (6) A member of the BOD must be willing to volunteer at least two (2) hours a week to the affairs of the IANT. Non-compliance may be considered sufficient grounds for the removal of the member of the BOD.
- (7) Facilitator Committee:
 - a) A three-member (3-member) Facilitator Committee will perform the secretarial duties for the BOD.
 - b) Members of the OC cannot be members of the Facilitator Committee.
 - c) Membership of the Facilitator Committee will be for three (3) months and will rotate amongst the BOD on a quarterly basis in ascending order of spelling of last name.
 - d) The Lead Facilitator will be elected by the members of the Facilitator Committee from amongst themselves.
 - e) The duties of the Facilitator Committee will include:
 - i. Preparing, circulating and maintaining the minutes of the BOD meeting.
 - ii. Preparing the agenda for the BOD meeting and notifying the members of the BOD of it.
 - f) Lead Facilitator: The duties of the Lead Facilitator will include:
 - i. Calling and conducting the meeting of the BOD.
 - ii. Presenting at the beginning of every meeting of the BOD, the minutes of the last meeting for approval by the BOD. Once approved, a copy of these minutes must be sent to all members of BOD by email or in print.
 - iii. If the Lead Facilitator is unable to attend the meeting of the BOD, he/she shall designate one (1) of two (2) remaining members of the Facilitator Committee to perform the duties of the Lead Facilitator.

Section 4.02 Roles and Responsibilities

- (1) The Board of Directors shall be the highest governing executive body of IANT.
- (2) The Board of Directors shall be entrusted by the Voting Members of IANT with the responsibility of managing all the activities of IANT, with the protection of the integrity of IANT and its assets, and with planning and executing future development of IANT in accordance with the aims and objectives and vision of IANT as described in these Bylaws. It shall be responsible for implementing the Bylaws of IANT.

- (3) It will also serve in a general fiduciary capacity by identifying and recommending areas of improvement to the OC in managing the day to day affairs of IANT.
- (4) In addition to the other roles, responsibilities, and duties of the Board of Directors as provided in these Bylaws, as permitted by applicable federal and state law, and as may be assigned to the BOD consistent with these Bylaws, the roles, responsibilities, and duties of the BOD include, but are not limited to the following:
 - a) Form committees and sub-committees by simple majority;
 - b) Overturn any decision made by the OC by a simple majority;
 - c) Approve any expansion or disposal of IANT owned properties or disposal of IANT owned assets valued greater than \$50,000.00 by a two-thirds (2/3) majority;
 - d) Approve large expenditures outside of pre-approved budget between \$10,000.00 and \$25,000.00 cumulative per fiscal year by a simple majority and expenditures outside of pre-approved budget greater than \$25,000.00 cumulative per fiscal year by a two-thirds (2/3) majority;
 - e) Coordinating and overseeing various sub-committees' functions of IANT;
 - f) If needed, seek the opinion of the IANT Religious Affairs Council by simple majority; and
 - g) Approve the hiring, dismissal and job responsibilities—by a simple majority—of high-level employees including, but not limited to, Imam/Resident Scholar, Principal of IANT Quranic Academy, Religious Director of IANT Quranic Academy, Executive Director of IANT, Youth Director, Outreach Director, Director of Suffa Islamic Seminary, and any other position at the discretion of the BOD. The BOD may appoint ad-hoc committee(s) for this purpose. The documents pertinent to such decision shall be signed by the President of the OC.
 - h) Develop, amend and implement the Five-year (5-year) Strategic Plan for IANT.
- (5) Each member of the BOD shall serve as a member of a committee serving IANT strategic initiatives as set out in Section 8.02.
- (6) In case of ambiguity or conflict regarding the interpretation of any sections of these Bylaws, the BOD shall determine the interpretation of said section of the Bylaws by simple majority. Such interpretation will be added to the Bylaws as an appendix item along with the details of the nature of the ambiguity or conflict.
- (7) Each newly elected member of the BOD will be required to undergo orientation and leadership/management training within thirty (30) days after assuming office. The specifics of the orientation program and leadership/management training will be determined by the BOD. Some recommended components of such training are introduction to IANT Bylaws, role and responsibilities of Directors and leadership training.
- (8) Power of Attorney. A person may execute any instrument related to IANT by means of a power of attorney if approved and authorized by the Board of Directors. An original executed copy of the power of attorney shall be provided to the Secretary to be kept with IANT's records.
- (9) Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of IANT, in addition to the Officers so authorized by these Bylaws, by written resolution, to

enter into any contract or execute and deliver any instrument in the name of and on behalf of IANT. Such authority may be general or may be confined to specific instances.

- (10) Seal. The Board of Directors may provide for a corporate seal.

Section 4.03 Membership and Tenure

- (1) A Voting Member of IANT in good standing, as described in Section 9.02, is eligible for membership in the Board of Directors as long as the Member meets the eligibility criteria for nomination as described in Section 10.04.
- (2) Members of the BOD will be elected for a three (3) year term, during which they must maintain their membership status by paying annual dues. No person may be elected to the Board of Directors for more than two (2) consecutive terms. There shall be no limit on the number of non-consecutive terms.
- (3) Under certain conditions the BOD may seek to remove a member of the BOD from the BOD by appointing a five-member (5-member) Ad-Hoc committee for this purpose. The Ad-Hoc committee will consist of four (4) members from the BOD (excluding the member whose removal is being sought) and including a local Islamic scholar. The Ad-Hoc committee will self-elect its chairperson. The Ad-Hoc committee will do its due diligence in ensuring that principles of Islamic justice are upheld during its proceedings. On the recommendation of that committee, the BOD may proceed to remove the said BOD member by simple majority. The same procedure may be used by the BOD to remove a member of the OC from the OC. The BOD may decide to allow that member of the OC to remain a member of the BOD.
- (4) Resignation from the Board of Directors.
 - a) A member of the BOD who wishes to resign from the BOD must submit a resignation letter in writing (which can be through email) to the Secretary of the BOD and to the Lead Facilitator.
 - b) The Secretary of the BOD will communicate with the member seeking resignation within seven (7) days and get a verbal confirmation of the intent to resign.
 - c) After verbal confirmation is obtained, the Secretary will present the resignation letter or email at the next BOD meeting. The resignation will become effective at the time of presentation or the intended date of resignation mentioned in the resignation letter or email, whichever comes later.
 - d) The resignation will be included in the minutes of that meeting of the BOD.
- (5) Some of the conditions for removal of a BOD member are as follows:
 - a) Open and persistent acts of a major sin as defined by the Qur'an and the authentic Sunnah of the Prophet P.B.U.H.
 - b) Engaging in the business of selling alcohol, lottery tickets, gambling or other Islamically prohibited trades.
 - c) Direct and willful violation of the Bylaws.
 - d) Misuse or misappropriation of funds.
 - e) Damaging the existence or interest of IANT.

- f) Non-compliance, without reasonable excuse, with the requirement of volunteering at least two (2) hours a week to the affairs of IANT when requested to do so by the BOD.
- g) Failure to attend at least two (2) consecutive scheduled meetings without being excused prior to the meeting in writing by the Lead Facilitator.
- h) Willful violation of the IANT Code of Ethics and Conflict of Interest Policy as described in these Bylaws.

Section 4.04 Board of Directors Meetings and Procedure

- (1) The BOD shall, at a minimum, meet once every month.
- (2) The President of the OC shall ensure that at a minimum, one (1) of the following officers of the OC attend the meeting of the BOD: The President, the Vice President, the Secretary or the Treasurer.
- (3) At a minimum, one (1) member of the Facilitator Committee must attend the meeting of the BOD.
- (4) The presence of at least 50% of the members of BOD shall constitute a quorum for the meeting of the BOD. If at least 50% of the members of the BOD do not appear at the meeting, another meeting of the BOD shall be called to address the same agenda items, without any changes to the original language of the agenda items, within two (2) weeks. The quorum requirement for the second meeting will also be at least 50%. If at least 50% of the members of the BOD do not appear at the second meeting, a third BOD meeting shall be called to address the same agenda items, without any changes to the original language of the agenda items, within two (2) weeks. There will be no quorum requirement for the third meeting. For a BOD decision to be binding it must be approved by a at least seven (7) members of the BOD. Any additional agenda items will be discussed after the original agenda items have been addressed. However, any urgent pressing item may be prioritized by majority vote of the Directors present.
- (5) Minutes of all BOD meetings shall be prepared and shall include, at a minimum, a record of attendance, a description of any action taken, and the vote taken on significant matters. Copies of such minutes shall be signed by the Lead Facilitator. A permanent file of the minutes of each meeting shall be maintained by the BOD.
- (6) Copies of such minutes shall be made available to a Voting Member of IANT, after a duly signed written request by the Voting Member to the Secretary of the OC or the Lead Facilitator, as set out in Section 3.02 (6).
- (7) A decision reached by the BOD cannot be modified, changed, or altered by any individual BOD member(s) unless it is done by way of these Bylaws inclusive of notice, quorum, meeting in person or by phone.
- (8) In the event of an emergency, which requires immediate or quick decision, approvals may be received by email or over the phone (followed by a text, e-mail, and/or other written technology recognized and acceptable at the time, to verify telephonic approval in writing). In such a case, the Lead Facilitator, or in his/her absence another member of the Facilitator Committee, must be notified of the issue.

The Lead Facilitator, or in his/her absence another member of the Facilitator Committee, will contact the BOD members and obtain their votes on the issue by email or over the phone,

followed within forty-eight (48) hours by a text message or e-mail from each member of the BOD to document said approval. The documentation of a decision reached in this manner should be presented in the next meeting by the Lead Facilitator and included in the meeting minutes.

- (9) Verbal approval or approval through electronic means of any non-emergent action or decision by the BOD of IANT will not be allowed.
- (10) A BOD member who fails to attend at least two (2) consecutive scheduled meetings without being excused prior to the meeting by the Facilitator Committee, shall be asked to give an explanation in writing. Appropriate course of action may be taken in accordance with Section 4.03. The BOD must grant the individual a hearing before taking any action.

Section 4.05 Vacancies on the Board of Directors

- (1) In case one (1) or more vacancies open on the BOD, the following steps—in order of sequence—shall be followed to fill the position(s):
 - a) The results of the most recent elections will be reviewed and the BOD position shall be offered to the nominee with the highest number of votes who did not get elected in that election.
 - b) Should the above mentioned nominee decline the position, the position shall then be offered to the nominee with the next highest number of votes until the position is accepted or the list of nominees is exhausted. If, at any time, the two (2) leading nominees on the list have the same number of votes, the BOD shall select between the two (2) nominees by conducting a BOD vote and shall offer the position to the nominee receiving the most BOD votes.
 - c) If the position is not filled by the above two (2) steps, and the total number of BOD is less than nineteen (19), members of BOD shall nominate candidates for the vacancy(s) from amongst the Voting Members (who must meet the eligibility criteria for BOD as outlined in Section 10.04) and whose number exceeds the number of vacancies. The BOD shall then vote on these candidates to elect sufficient number of new member to achieve the minimum number of nineteen (19) members for the BOD. This procedure shall be also be followed if, in the regular elections, less than nineteen (19) members are elected to the BOD. If at any time five (5) or more BOD positions have to be filled by this process at once, then another election for the remaining BOD positions must be held within three (3) months.
- (2) If the vacancy is filled with less than one (1) year remaining in the current term of the BOD, serving on the BOD for the remainder of that term shall not be counted against the two (2) consecutive terms limit (as described in Section 3.02 (1)) for the person(s) filling the vacancies.

ARTICLE V. THE OPERATIONS COUNCIL

Section 5.01 Composition

- (1) The Operations Council shall consist of seven (7) members.

- (2) The OC members shall be elected by the Board of Directors from amongst the members of the BOD after every General Body Elections in a meeting called specifically for this purpose by the Election Committee within two (2) weeks of the Election Day. The Quorum for such a meeting will be 75%.
- (3) A member of the OC must be willing to volunteer at least four (4) hours a week to the affairs of the IANT. Non-compliance may be considered sufficient grounds for the removal of the OC member.

Section 5.02 Tenure

- (1) All OC members shall be elected for a period of three (3) years at the end of which they will also be eligible for re-election. Such re-election will require re-election to the BOD.

Section 5.03 Removal of Operations Council Members

- (1) Under certain conditions the BOD may seek to remove a member of the OC from the OC.
- (2) Reasons for seeking removal of a member of the OC will include, but will not be limited to, failure to attend at least two (2) consecutive scheduled meetings without being excused prior to the meeting in writing by the President of the OC.
- (3) The procedure outlined in Section 4.03 (3) shall be utilized for this purpose.

Section 5.04 Vacancy and Appointment of New Members

- (1) A vacancy may be created on the OC when a member dies, resigns, is removed by the BOD or relocates outside the designated membership area.
- (2) The vacancy must be filled within two (2) weeks of the vacancy being created.
- (3) If the remaining term of the vacated position is six (6) months or less, the President of the OC will nominate a person from the BOD to complete the rest of the term. The BOD will have to approve or reject the nomination, the vote for which shall be sought by the Lead Facilitator. Such approval will require an affirmative vote of a simple majority of BOD and this particular vote can be sought by the lead facilitator through electronic means.
- (4) If the remaining term of the vacated position is greater than six (6) months, the BOD members will elect the new members of the OC from amongst themselves. The Lead Facilitator can seek nominations for the vacant position through email. All such emails shall be copied to all three (3) members of the Facilitator Committee.

Section 5.05 Functions

The Operations Council is a body delegated the authority by the Board of Directors to serve the community by managing the day-to-day affairs of the IANT:

The general functions of the OC include, but are not limited to, the following:

- (1) Finding ways and means to ensure that all necessary funds are raised each fiscal year to meet the operational and capital expenses of IANT

- (2) The general management, maintenance and growth of IANT.
- (3) Approving and signing all withdrawal and expenses.
- (4) Hiring and termination of employees of IANT, excluding Imam/Resident Scholar, Principal of IANT Quranic Academy, Religious Director of IANT Quranic Academy, Executive Director of IANT, Youth Director, Outreach Director, Director of Suffa Islamic Seminary, and any other position at the discretion of the BOD.
- (5) Overseeing and evaluating the performance of special committees.

Section 5.06 Officers, Roles and Responsibilities

- (1) The following shall comprise the OC:
 - a) President
 - b) Vice President
 - c) Secretary
 - d) Treasurer
 - e) Three (3) OC members: These members may be assigned specific roles and responsibilities by the OC according to the current needs of the organization.
- (2) The President, Vice President, Secretary, and Treasurer shall be the Officers of IANT.

Section 5.07 President of The Operations Council

President of the OC will be elected by the members of the OC from amongst the members of the OC. The following are roles and responsibilities of the President:

- (1) Supervision and general management of the affairs of IANT.
- (2) Presiding over the meetings of the OC.
- (3) Presenting reports about the affairs of IANT as required.
- (4) Presenting a quarterly report to BOD including a plan for the next quarter.
- (5) Approve speakers, with the concurrence of the OC and the Imam/Resident Scholar, for special occasions (other than Friday Khutbah/Sermon).
- (6) To serve as the primary contact/liaison for high level employees including, but not limited to, the Imam/Resident Scholar and Executive Director of IANT.
- (7) Arranging and supervising fund raising activities.
- (8) To act in an advisory capacity to all special committees.
- (9) To cast an additional tie-breaker vote only in the event that a vote in the BOD is tied.
- (10) Subject to Article II of these Bylaws, the President of the OC may accept on behalf of IANT any contribution, gift, bequest or device for any purpose of IANT.

Section 5.08 Vice President of the Operations Council

The Vice President of the OC will be elected by the members of the OC from amongst the members of the OC. The following are roles and responsibilities of the Vice President:

- (1) Carrying out the management activities, in the absence of the President.
- (2) Temporarily assuming the functions of the President when requested to do so or if the President is incapacitated. In the latter case, if the remaining term of the vacated position is one (1) year or less, the Vice President of the OC will assume the position of the President of the OC to complete the rest of the term of the President. In such instance, a new member will be elected to the OC by a majority vote of the BOD in the next scheduled meeting of the BOD. Members of the BOD who wish to get elected to the OC must submit their nomination at least three (3) days prior to this meeting. A new Vice-President will be elected by the OC in accordance with Section 5.08.
- (3) Performing any special assignments given to him/her by the President.

Section 5.09 Secretary of The Operations Council

The Secretary of the OC will be elected by the members of the OC from amongst the members of the OC. The following are roles and responsibilities of the Secretary:

- (1) Reporting the important events and activities of IANT to the external bodies and the IANT membership.
- (2) Preparing, circulating and maintaining the minutes of the OC meeting.
- (3) Preparing the agenda for the OC meeting and notifying the members of the OC of it in advance of the meeting.
- (4) Facilitate the maintenance of the list of Members by the Membership Committee and the list of volunteers for the various functions of IANT Committees.
- (5) In case of emergency and when requested to do so by the President, preside over the OC meetings when both the President and Vice President are absent.
- (6) Presenting at the beginning of every OC meeting, the minutes of the last meeting for approval by the OC.
- (7) Posting as necessary, a list of Members eligible to vote.
- (8) Maintaining all the records of IANT.
- (9) Routine external communications on behalf of OC (such as response to requests, *etc.*)
- (10) Ensuring the legal requirements of the Federal and State Governments are being fulfilled.
- (11) Perform all other duties incident to the office of Secretary.

Section 5.10 Treasurer

The Treasurer will be elected by the members of the OC from amongst the members of the OC. The following are roles and responsibilities of the Treasurer:

- (1) Guide the BOD in fulfilling its oversight responsibilities with respect to review and monitoring of donations collected and monies spent by IANT.
- (2) Review and ascertain that the Executive Director (Staff Manager) and staff are maintaining financial books and records of IANT according to prevalent accounting practices.
- (3) To ensure that adequate controls and procedure are in place for the disbursement of money according to approved BOD or OC decisions.
- (4) Review, monitor and present all budgets and reports on periodic basis.
- (5) Make recommendations to the BOD and OC regarding compensation and benefits for the staff.
- (6) Provide general oversight for the funds, properties and investments held by IANT.
- (7) Treasurer being the signatory on checks, cannot have write/edit access to the accounting books.
- (8) Prepare the annual budget for the subsequent fiscal year.
- (9) Post monthly financial summary on IANT notice board.
- (10) Ensure the tax requirements of the Federal and State Governments are being fulfilled.
- (11) Provide up to date proof of payroll taxes payment on a monthly basis and proof of quarterly and annual payroll tax filing to the OC.
- (12) Perform all other duties incident to the office of Treasurer.

Section 5.11 Operations Council Meetings and Procedure

- (1) The OC shall at a minimum meet three (3) times every month.
- (2) Presence of four members shall constitute a quorum. The President or the Vice President shall be among the four.
- (3) For a decision of the OC to be binding it must be approved by at least four (4) members
- (4) Minutes of all OC meetings shall be prepared and shall include, at a minimum, a record of attendance, a description of any action taken, and the vote taken on significant matters. Copies of such minutes shall be signed by the Secretary of the OC. A permanent file of the minutes of each meeting shall be maintained by the Secretary.
The Secretary shall present, at the beginning of every meeting of the OC, the minutes of the last meeting for approval by the OC. Once approved, a copy of these minutes must be sent to all members of BOD by email or in print.
- (5) A decision reached by the OC cannot be modified, changed, or altered by any individual OC member(s) unless it is done by way of these Bylaws inclusive of notice, quorum, meeting in person or by phone.
- (6) In the event of an emergency, which requires immediate or quick decision, approvals may be received by email or over the phone (followed by a text, e-mail, and/or any written technology recognized and acceptable at the time, to verify approval in writing). In such a case, the Secretary, or in his/her absence the Vice President, must be notified of the issue.

The Secretary (or Vice President) will contact the OC members and obtain their votes on the issue by email or over the phone (followed within forty-eight (48) hours by a text message or

e-mail, and/or any written technology recognized and acceptable at the time, from each member of the OC to document said approval). The documentation of a decision reached in this manner should be presented in the next meeting by the Secretary and included in the meeting minutes.

- (7) Verbal approval of any non-emergent action or decision by the OC of IANT will not be allowed.
- (8) Voting Members of IANT will have the right to review all written records of the meetings of the OC and the BOD including the meeting minutes by submitting a duly signed request to the secretary of OC, as per Section 3.02 (6).
- (9) The OC shall approve the job responsibilities of any hired employees with the exception of Imam/Resident Scholar, Principal of IANT Quranic Academy, Religious Director of IANT Quranic Academy, Executive Director of IANT, Youth Director, Outreach Director, Director of Suffa Islamic Seminary.
- (10) An OC member who fails to attend at least two (2) consecutive scheduled meetings without being excused prior to the meeting by the President in writing, shall be asked to give a written explanation. Appropriate course of action may be taken in accordance with Section 4.03 (3). The OC must grant the individual a hearing before taking any action.

ARTICLE VI. FINANCES

Section 6.01 Contributions

- (1) IANT may accept contributions from any source consistent with the principles of Islam and US laws.
- (2) IANT shall use all funds collected for a specific IANT purpose or cause, as identified by IANT, for that same purpose or cause. IANT shall direct the remaining funds, if any, to an account described herein at Section 6.02 for other authorized and approved non-profit purposes.
- (3) All funds of IANT shall be deposited to the credit of IANT in such banks, trust companies, or other depositories as the Board of Directors may select in accordance with these Bylaws, and especially Section 6.02.

Section 6.02 Bank Accounts

- (1) Bank accounts, whether temporary or permanent, will be created and controlled by the Operations Council. The funds must be maintained in non-interest bearing checking account or other investment instruments.
- (2) In addition to the Treasurer, the OC shall elect at least two (2) additional signatories, one (1) from within the OC and one (1) from within the BOD, authorized to disburse funds from the bank accounts.
- (3) The Board of Directors shall annually determine the level of disbursement requiring single signature on a check, and the level of disbursement requiring multiple signatories on a check, from any accounts created and controlled by it. The record of approval of disbursement requiring more than one (1) signature must be maintained in the meeting minutes of the OC.

- (4) All records of financial transaction records must be maintained accurately.
- (5) An Endowment Fund to support the operations of IANT will be created and controlled solely by the BOD of IANT. Disbursements from the funds shall not exceed the income earned by this fund. The fund must be maintained in non-interest bearing checking account or other investment instruments.
- (6) The OC can authorize a committee or project group to open a separate account for certain defined purposes. Such accounts will be under the oversight of the Finance Committee.
- (7) Records must be maintained for funds received for specific purposes.

Section 6.03 Budget

- (1) The fiscal year at IANT shall be from January 1 through December 31 of the same year.
- (2) The Treasurer will be responsible for creating and submitting an annual operations budget, prior to the start of each fiscal year to the IANT Operations Council for approval. Approved budget must be adhered to.
- (3) All IANT affiliates, committees and project groups using funds must create and submit an annual budget to the OC, prior to the start of each fiscal year or project, for approval. Approved budget must be adhered to.
- (4) The budgets may be approved by a simple majority of the IANT Operations Council.
- (5) IANT must abide by all requirements of the Texas Non Profit regulations (including Tex. Bus. Orgs. Code § 22.351 *et seq.*) in reporting accounts to the general membership.

Section 6.04 Audit and Reporting

- (1) The OC shall appoint an external certified public accountant (CPA) to audit IANT accounts at least once each fiscal year. The CPA cannot be a member of the BOD or employee of IANT.
- (2) The nominated auditor(s) will audit the accounts of IANT and report the findings and recommendation to the BOD by no later than a mutually agreed upon deadline.

Section 6.05 Financial Reporting:

- (1) The OC shall determine the reports and schedules that the Executive Director, IANT affiliates, committees and project groups must submit.
- (2) Monthly reporting: The Treasurer or his/her appointee, shall prepare monthly financial summary of the accounts of IANT, IQA and other affiliates and post it on the IANT notice board.
- (3) Annual Reporting: The Treasurer shall present an annual financial report at the annual general body meeting.

Section 6.06 Finance Committee:

- (1) The Finance Committee shall have no less than five (5) members.

- (2) The Treasurer and one (1) other member of the BOD must be members of the Finance Committee. Neither of the two (2) can be the chairperson of the Finance Committee.
- (3) The role of the Finance Committee shall be to:
 - a) Advise and assist when requested by the IANT Board, the Operations Council or the Treasurer in financial matters of IANT.
 - b) Assist the OC in planning, organizing and executing fundraising efforts and tracking and collecting resulting donations.

Section 6.07 Fundraising Policy

- (1) All fundraising requests and schedules on IANT premises must be pre-approved by the IANT OC. To obtain permission for fundraising, all organizations and individuals must submit an online, email or written fundraising request to the Secretary of the OC. IANT shall not approve any fundraising for any organization linked in any way to terrorism or extremism, or involved in any activity that is not legal according to the city, county, state, or federal laws.
- (2) IANT shall not collect funds on behalf of any other person, entity, or organization.

ARTICLE VII. AFFILIATES

Section 7.01 Creation of Affiliates

- (1) IANT may create organizational affiliates, from time to time, to better serve its charter and be of service to the Islamic Community of North Texas.
- (2) These affiliates will operate under the IANT charter and existing IANT legal entity.
- (3) The IANT BOD will have complete legal authority over the creation and dissolution of such affiliates in accordance with existing state and federal rules.
- (4) The spin-off of any IANT affiliate shall not be allowed.

Section 7.02 Current Affiliates.

- (1) IANT Quranic Academy (IQA)
- (2) IANT Suffa Islamic Seminary (SIS)
- (3) IANT Medical Clinic (IMED)
- (4) IANT Youth (IYC)

Section 7.03 Management of Affiliates.

- (1) BOD may approve separate bylaws to govern each affiliate by two-thirds (2/3) majority.

Section 7.04 IANT Quranic Academy (IQA)

- (1) The IANT Quranic Academy (IQA) shall serve as the wholly owned subsidiary of IANT.

- (2) It shall operate under IANT's legal and tax structure with DBA "IANT Quranic Academy."
- (3) The arbitration process outlined in Article XIII of these IANT bylaws shall also apply to IQA.
- (4) IQA shall be managed by a 7 member IQA Management Committee (IQA-MC).
- (5) Member selection:
 - a) Two (2) members of IQA-MC shall be from the members of the IANT BOD. These members shall be nominated by the IANT BOD. It is recommended that at least one (1) of these two (2) members be from the OC.
 - b) Three (3) members of IQA-MC shall be Community Representative. These positions shall be publically advertised and applications solicited from the community. Final approval and appointment shall be by the BOD.
 - c) Two (2) members of IQA-MC shall be nominated by the IQA Parent Teacher Organization.
- (6) IQA-MC shall have the following officers:
 - a) Chair
 - b) Vice Chair
 - c) Treasurer
 - d) Secretary
 - e) Three (3) general members
- (7) IQA-MC may create a separate set of bylaws which shall not contradict or supersede the IANT Bylaws. These bylaws shall be ratified by IANT BOD.
- (8) The treasurer of IQA-MC shall be responsible for creating an annual budget for IQA and reporting the budget to the IANT BOD.
- (9) IQA-MC may maintain a separate bank account under the IANT legal name and Tax ID.

ARTICLE VIII. SPECIAL COMMITTEES

Section 8.01 General Framework

- (1) The OC may appoint at any time special committees to carry out an assignment. The tenure of these committees may vary depending on the nature of the assignment.
- (2) The assignment given to any special committee shall be precisely defined in a memorandum from the OC to the Special Committee.
- (3) The committees will work under the general supervision of the OC and the framework of IANT Bylaws.
- (4) If Committee engages in any fund raising activity or has expenses, it must submit a budget to the IANT OC or to any person or entity appointed by the OC. The budget must be approved by simple majority of IANT OC.
- (5) Each Committee must develop its yearly objectives and submit quarterly reports to the OC.

- (6) Each Committee must have an odd number of members, no less than three (3). The majority of the members of any committee must be members of IANT.
- (7) The OC may approve skilled persons, who are not regular members of IANT, to join IANT Committees if they believe that serves the interest of IANT. These non-member Special Committee volunteers must be eighteen (18) years of age or older and must not have any history which may indicate that their inclusion might be detrimental to interests of IANT.

Section 8.02 Special Committees:

The following are some of the Committee Groups (and some recommended committees within those groups) that may be appointed. However, the OC may appoint other Committee Groups or modify existing Committee Groups at its discretion.

- (1) Core Committee Group: All committees that are closely tied with the core functioning of IANT will be part of this group. Some possible examples are:
 - a) Finance
 - b) Operations
 - c) Membership
 - d) Human Resources
 - e) Bylaws
 - f) Election
 - g) Quality Assurance
- (2) Infrastructure Committee Group: All committees that help form and maintain the IANT infrastructure will be part of this group. Some possible examples are:
 - a) Information Technology
 - b) Building committee
 - c) Maintenance
 - d) Landscaping
 - e) Events
 - f) Green (eco-friendliness)
 - g) Media
- (3) Activities Committee Group: All committees that help provide activities for certain demographics of the community. Some possible examples are:
 - a) Women
 - b) Reverts
 - c) Sports
 - d) Wellness
 - e) Outdoor

- (4) Education Committee Group: All committees that provide education or skills training to the community will be part of this group. Some possible examples are:
 - a) Outreach/Dawah
 - b) Career Counseling
 - c) Youth Mentoring
 - d) Leadership
 - e) Religious
 - f) Professional Training
- (5) Social Committee Group: All committees that provide social services to the community will be part of this group. Some possible examples are:
 - a) Refugees
 - b) Senior Citizens
 - c) Neighborhood Services
 - d) Helping the Needy
 - e) Domestic Abuse
 - f) Homeless
 - g) Substance Abuse

ARTICLE IX. GENERAL BODY AND MEMBERSHIP

Section 9.01 Types of Memberships:

- (1) Voting Member: Any person who meets all the eligibility criteria in Section 9.02 and whose membership is approved by the OC. Such a Member:
 - a) Shall be considered to be a Member with voting rights as per Texas state law
 - b) Shall have the rights to vote, to participate in calling for a Special Meeting, to participate in seeking an amendment to the Bylaws, to participate in seeking Arbitration and to nominate other Members for election to the BOD of IANT or to be nominated themselves for the same position.
 - c) Shall be able to participate in all activities of the association and can serve on the committees of IANT.
- (2) Honorary Lifetime Membership:
 - a) Only those persons who were previously granted Lifetime Memberships of IANT prior to 2015 will be considered Honorary Lifetime Members until December 31, 2025. After that date, their Honorary Lifetime Membership will expire.
 - b) Prior to December 31, 2025, such Members may participate in the activities of IANT and remain on the membership roster; however, such Members may **not**:
 - i. vote

- ii. nominate officers of IANT
 - iii. be nominated to become officers of IANT,
 - iv. call for, vote in or be counted towards the quorum of a general body meeting or special meeting
 - v. seek arbitration
- c) If Honorary Lifetime Members desire to have the above rights of Voting Members, they will be considered to have all the rights and privileges of Voting Members as long as they renew their membership, after meeting membership criteria, on an annual basis but will not have to pay a membership fee.

Section 9.02 Eligibility:

Regular Voting Membership shall be open to every Muslim who:

- (1) is eighteen (18) years old or older, or sixteen (16) year old with parental consent,
- (2) is in full agreement with the aims and purposes and tenets of IANT as set forth in the Bylaws,
- (3) follows the teachings of Quran and Sunnah of Prophet Muhammad (SAW),
- (4) completes a membership form and pays the membership dues set by the BOD,
- (5) is able to produce a state issued photo identification card in person at the IANT office for verification of personal identification and current residential address.
- (6) resides within a zip code which falls within or is touched by a circle with a radius of ten (10) miles as determined by mapping software, centered on IANT. As of April 30, 2015, the included zip codes are listed in Section 9.09. Business addresses and post boxes are not acceptable for membership.

Section 9.03 Membership Fees and Approval

- (1) All membership shall be approved within thirty (30) days by the OC following completed application and recommendation by the Membership Committee.
- (2) Annual membership fee shall be determined by the BOD. Membership dues will be adjusted at the discretion of the BOD in special cases only upon recommendation by the Membership Committee.
- (3) There will be no “family” memberships. Each eligible person in a family must have individual membership.

Section 9.04 Duration, Expiration and Renewal:

- (1) Once approved by OC, the membership will be effective retroactive to the date of completion of application. An application will be considered complete when all the eligibility requirements have been met and membership dues have been paid.
- (2) Membership shall expire in one (1) calendar year from the effective date. Multiple year memberships and lifetime memberships will not be allowed.

- (3) The Membership Committee will ensure that the membership management software sends at least three (3) electronic reminders for renewals to all Members. Two (2) reminders should occur within a reasonable interval before a Member's IANT membership expiration and one (1) reminder should occur no later than fourteen (14) days after the expiration of IANT membership.
- (4) Pre-existing Members who renew membership online will have thirty (30) days from the date of online renewal to present a state issued photo identification card in person at the IANT office for verification of current residential address.
- (5) If any Voting Members relocate to a new residence outside of the designated zip codes, as determined by their current state issued identification card, their membership will expire the time of their relocation.
- (6) Withdrawal from the membership is voluntary.
- (7) In the event that the membership is delinquent for more than sixty (60) days, then they shall be considered as new Members and the Voting Rights criteria of Section 9.05 (3) shall apply.

Section 9.05 Voting Rights:

- (1) Only Voting Members in good standing have the right to vote.
- (2) Each registered Voting Member shall retain the right to one (1) vote in every meeting of the Voting Members and in the elections of IANT.
- (3) Approved new Members shall not have voting rights until six (6) months have elapsed since their completed application.
- (4) Each registered Voting Member will also have the right to nominate candidates for the election to the boards of IANT.

Section 9.06 Transferability

Membership is non-transferable and non-assignable.

Section 9.07 Annulment of Membership.

- (1) Membership may be annulled if a Member shows serious disregard to Islamic values or the provisions of these Bylaws, or if the Members acts in a way detrimental to IANT. Specifically, the virtues of a Member of this organization should be evidenced by patterns of personal, academic, and occupational behaviors that, in the judgment of the BOD, indicate Islamic values, honesty, accountability, trustworthiness, reliability, and integrity. Lack of good moral character may be evidenced by the commission of crimes involving moral turpitude, but conduct that evidences a lack of good moral character is not necessarily limited to such crimes or acts.
- (2) Annulment proceedings may be initiated on written request by five (5) or more Voting Members of IANT and decided upon by the majority vote of the BOD within a month of the request.

- (3) A person whose membership has been annulled will not be eligible to reapply for membership until one (1) year after the date of the annulment.

Section 9.08 The Membership Committee and Implementation of Membership Policy

- (1) Membership Committee will be responsible for implementation of the membership policies.
- (2) OC will ensure adequacy of the infrastructure required by the Membership Committee for initiating and maintaining memberships including but not limited to computer software and hardware, membership forms, mechanism for receiving and documenting payment of membership dues, archiving membership forms and dues payment receipts and relevant training for IANT office staff and volunteers.
- (3) The Membership Committee shall consist of an odd number of members, no less than three (3) and no more than seven (7). The OC will assign one (1) of its members as a liaison to the Membership Committee. The members of the Membership Committee will be appointed by the BOD from within the IANT membership. The Membership Committee will elect its own Chairperson. The decisions of the Membership Committee will be taken by a simple majority. The Membership Committee shall evaluate all new membership applications and present its recommendations to the OC on a monthly basis for final approval.

[INTENTIONALLY LEFT BLANK]

Section 9.09 Eligible Zip Codes:

As of the date of the adoption of these bylaws, only the residents of the following zip codes will be considered eligible for membership:

75001	75043	75150	75230
75002	75044	75204	75231
75006	75048	75205	75234
75007	75074	75206	75235
75010	75075	75209	75238
75013	75080	75214	75240
75023	75081	75218	75243
75024	75082	75219	75244
75025	75088	75220	75248
75040	75089	75223	75251
75041	75093	75225	75252
75042	75094	75228	75254
75043	75098	75229	75287

ARTICLE X. ELECTIONS

Section 10.01 Election Committee

- (1) The IANT BOD shall call for the formation of an ad hoc Election Committee at least eight (8) weeks before the date of Election.
- (2) The BOD shall ask the membership committee to provide the latest IANT Membership list to the Election Committee eight (8) weeks before the date of Election.
- (3) The Election Committee shall consist of three (3) or five (5) members. The members of this committee must be from the IANT General Body who are in good standing and not current members of BOD.
- (4) The members of the Election Committee shall elect an Election Commissioner, from amongst themselves, to lead the Election Committee.
- (5) Members of the Election Committee shall not run for any IANT office in the elections that they will conduct.
- (6) Members of the Election Committee shall not endorse nor campaign for any nominee in the elections.

- (7) The Election Committee shall maintain all documents related to the election for a minimum of 90 days. The final results of the Elections, including the names of all nominees and the number of votes obtained by all nominees, must be maintained in the permanent record with the Secretary of IANT.
- (8) Irregularities in elections or membership:
 - a) In case of sufficient proof of election or membership irregularities, as determined by the Election Committee and the IANT General Counsel, the Election Committee shall seek arbitration as outlined in Article XIII to nullify the election results, and conduct new elections after a thorough and impartial investigation has been completed, and the aforementioned irregularities have been removed.
 - b) Voting Members, Directors or members of the Election Committee who wish to report any possible irregularities to the Election Committee to investigate must do so within forty-five (45) days after the Election Day.
- (9) If any member of the Election Committee is found to be complicit in any election related irregularity or grossly negligent in their duties towards the elections, they will not be allowed to serve on the Election Committee in future.
- (10) The Election Committee shall be dissolved ninety (90) days after the newly elected Board members take office, or until no outstanding election grievances remain, whichever is later.

Section 10.02 Election Schedule

- (1) IANT BOD elections shall be conducted on the first Sunday of December (“Election Day”) of the election year.
- (2) If elections cannot be adequately held on Election Day due to conditions beyond the control of the Election Committee (*e.g.*, inclement weather, local or national emergency, *etc.*), the date of Election shall be postponed to the following Sundays repeatedly until the elections are held.
- (3) Early voting for the IANT BOD elections shall open no more than three (3) weeks prior to the Election Day, and shall close one (1) day prior to the Election Day. It is recommended that the early voting be conducted on the four (4) consecutive days before the Election Day.
- (4) The newly elected officers of the BOD shall take office on the first day of January of the following year.
- (5) The Election Committee will call and moderate a meeting of the incoming BOD within ten (10) days of the Election Day, prior to officially assuming the office of the BOD, solely for the purpose of electing the incoming OC.
- (6) Handoff and Transition Committee. The outgoing OC:
 - a) shall continue to be available to and assist the newly elected BOD and OC for at least sixty (60) days as an advisory Transition Committee; and
 - b) must provide a comprehensive “handoff” to the incoming OC including but not limited to the documents of IANT, status of the ongoing projects, finances, status of any ongoing legal proceedings, details of electronic accounts and passwords, ongoing human resources issues, and other issues of critical nature.

Section 10.03 Nomination Process

- (1) The Election Committee shall call for nominations for IANT office at least six (6) weeks prior to Election Day.
- (2) An IANT Voting Member shall not self-nominate oneself to any IANT elected office.
- (3) An IANT Voting Member shall nominate another Member for IANT elected office.
- (4) The nominator shall be IANT Voting Member in good standing for at least six (6) months.
- (5) The nominators shall use the official IANT Nomination Form that must include the nominators' name and contact information.
- (6) The Election Committee shall publish, for the IANT General Body, the final list of nominations for IANT office at least three (3) weeks prior to the Election Day.
- (7) Nominees will not be allowed to deliver lectures or sermons and will not be allowed to address the community from the pulpit or podium on any IANT property during the election period (except with the permission of the election committee for introduction of the candidates and their platforms to the community). This restriction excludes any routine administrative announcements by nominees who are also currently serving on the BOD.

Section 10.04 Eligibility of Nominees

The nominee for IANT office shall be an active IANT Voting Member in good standing for at least one (1) year prior to the date of Election. The nominee for IANT office:

- (1) shall be at least eighteen (18) years old.
- (2) shall be a practicing Muslim.
- (3) shall be a regular attendee of the congregational prayers at IANT.
- (4) shall not be a paid employee of IANT.
- (5) shall have no criminal background as verified through a 3rd party criminal background check.
- (6) shall not have a history that is potentially detrimental to the organization of IANT.
- (7) shall provide one's brief biography.
- (8) shall have at least high school level education (from American or foreign accredited institution).
- (9) shall not hold, for the duration of the term of IANT office, any executive office in any other Islamic organization.
- (10) shall not be a direct family member (spouse, parent, child, sibling) of another nominee.
- (11) shall be a legal resident of the United States.

Section 10.05 Voting Process

- (1) Voting on Election Day and during the Early Voting shall be conducted in person. There shall be no exceptions. Voting by mail out ballots, by proxy or through electronic communication is strictly prohibited.

- (2) IANT Voting Member in good standing for at least six (6) months prior to Election Day shall be eligible to vote.
- (3) A voter, who is eighteen (18) years of age or older, in IANT General Body elections shall provide US federal or state issued photo ID for name, address, and photo verification. There shall be no exceptions.
- (4) A voter, who is sixteen (16) to eighteen (18) years of age, in IANT General Body elections shall provide any valid photo ID and a proof of address.
- (5) An IANT Member eligible to vote shall be entitled to one (1) vote only.
- (6) The process for Early Voting shall be the same as voting on Election Day.

Section 10.06 Election Results

- (1) The Election Committee shall count all the ballots in public at the end of voting on Election Day.
- (2) The Election Committee shall announce, and make public, the election results on Election Day. The results shall be posted on IANT noticeboard and also announced through electronic media.
- (3) OC shall faithfully maintain all the ballots and election records for the past two (2) elections in soft and hard copies.

ARTICLE XI. MEETINGS

Section 11.01 General etiquette:

- (1) All meetings shall start with a recitation from the Holy Qur'an and must end with a Du'a (prayer).
- (2) The meetings shall be conducted in accordance with the Islamic code of conduct and ethics.
- (3) All parties shall respect each other's rights and obligations and any dispute that cannot be amicably resolved by mutual discussion during the meeting, shall be resolved in accordance with the arbitration procedure outlined in Article XIII.

Section 11.02 Annual General Body Meeting:

- (1) There shall be an annual General Body meeting of IANT, held at IANT or at an appropriate place determined by the OC, on the last Sunday of October of each year.
- (2) This meeting shall be held after Zuhr prayer.
- (3) The purpose of this meeting is to disseminate information to the membership.
- (4) This meeting shall be chaired by the President of the OC. In the absence of the President, the Vice President or any other member of the BOD designated by the President shall conduct the meeting.
- (5) No quorum is required for this meeting.

- (6) Members of the community, who are not registered Members, may attend this meeting as observers.
- (7) The following activities shall be conducted at this meeting:
 - a) The Annual Report including the financial status shall be presented by the President or the President's designee.
 - b) A draft summary of the preliminary budget for the next year shall be presented by the Treasurer.
 - c) Update on the Five-year (5-year) Strategic Plan for IANT shall be provided by the President or the President's designee.
- (8) Notification of Annual Meetings: IANT Members shall be notified of the time, date and place of the meetings by announcement from the pulpit, posting on IANT notice board and through electronic means (*e.g.*, email, social media, *etc.*).
- (9) If any Voting Members desire to bring up any issue for discussion and voting by the general body, the procedure in Section 11.03 (1) must be followed.

Section 11.03 Special Meetings:

- (1) Request:
 - a) A special meeting may be called by any of the following:
 - i. a written petition duly signed by at least ten percent (10%) of the Voting Membership (with full names and addresses of the Voting Members for verification)
 - ii. a written petition duly signed by at least one third (1/3) members of the BOD
 - iii. a written petition duly signed by a majority of the OC
 - b) The request must include:
 - i. An explanation of the issue(s)
 - ii. Specific agenda items for the meeting
 - iii. The name of one (1) of the signatories as the Representative of the group of requesting Members, if the petition is made by the Voting Members or by the BOD.
- (2) Notification and Format of the Special Meeting:
 - a) The President of the OC must arrange to hold this meeting within two (2) weeks of receiving such request.
 - b) The date, time, duration and location of the meeting must be announced at the pulpit, posted on the notice board and circulated among the membership through electronic media (*e.g.*, email, social media, *etc.*).
 - c) At least fifteen percent (15%) of the Voting Membership will constitute a quorum for this meeting.
 - d) The general etiquette as described in the Section 11.01 must be observed.

- e) Total floor discussion time and the time reserved for voting, if applicable, must be clearly announced at the beginning of the meeting.
 - f) The President of the OC and the representative of the signatories will co-chair the meeting and at least half (50%) of the floor discussion time will be allocated to the representative(s) of the signatories. If the meeting is requested by the members of the OC, then at least half (50%) of the floor discussion time will be allocated to participation by the Voting Members present at the meeting.
 - g) Meetings adjourned for lack of quorum must be reconvened within a reasonable time, not exceeding thirty (30) days.
 - h) At least fifteen percent (15%) of the Voting Membership will constitute a quorum for this reconvened meeting. No written notification of such meeting is required. However, the time, date and place for the reconvened meeting shall be determined before adjournment and posted on the IANT Notice board and announced at the pulpit. If the required quorum is not met for the reconvened meeting, there shall not be a third meeting. A new request for a Special Meeting must be made (as per Section 11.03 (1)) for any subsequent Special Meeting to be held.
- (3) Voting:
- a) Decisions on the agenda items, excluding any request for amendment to the bylaws (for which the specific process described in Article XII for making amendments would be followed), will be taken by a simple majority of Voting Members present.

ARTICLE XII. AMENDMENTS

Section 12.01 Process of Making and Challenging an Amendment to Bylaws

Any amendment to these Bylaws shall be made through a two-step process. Both steps are mandatory. These steps are amendment request and amendment adoption.

Any disputes that arise during this process should be resolved within the framework of these Bylaws through mutual discussion. However, in case the dispute cannot be resolved amicably through the efforts of the BOD, arbitration can be sought as set out in Article XIII.

- (1) Step 1: Amendment Request.
- a) The request to initiate an amendment to the Bylaws can be made to the secretary of the OC by any of the following:
 - i. a written petition duly signed by at least ten percent (10%) of the Voting Membership
 - ii. a written petition duly signed by at least two third (2/3) members of the BOD
 - b) The OC shall meet within seven (7) days after the Amendment Request is made. In this meeting the OC shall, at a minimum, do the following:
 - i. Establish a timeline and the procedure for the community discussion, evaluation and adoption of the said proposal.

- ii. Establish the process by which the membership can communicate with the OC and the Bylaws Committee for feedback and discussion. These processes can include, but shall not be limited to, a dedicated email address for such communication and an online discussion board on the IANT membership web platform.
 - iii. Communicate the above information to the membership by announcement from the pulpit, posting on IANT notice board and through electronic means (*e.g.*, email, social media, *etc.*).
 - iv. Ask the BOD to appoint a Bylaws Committee for this limited purpose including the IANT General Counsel.
- c) The Bylaws Committee shall act only in a consultative capacity to the BOD and to the membership. The Bylaws Committee may request the BOD for funds required to obtain legal counsel during the amendment process if needed and approved.
 - d) The BOD shall ensure that the proposed text of the amendment along with the request for amendment be displayed on the noticeboard for no less than six (6) weeks, along with the text the amendment is supposed to replace or change and the description of the Voting Members' right to challenge the proposed amendment. During this six (6)-week period the BOD shall ensure at least two (2) Town hall style meetings (there will be no quorum requirement for these meetings) for the Voting Membership for discussion and feedback regarding the amendment. These town hall meetings shall be presided over by the Lead Facilitator or his/her designee.
 - e) *Circulation of proposed amendment.* After due deliberation over, and discussion about, the proposed amendment and after seeking the feedback from the membership in two (2) town hall style meetings, the BOD will ensure that the final text of the amendment, along with the original text that it is proposed to replace, is circulated to the membership of IANT for at least two (2) weeks by posting on applicable notice board and through electronic media.
- (2) Step 2: Amendment Adoption:
- a) The BOD must convene a special meeting of the general body in which the Voting Membership shall vote to adopt or reject the amendment. This meeting shall be convened no later than twelve (12) weeks and no sooner than six (6) weeks after amendment proposal is made and after the final text of the amendment has been circulated to the membership for two (2) weeks.
 - b) The quorum required for this meeting will be at least thirty percent (30%) of the Voting Membership. Two third (2/3) majority of those present at this meeting must approve the amendment for the amendment to be adopted.

ARTICLE XIII. ARBITRATION

Section 13.01 Arbitration Agency

- (1) All IANT disputes among and/or between, without limitation, IANT, IANT Members, Voting Members, the BOD, BOD members, Directors, Officers, IANT committees IANT committee members, IANT employees, IANT volunteers, IANT interns, IANT agents, IANT affiliates, IANT subsidiaries, or any other applicable party shall be finally settled through arbitration by

the appointed Arbitration Agency if such disputes cannot be resolved amicably through the best, good faith efforts of the IANT BOD.

- (2) The newly elected BOD shall appoint in consultation with the IANT General Counsel, within the first two (2) months of its term, a suitable, dis-interested, and non-affiliated Arbitration Agency by a two-thirds (2/3) majority vote for the next three (3) years consisting of three (3) or five (5) members.
- (3) In every arbitration case, the Arbitration Agency shall, to the greatest extent possible, issue a final decision that is consistent with IANT's Articles, Bylaws, rules, values, and religious authorities and applicable federal, state, and local law.

Section 13.02 Request for Arbitration

- (1) A request for arbitration may be made in writing to the Arbitration Agency, signed by any of the following:
 - a) Majority of the OC.
 - b) Majority of the BOD.
 - c) At least fifteen percent (15%) of the Voting Members of IANT (including full names and addresses for verification).
 - d) Majority of the Elections Committee.
- (2) The written request for arbitration:
 - a) Must specify the nature of the dispute
 - b) Must specify the parties to the dispute
 - c) Must provide a brief summary of the dispute, including any relevant dates and parties
 - d) Must include the requesting party's desired resolution without limitation to any other potential resolutions available to the requesting party
 - e) Will be made available for viewing to any IANT Voting Member within one (1) week after a written and duly signed request by the member to the Secretary of OC.

Section 13.03 Decision of the Arbitration Agency

- (1) The decision of the Arbitration Agency shall be binding on IANT, all parties to the dispute, the Member or Members subject to the arbitration decision, IANT leadership, IANT BOD, IANT officers, IANT employees, IANT general membership, the IANT Quranic Academy, IANT volunteers, IANT agents, IANT affiliates, IANT subsidiaries, and any other specified IANT Member(s).
- (2) Judgment upon an arbitration award may be entered in any court otherwise having jurisdiction. The parties each agree to bear their own costs related to any arbitration proceeding including payment of their own attorneys' fees. IANT may file a motion seeking temporary injunctive relief from a court of competent jurisdiction in order to maintain the status quo until the underlying dispute or claim can be submitted for arbitration.
- (3) If a dispute may result in an award of monetary damages that could be paid under an IANT insurance policy, then use of the arbitration procedure is conditioned on acceptance of the

procedure by the liability insurer of IANT and the insurer's agreement to honor any arbitration award up to any applicable policy limits. The arbitration process is not a substitute for any disciplinary process set forth in these Bylaws, and shall in no way affect the authority of IANT to investigate reports of misconduct, to conduct hearings, or to administer discipline of Members.

ARTICLE XIV. DISSOLUTION OF THE ASSOCIATION

- (1) IANT shall hold, own, and enjoy its own personal and real property, without any right of reversion to another entity, except as provided in these Bylaws.
- (2) A three fourths (3/4) majority of the total membership of the Board of Directors may vote in affirmative to dissolve the Association in a meeting called for this purpose. Two (2) week notice for such a meeting will be mandatory. After this vote, the President of the of the OC shall call for a special meeting of the general body for the Voting Members to vote on this issue. Two (2) week notice for such a meeting will be mandatory. The quorum for this meeting shall be at least one half (50%) of the Voting Members in presence. For the dissolution to become final a three fourths (3/4) majority of the Voting Members present at that meeting must vote in affirmative.
- (3) "Dissolution" means the complete disbanding of IANT so that it no longer functions as an association or as a corporate entity. Prior to the dissolution of the corporation, the Board of Directors shall appoint a five (5) member Dissolution Committee. Upon the dissolution of IANT, its property shall be applied and distributed as follows: (1) all liabilities and obligations of IANT shall be paid and discharged, or adequate provision shall be made therefore; (2) assets held by IANT upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; and (3) assets received and not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one (1) or more domestic or foreign corporations, societies, or organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Act or the corresponding provision of any foreign jurisdiction in the case of a foreign corporation), and are engaged in activities substantially similar to those of IANT. This distribution shall be done pursuant to a plan adopted by the Dissolution Committee.
- (4) Any legal actions regarding the dissolution may only be instituted in a court of competent jurisdiction in Dallas County, Texas.

ARTICLE XV. INTERIM OPERATIONS COUNCIL AND THE FIRST ELECTIONS CONDUCTED UNDER THESE BYLAWS

- (1) The Board of Directors and the Board of Trustees that existed at the time of the adoption of these Bylaws shall merge into a single entity, called Interim Operations Council, the day these Bylaws become effective and shall continue to function until it is replaced by a newly elected Operations Council and Board of Directors. Any member of the Interim Operations Council may choose to resign in writing from the Interim Operations Council at will.

- (2) The primary roles of the Interim Operations Council will be to arrange the next election under the new bylaws in a timely fashion and during that time manage the day to day operations of IANT.
 - (3) The Interim Operations Council shall elect the following officers amongst themselves: President, Vice President, Treasurer and Secretary.
 - (4) The Interim Operations Council will also be the Interim Board of Directors but will not have the right to propose amendments to the Bylaws or form or abolish affiliates and/or spin-offs of IANT, start new construction projects or dispose of any IANT owned assets.
 - (5) Until the new BOD determines the reporting structure for higher level employees, the higher level employees (including, but not limited to, Imam/Resident Scholar and Executive Director) shall report to the President of the Interim Operations Council.
 - (6) At the time of the initial approval of these bylaws, the level of disbursement requiring single signature on a check shall be up to \$1,000.00, and the level of disbursement requiring at least three (3) signatories on a check shall be greater than \$1,000.00.
 - (7) The elections for the first Board of Directors must be held within three (3) months of adopting these Bylaws. The counting of number of terms of future Board of Directors members will start with that election. The members of the Interim Operations shall be eligible to be nominated for and run in the election from the new BOD. The timeline for this first election may vary from that set out in Section 10.02 depending on the prevalent circumstances.
 - (8) If a minimum of nineteen (19) nominees are not available to complete the new BOD by the process outlined in Section 4.05 (1), then, for the first elected BOD only, the minimum number of BOD members shall be reduced to fifteen (15). In such situation for a BOD decision to be binding it must be approved by at least six (6) members of the BOD.
 - (9) After the newly elected Board of Directors assumes office, this Article (Article XV) shall become null and void.
-