

BYLAWS OF ST. LOUIS ISLAMIC CENTER

(Ver 2.0)

ARTICLE I — NAME

Section 1 — *Name*: The name of the organization shall be **St. Louis Islamic Center** It shall be a nonprofit organization incorporated under the laws of the State of Missouri.

ARTICLE II —PURPOSES

Section 1 — *Purpose*: St. Louis Islamic Center (the Corporation) is organized exclusively for charitable, educational and religious purposes. Said corporation is organized exclusively for charitable, religious, educational, cultural and business education purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. **The purpose of this corporation includes, but is not limited to, the following:**

- **To conduct religious services in accordance with the faith of Islam;**
- **To provide Islamic upbringing and education of all members of Islamic and Bosnian Community;**
- **To care about religious rights of Muslims;**
- **To work with other Islamic communities and other religious communities;**
- **To offer high quality education;**
- **To promote the better understanding and to work on preservation of Bosnian culture, language, history, art, sport and religion;**
- **To conduct social and civic betterment of the Bosnian and other communities in various ways;**
- **To increase public awareness of juvenile delinquency, drug and alcohol abuse;**
- **To promote the better understanding of the Islamic Culture and religion among Bosnian and other communities;**
- **To prevent community deterioration;**
- **To offer business education for the Bosnian community; and**
- **All other legal powers permitted by the Nonprofit Corporation.**

ARTICLE III — OFFICES

Section 1 — *Offices*: The corporation shall have, and continuously maintain in this state, a registered office and a registered agent, whose office is identical with such registered office, and may have other offices within or outside the State of Missouri as the Board of Directors may from time to time determine.

ARTICLE IV — MEMBERSHIP

Section 1 — *Classes of Members*: The Corporation shall have three classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

- a) **Regular Members**: All Muslims of over sixteen years of age who wish to join and actively participate in the Center's activities shall be eligible to be regular members of the Corporation, provided that their appropriate and signed application for the membership and annual or monthly membership dues are received by the Boards of Directors. The Board of Directors will determine membership dues at the beginning of each year. Members must sign a statement agreement not to engage the Center in any litigation.
- b) **Trustees**: Trustees shall be those persons who fulfill all membership obligations. A regular member will become a trustee after period of one year after signing the membership application and who are current on their membership dues.
- c) **Family**: A family shall be a group of trustees who are related members of a single family (husband, wife, and children) and all related dependants (grandparents) living in the same household.
- d) **Non-Voting Members**: The Board of Directors shall have the authority to establish and define non-voting categories of membership (ex. Wakif, Honorary etc).

Membership in this Corporation is not transferable or assignable.

Section 2 — *Voting Rights*: Only trustees are voting members. Voting rights are set as such:

- a) Each **trustee** in good standing shall be entitled to one vote, to be cast either in person or by proxy in any election, referendum, or membership meeting on each matter submitted to a vote of the members.
- b) Each **family** in good standing shall be entitled to one vote total regardless of how many trustees are in the family, to be cast by any family trustee either in person or by proxy in any election, referendum, or membership meeting on each matter submitted to a vote of the members. A **family** in good standing is a family that paid family membership dues. Family can choose any family trustee to cast a single vote for the family as long as the selected family trustee is sixteen years of age. Any family trustee can choose to pay individual membership fee in order to become a trustee in good standing with one entitled vote. This trustee shall no longer be considered part of the family for the purpose of voting and membership dues.
- c) A proxy shall be executed in writing by the member or by his duly authorized attorney-in-fact and no proxy shall be valid after eleven months from the date of its execution. Only trustees have the rights to vote and choose the Officers of the Corporation, Board of Directors, Supervisory Board and the President of General Assembly from the trustees in good standing.

Section 3 — *Membership Dues*: Annual dues for voting members and all other classes of members shall be determined by the Board of Directors. The Board of Directors may determine the amount of initiation fee, if any, and annual dues of the regular members at such rate or rates, schedules or formulas as they may prescribe from time to time. The Board of Directors may provide for family memberships at a favorable rate for husbands and wives, and all persons who are members of the Corporation pursuant to any family rate shall be considered fully qualified members in good standing with all rights and privileges pertaining to membership. The annual dues shall be payable in full from January 1st to March 31st or in monthly installments deducted from their bank account each month. The member will have right to change payment method (bank account, check or cash) and frequency (monthly or yearly) at any time. The Treasurer of the Corporation shall maintain a current list of all members in good standing with paid-up dues.

Section 4 — *Termination of Membership*:

- d) Any member may resign from the membership of this Corporation upon written request to the Board of Directors, but such resignation shall not relieve the member, so resigning, of the obligation to pay any dues, assessments or other charges theretofore occurred and unpaid. If appropriate, the Board of Directors shall have the right to relieve the member of the obligation to pay any dues, assessments or other charges theretofore occurred and unpaid by two-third vote.
- e) The Board of Directors and the Supervisory Board by a two-thirds vote of the Board of Directors and Supervisory Board present may suspend or expel a member for conduct unbecoming a member or prejudicial to the aims or repute of the Corporation, after notice and opportunity for a hearing are afforded.
- f) The General Body Meeting (General Assembly) by a two-thirds vote may expel or remove on the spot any member from the meeting whose conduct the Assembly members deem to be harmful to the repute or the financial standing of the corporation. Such a member shall have right to reapply for membership only after the financial harm has been properly indemnified by him/her and after he/she has demonstrated by his conduct that he/she will not indulge again in the action that may hurt the interests or repute of the Corporation.
- g) Membership could be terminated if the member defaulted in the payment of dues for a period of more than 6 months from his due date. Appropriate notice shall be sent to member to remind him/her that the payment is due immediately. In addition, the Board of Directors shall offer alternate payment method or send economic hardship application in order to relieve member of any dues for the current year. If the member does not respond to the communication by the Board of Directors in timely manner, his/her membership will be terminated.

- h) Membership could be terminated if member's action and doings are against Islamic norms or if member's actions deteriorate image of the Corporation or interfere with duties and success of the Corporation by two-third vote by Board of Directors and Supervisory Board.

Section 5 — *Reinstatement*: Upon written request signed by a former member and filed with the Secretary of Corporation, the Board of Directors may, by the affirmative vote of two-thirds of the Directors present, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate. In order to reinstate their status, following cases will apply:

- a) If the member was previously a trustee and has defaulted on his/her annual membership dues for less than two years, member has to bring his membership dues up to date six (6) months prior to the annual General Assembly meeting. His trustee status will be reinstated.
- b) In any other case, a member will be reinstated as a regular member.

Section 6 — *Liability*: No member of Corporation shall be personally or otherwise liable for any of the debts or obligations of the corporation.

ARTICLE V — GENERAL ASSEMBLY

Section 1 — *Purpose*: Two-thirds of the voting members of the Corporation present at the annual meeting shall elect Board of Directors and Supervisory Board, executive officers (president, vice president, secretary and treasurer) and the President of the General Assembly.

Section 2 — *Annual Meetings*: The annual meeting of the members of the Corporation shall be determined by two-thirds vote by the Board of Directors. Once the decision has been made, the President of the General Assembly will notify trustees about annual meeting at least ten (10) days in advance.

Section 3 — *Special Meetings*: Special meetings may be called at any time for any purpose by the two-third vote of the Board of Directors and Supervisory Board present or by the President of General Assembly with one-third of voting members (trustees) with their reasons for the meeting submitted in writing to the Board of Directors. In the case that Supervisory Board uncovers an issue or issues that Board of Directors, any officers of the Corporation or members of various committee do not want to resolve, Supervisory Board can call up General Assembly meeting by two-third votes with their reasons for the meeting submitted in writing to the Board of Directors. If the special meeting is called by the one-third of voting members, the President of General Assembly has to call special General Assembly meeting and to inform Board of Directors and Supervisory Board of such decision at least 15 days prior to the meeting. Upon a request for special meeting, all trustees should be notified about special meeting at least ten (10) days in advance with written reasons for the meeting. Special meetings shall be held at the location determined by two-thirds vote by the Board of Directors.

Section 4 — *The President of General Assembly*: The Board of Directors shall choose two candidates for the President of General Assembly at least 15 days prior to the annual meeting of the General

Assembly. The General Assembly shall elect one President of the General Assembly by the two-third vote of the members present. The vote will take place at the beginning of the annual meeting. The newly elected President of General Assembly shall preside over the current annual meeting as soon as he/she is elected. The President shall also preside over any meetings of General Assembly until the next annual meeting of General Assembly where new President shall be elected. The General Assembly has right to reject any candidates and to choose new candidates at the beginning of the annual meeting.

Section 5 — *Terms*: The President of General Assembly shall serve one year term with unlimited number of consecutive terms.

Section 6 — *Meeting Material*: The Board of Directors, Supervisory Board and President of General Assembly will prepare annual reports and other meeting material at least 14 days prior to the annual meeting of the General Assembly. This requirement does not apply for special meetings. In a case that this requirement cannot be completed due to the unforeseen reason, Board of Directors or Supervisory Board will send a written explanation to the President of the General Assembly who will inform trustees at the annual meeting.

Section 7 — *Meetings*: The President of General Assembly shall preside over any meeting of General Assembly and Secretary of the Corporation shall be taking meeting notes.

Section 8 — *Quorum*: A quorum must be attended by at least one third of trustees for any decision to take place and motions to pass. If quorum is not reached, the assembly shall determine if General Assembly meeting can continue with the majority vote. However, any decision or motion passed without quorum shall be null and void. In the case that quorum is not reached, the Election Committee shall organize voting by mail. At least one third of trustees have to cast their vote by mail for any decision to take place and motions to pass.

Section 9 — *Voting Process*: After quorum is established, decisions will be passed with at least two-thirds votes of the trustees present. In order for the decisions to be valid, the President of General Assembly and the President or Secretary of the Corporation will have to sign the final decision.

Section 10 — *Vote by mail*: The Board of Directors or the President of the General Assembly shall determine if vote by mail needs to be organized and what question(s) to specify on the voting ballot. The Election Committee is responsible to organize and implement vote by mail.

Section 11 — *Election procedures*: The following election procedures for the Board of Directors and the Supervisory Board shall be followed:

- a) *Election Committee*: Election Committee shall be elected by January 15 of each year or at least 60 days prior to the General Assembly meeting.

- b) *Nomination process*: Each pronounced and prominent active member of Corporation can be elected to the Board of Directors pursuant to Islamic rules, after meeting the following requirements:
- Sustain from big sins such as: alcohol, adultery and gambling
 - Know basic Islamic rules and that he/she practices Islam on daily basis
 - Be active in the community
 - A candidate has to be a trustee member of the Corporation in good standing
 - All of the membership dues shall be paid by March 31st of the previous year in order to be eligible for the nomination for the next fiscal year. The trustee can also be enrolled in automated monthly membership payment method (ACH) and has to be current on their monthly dues. If a trustee has missed a payment, a trustee shall pay the missed payment at least 60 day prior to the General Assembly meeting
 - A candidate trustee shall be nominated by other trustees (two or more) or by the Board of Directors
 - Other trustees or the Board of Directors shall fill out the official nomination form for each candidate at least 30 days prior to the General Assembly meeting
 - The Election Committee shall collect all of the nominations.
 - The Election Committee shall determine the official end of the nomination date. The end of the nomination period is set to 30 days prior to the General Assembly meeting.
 - At the end of the nomination period the Election Committee shall notify all nominees of their nomination and publish official list of all eligible candidates at least 25 days prior to the General Assembly meeting. All nominees shall have 20 days after they have been notified of their nomination to accept or decline the nomination so that an appropriate replacement can be made to the candidate list. If no response is received by the nominee, a nominee shall be withdrawn from the list of eligible candidates.
 - The Election Committee or the Board of Directors reserves the right to reject any nominee that did not meet all of the requirements.
 - The Election Committee shall count the official ballots at the General Assembly Meeting.
 - The election results shall be validated by the Election Committee. In order to officially inaugurate a candidate with the most vote, the President of General Assembly, Election Committee Chairman and the President or Secretary of the Corporation shall have to sign final inaugurate decision.
- c) *Voting by mail*: If needed, Election Committee shall be responsible for organizing voting by mail, collecting and counting the votes.

ARTICLE VI — BOARD OF DIRECTORS

Section 1 — *Board role, size, and compensation*: The Board is responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 11, but not fewer than 5 members, as determined by the Board of

Directors. The board receives no compensation other than reasonable expenses. The board is responsible for overseeing the progress with respect to purpose of Corporation and for making various religious decisions for the Corporation by consulting higher religious authority when necessary. The board will elect new or any additional Imam by the two-thirds vote by the Board of Directors and Supervisory Board present. The Board of Directors will sign the contract with the Imam.

Section 2 — *Terms*: All board members shall serve up to two-year terms, but are eligible for re-election for unlimited number of consecutive terms. The incorporator of the corporation shall assign initial board members. The Imam(s) will be part of the Board of Directors with one vote.

Section 3 — *Meetings and notice*: The board shall meet at least once per month, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two week in advance or regular scheduled meeting each month. The Secretary of the Corporation shall be taking meeting notes.

Section 4 — *Board elections*: Election process has been defined in Article V, section 11. Prior to the General Assembly annual meeting, the Board of Directors and Supervisory Board by two-thirds vote shall select candidates for Directors to replace those whose terms will expire. The list of candidates shall be submitted to Election Committee at least 30 days prior to the General Assembly meeting. The election of the Directors shall take place during a regular annual meeting of the General Assembly, called in accordance with the provisions of these Bylaws.

Section 5 — *Election procedures*: New directors shall be elected by a majority of General Assembly present at annual meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the next day following General Assembly annual meeting.

Section 6 — *Quorum*: A quorum must be attended by at least two-thirds of board members for business transactions to take place and motions to pass. If the board member is not able to attend, he/she can join the meeting by conference call or video link.

Section 7 — *Veto Power*: The Imam has veto power only if the decision made by the Board of Directors is not according to the Islamic Law. Imam shall provide written explanation of the reason for the veto 7 days after such decision is made. Appropriate Islamic references shall be quoted in the written explanation. The Board of Directors shall adopt Imam's decision and if necessary shall work with Supervisory Board on alternate solution. In a case that two thirds of Board of Directors and Supervisory Board are not in agreement with the Imam's explanation of the veto decision, Supervisory Board has the right to contact third party scholar in order to get the second opinion. The third party has to be somebody who has the authority to issue fatwas. The example of the third party is head fatwa scholar from Islamic Community in Bosnia and Herzegovina. The Board of Director and Supervisory Board shall accept the opinion of the scholar regardless of Imam's decision and they will work on alternate solution. Any decision made shall not violate any laws of the U.S.

Section 8 — *Officers and Duties*: There shall be four officers of the board, consisting of a president, vice-president, secretary and treasurer. Their duties are as follows:

The President shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer. In addition to these, the President will perform function and duties of President of Corporation as outlined in “*Article VIII –Officers*” section of these Bylaws.

The Vice-President shall chair committees on special subjects as designated by the board. In the absence of the President or in the event of his or her inability to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or Board of Directors. The Vice President will perform function and duties of Vice President of Corporation as outlined in “*Article VIII –Officers*” section of these Bylaws.

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or Board of Directors. The Board of Directors and Officers shall give bonds of the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretary shall be elected as need and, in general, shall perform such duties as shall be assigned to them by the Secretary or by the President or the Board of Directors. The Secretary will perform function and duties of Secretary of Corporation as outlined in “*Article VIII –Officers*” section of these Bylaws.

The Treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these Bylaws; he or she

shall keep proper books of account and other books showing at all times the amounts funds and other property belonging to the Corporation, all of which books shall be open at all times to the inspection of the Board of Directors; he or she shall submit a report of accounts and financial condition of the Corporation at each annual meeting of the Board of Directors; and in general perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President of or by the Board of Director. The Assistant Treasurer shall be elected as need and, in general, shall perform such duties as shall be assigned to them by the Treasurer or by the President or the Board of Directors. The Treasurer will perform function and duties of Treasurer of Corporation as outlined in "Article VIII –Officers" section of these Bylaws.

Section 9 — *Vacancies*: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members and Supervisory Board two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term. The new member will be voted in by two-thirds votes by the Board of Directors and Supervisory Board present.

Section 10 — *Resignation, termination, and absences*: Resignation from the board must be in writing and received by the secretary. Board members shall be terminated from the board due to excess absences, more than three unexcused absences from board meetings in a year. A board member may be removed for other reasons by a two-thirds vote of the remaining directors and Supervisory Board.

Section 11 — *Special meetings*: Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least one week in advance.

Section 12 — *Voting Process*: After quorum is established, decisions will be passed with at least two-thirds votes of the Directors present. In order for the decisions to be valid, the President of the Board and the Secretary of the Corporation will have to sign the final decision.

Section 13 — *Meeting Notes*: Meeting notes will be distributes to all board members at least three days prior to the following meeting and will be adopted or rejected on the following meeting by the two-thirds votes of the present Directors. If rejected, updated information will be added and captured as a part of the current meeting notes.

ARTICLE VII — SUPERVISORY BOARD

Section 1 — *Board role, size, and compensation*: The Supervisory Board is responsible for overseeing all activities in the Corporation and it shall report to the voting members at the annual meeting. If any board member, executive officer, committee member or other person involved in operation of the corporation violate the Bylaws with the intention of harming the Corporation or any of its operations, then Supervisory Board shall resolve the issue (see ARTICLE XI — CONFLICT OF

INTEREST AND ISSUE/PROBLEM RESOLUTION) or if there is something serious the Supervisory Board shall call special General Assembly meeting. The board shall have up to 5, but not fewer than 3 members. The board receives no compensation other than reasonable expenses.

Section 2 — *Terms*: All board members shall serve up to two-year terms, but are eligible for re-election for unlimited number of consecutive terms. The Board of Directors shall assign initial supervisory board members.

Section 3 — *Meetings and notice*: The board shall meet at least twice per year, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two week in advance. One of the Board members shall be taking meeting notes.

Section 4 — *Board elections*: Election process has been defined in Article V, section 11. Prior to the General Assembly annual meeting, the Board of Directors and Supervisory Board present by two-thirds vote shall select candidates for Supervisory Board to replace those whose terms will expire. The list of candidates shall be submitted to Election Committee at least 30 days prior to the General Assembly meeting. The election shall take place during a regular annual meeting of the General Assembly, called in accordance with the provisions of these Bylaws.

Section 5 — *Election procedures*: New directors shall be elected by a two-third votes of General Assembly present at annual meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the next day following General Assembly annual meeting. Member of the Supervisory Board cannot be member of the Board of Directors.

Section 6 — *Quorum*: A quorum must be attended by at least two-third of board members for business transactions to take place and motions to pass.

Section 7 — *Officers and Duties*: There shall be one officer of the Supervisory Board, Chairman of the Supervisory Board. His/her duties are as follows:

The Chairman shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Supervisory Board to preside at each meeting.

Section 8 — *Vacancies*: When a vacancy on the board exists mid-term, the Secretary must receive nominations for new members from present Board of Directors and Supervisory Board two weeks in advance of a board meeting. These nominations shall be sent out to Board of Directors and Supervisory Board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term. The new member will be voted in by two-thirds votes by the Board of Directors and Supervisory Board present.

Section 9 — *Resignation, termination, and absences*: Resignation from the board must be in writing and received by the secretary. Board members shall be terminated from the board due to excess absences, more than three unexcused absences from board meetings in a year. A board member

may be removed for other reasons by a two-thirds vote of the remaining Supervisory Board members and Board of Directors present.

Section 10 — *Special meetings*: Special meetings of the board shall be called upon the request of the one-third of the supervisory board members. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 11 — *Voting Process*: After quorum is established, decisions will be passed with at least two-thirds votes of the board members present. In order for the decisions to be valid, all board members will have to sign the final decision.

Section 12 — *Meeting Notes*: Meeting notes will be distributed to all board members at least three days prior to the following meeting and will be adopted or rejected on the following meeting by the two-thirds votes of the present board members. If rejected, will be added and captured as a part of the current meeting notes.

ARTICLE VIII — OFFICERS

Section 1 — *Officers*: The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and other officers as may be elected in accordance with the provisions of this Article.

Section 2 — *Election and Terms of Office*: The officers of the Corporation as reported to Secretary of State shall be elected by selecting members from the Board of Directors. Officers shall serve same term as members of the Board of Directors.

Section 3 — *Resignation*: Any executive officer may resign from function of Officer of the Corporation by giving written resignation notice to the Secretary of Corporation Bylaws. The resignation shall be effective immediately, and temporary replacement will be selected and named at the next called meeting of the Board of Directors and Supervisory Board.

Section 4 — *Removal*: Executive officers except President may be removed by two-thirds vote of the Board of Directors, and any executive officer including President may be removed by vote of two-thirds of the General Assembly voting members.

Section 5 — *Vacancies*: A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors and Supervisory Board (two-thirds votes) for the unexpired portion of the term.

Section 6 — *President*: The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business affairs of the Corporation. He or she shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors and Supervisory Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent

of the Corporation; and in general he or she shall perform all duties as may be prescribed by the Board of Directors from time to time, including participating in various committee meetings as a member or chairperson thereof. He or she shall also be responsible for informing the Board of Directors and Supervisory Board of possible programs, meetings, and functions of the Corporation. Imam cannot be elected President. The President of Board of Directors will act as President of Corporation.

Section 7 — *Vice-President*: The Vice-President of Board of Directors will act as Vice-President of Corporation. The Secretary of Corporation will act in accordance to duties listed for Vice-President of Board of Directors.

Section 8 — *Secretary*: The Secretary of Board of Directors will act as Secretary of Corporation. The Secretary of Corporation will act in accordance to duties listed for Secretary of Board of Directors.

Section 9 — *Treasurer*: The Treasurer of Board of Directors will act as Treasurer of Corporation. The Treasurer of Corporation will act in accordance to duties listed for Treasurer of Board of Directors.

ARTICLE IX — COMMITTEES

Section 1 — *Committee formation*: The Board of Directors may create committees as needed, such as executive, financial, youth, fundraising, housing, public relations, data collection, etc. The Board of Directors President appoints all committee chairs.

Section 2 — *Executive Committee*: The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full board.

Section 3 — *Finance Committee*: The treasurer is the chair of the Finance Committee, which includes up to three additional board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other board members. The Board of Directors and Supervisory Board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board of Directors and Supervisory Board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

Section 4 — *Youth Committee*: The Board of Directors will select Youth Committee which shall be responsible for developing youth activities, fundraising plan and annual budget for youth activities. The Board of Directors must approve all activities, the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board of Directors. The Youth Committee will have 9, but not less than 5 members. The Board of Directors present will elect the Chair of the Youth Committee.

Section 5 – *Election Committee*: The Board of Directors shall appoint Election Committee chairman which shall be responsible for unbiased and fair election. It is the Committee’s responsibility to ensure that the Election policies and procedures are strictly enforced.

- a) Election committee consists of 3 members, the election committee chairperson and two appointed members.
- b) The election committee chair will appoint the other members of the committee.
- c) The Election Committee Chairperson will oversee the execution of the election process.
- d) The Election Chairperson is solely responsible for the safekeeping of the ballot box, ballots and voter registry.
- e) The Election committee members are responsible for counting the ballots.
- f) The Election committee will review candidate nominations and notify nominees of his/her nomination.
- g) If necessary, the election committee will recruit election volunteers to help run the election.
- h) If the policies and procedures are suspect, the Election committee shall review and amend election policies and procedures during a contested election
- i) The Election committee shall accept and review any petitions that contest election results.
- j) The Election committee shall determine the eligibility for voting rights of a nominated candidate.
- k) The member of the Election Committee cannot be member of the Board of Directors or member of Supervisory Board.

ARTICLE X — DIRECTOR AND STAFF

Section 1 — *Executive Director*: The Board of Directors and Supervisory Board can determine if Executive Director position is necessary for the organization. The executive director shall be hired by the Board of Directors. The executive director has day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

Section 2 — *Imam*: Imam organizes religious life in Islamic Community and keeps contact with public concerning religious activities. Imam has to be familiar with English and Bosnian language. Imam consults Islamic Community of Bosnia and Herzegovina or IABNA when needed, and per request of Board of Directors and Supervisory Board.

- a) Imam is an individual that has completed Islamic University (4 years) or has at least two (2) years of experience as Imam and two years of college. The Board of Directors reserves the right to waive years of experience requirement in special circumstances. However, educational requirement shall not be changed or waived by any organizational entity.
- b) Imam, in his responsibilities, answers to the Board of Directors and Leading Imam (if present). Additional responsibilities are defined in the Employment Contract.
- c) Imam is member of Board of Directors.
- d) The Imam has veto power only if the decision made by the Board of Directors or Supervisory Board is not according to the Islamic Law. Imam shall provide written explanation of the reason for the veto 7 days after such decision is made. Appropriate Islamic references shall be quoted in the written explanation. The Board of Directors shall adopt Imam's decision and will work with Supervisory Board on alternate solution.
- e) Based on decision by Islamic Community of Bosnia and Herzegovina which allows mentioned Imam to perform Islamic responsibilities, Imam with Board of Directors shall sign the Agreement of employment that regulate interpersonal rights and responsibilities as well as the term of Agreement.
- f) Once a year, the Board of Directors and Supervisory Board analyzes work performance of Imam as provided for by these Bylaws and the employment agreement, and has a right to make decisions about changes or termination of Agreement signed by Imam. In the event of termination of the Agreement, date of the employment must be at least one week after said decision was made. The Board of Directors and Supervisory Board can terminate contract with the Imam by the two-thirds votes of both boards.
- g) In the event of change of termination of Agreement, the Board of Directors shall, within 10 days, inform Imam of that decision in writing of such changes. Imam has a right to appeal that decision to the Board within 10 days. Board has 30 days from the date of the appeal to make a decision. During this time, Imam shall continue to receive his regular salary.
- h) In the case of the employment of two or more Imams, the hierarchy will be based on experience and education.

Section 3 — *Salary and Benefits*: The Board of Directors will determine compensation and benefits for all paid employees of the Corporation. During the decision making process, impacted employees shall not be present, but shall be communicated the Board decision in a timely manner.

ARTICLE XI — CONFLICT OF INTEREST AND ISSUE/PROBLEM RESOLUTION

Section 1 — *Conflict of Interest*: The conflict of interest policy shall be defined in the Conflict of Interest Policy of the Corporation.

Section 2 — *Issue or Problem Resolution Procedure*: After an issue or a problem has been identified either by the Board of Directors, Supervisory Board or individual members of the Corporation, the Supervisory Board shall organize Ad-Hoc Committee in order to start the issue resolution procedure in the following matter:

- a) The Supervisory Board shall, if appropriate, appoint a disinterested member of the Corporation in good standing or third party not associated with the Corporation to be part of the ad-hoc committee in order to investigate alternatives to the proposed solution or arrangement. The Supervisory Board reserves the right, if appropriate, to organize Ad-Hoc Committee by appointing only third party individuals not associated to the Corporation.
- b) The Supervisory Board will elect the Chair of the Ad-Hoc Committee who shall preside over the proceedings and conflict resolution process.
- c) The Ad-Hoc Committee shall interview all parties involved in the issue or problem resolution.
- d) After any discussion with the parties involved, the party shall leave the Ad-Hoc committee while the determination of an issue resolution or solution to the problem is discussed and voted upon. The Ad-Hoc Committee shall determine appropriate action if it is determined that the issue or problem exists.
- e) If a more advantageous solution or arrangement is not reasonably possible under circumstances not producing a conflict of interest or additional issues or problems, the Ad-Hoc Committee shall determine by a two-third vote of the disinterested members whether the proposed solution or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to implement suggested solution or arrangement.
- f) After the decision has been made by the Ad-Hoc Committee, any party in the issue resolution has the right to submit appeal to the proposed solution or arrangement one time.
- g) After final decision has been reached and voted upon, no additional appeals shall be accepted.
- h) The final decision shall be valid and in effect immediately after it was signed by the Chair of the Ad-Hoc Committee, all members of Supervisory Board and, if possible, parties involved in the issue or problem.

ARTICLE XII — CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1 — *Contracts*: The Board of Directors by two-thirds vote may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances, provided it does not exceed \$5,000, which would require the approval of the Board of Directors and Supervisory Board with two-thirds vote.

Section 2 — *Checks, Drafts, etc.*: All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Corporation shall be signed by Treasurer of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. Any check that exceeds \$1,000 needs the approval of Board of Directors (two-thirds vote). Checks in excess of \$5,000 need additional approval by the Supervisory Board (two-thirds vote). Approvals will need to be communicated to all present members at the next meeting of Board of Directors and Supervisory Board or by sending emails to the members of Board of Directors and Supervisory Board.

In a case of Treasurer's absence or inability to perform duties, the Assistant Treasurer should act as a treasurer. In a case of Assistant Treasurer's absence or inability to perform duties, the President of the Board of Directors should act as Treasurer. Both Treasurer and the President of the Board of Directors shall have joint access to all bank accounts necessary to perform financial activities of Corporation. The Board of Directors shall determine if additional members of Financial Committee will have access to corporate bank accounts.

Section 3 — *Deposits*: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or depositories as the Board of Directors may select.

Section 4 — *Gifts*: The Board of Directors or Supervisory Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purpose or special purpose of the Corporation.

ARTICLE XIII — BOOKS AND RECORDS

Section 1 — *Books and Records*: The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its members, Board of Directors, Supervisory Board and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. An audit report prepared by treasurer and secretary each year will be presented to the annual General Body Meeting. If possible, the treasurer will create a digital copy of all books and records.

ARTICLE XIV — FISCAL YEAR

Section 1 — *Fiscal Year*: The fiscal year of the Corporation shall begin the first day of January and end on the last day of December in each year.

ARTICLE XV — CORPORATE SEAL

Section 1 — *Corporate Seal*: The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Missouri."

ARTICLE XVI — WAIVER OF NOTICE

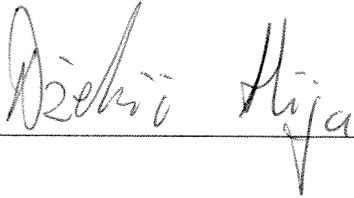
Section 1 — *Waiver of Notice*: Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Missouri or under the provisions of the Articles of Incorporation or by the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving of such notice.

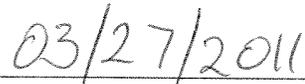
ARTICLE XVII — AMENDMENTS

Section 1 — *Amendments*: The Bylaws may be amended when necessary by 90 percent vote by the majority of the General Assembly. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements. A 30 day notice to the members is necessary prior to the meeting in accordance with these Bylaws and accompanies a proxy form stating the exact nature of the amendment sought or intent to repeal or to adopt new Bylaws.

CERTIFICATION

These Bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on **February 19th, 2011** and at a meeting of the General Assembly by a majority vote on **March 5th, 2011**.





Secretary

Date