

In the name of Allah, the most Gracious, the most Merciful

CONSTITUTION AND BYLAWS*

Of the

AMERICAN ISLAMIC WAQF (AIW)

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**Amended
January 26, 2010**

Constitution and Bylaws of AIW

Amended on January, 26th, 2010

CONSTITUTION

ARTICLE I

Name of the Corporation:

The American Islamic Waqf (AIW) dba Noor Islamic Cultural Center (NICC)

ARTICLE II

Aims and Objectives of AIW

1. To promote the principles of Islam based on the Holy Quran and the Sunnah of Prophet Mohammed (peace be upon him) as understood by mainstream Muslims.
2. To develop operate and/or promote the development/operation of Islamic cultural institutions including but not limited to, Schools, Relief organizations, Universities, Hospitals, Broadcast Stations, Community Centers, Cultural Centers, Museums, Mosques, Cemeteries, and other institutions that serve the Muslim community in the United States.
3. To promote education about the Islamic culture and the Islamic way of life.
4. To facilitate humanitarian and relief efforts for people of all faiths.
5. To provide Islamic services and counseling to the needy and to disadvantaged individuals.
6. To promote unity among Muslims.
7. To foster a better understanding among Muslims, other Muslim Institutions and communities of other faiths.
8. To serve the needs of all the sectors of the Muslim community (adults, youth, men and women)
9. To solicit for and to employ the funds of the congregation in furthering the aims and objective set out herein and for any other cause as may be deemed appropriate in enhancing the cause of Islam and the Muslim community.
10. To adopt and execute such activities as may be lawful in order to accomplish the said purposes of AIW.

The aims and objectives of the AIW as set out herein shall in no way be limited or restricted by reference to any other clauses in this constitution unless otherwise indicated. The order in which the aims and objectives appear does not determine the importance or preference thereof over each other unless specifically stated

ARTICLE III

a. Amendments:

1. The Constitution may be amended at a BOD meeting of AIW duly called for this purpose.
2. A two-thirds (2/3) votes of the existing BOARD members shall be necessary to amend the Constitution. A meeting of BOARD should be called in advanced providing modified or edited constitution to be discussed in the meeting.

b. Dissolution:

1. AIW shall stand dissolved on the vote of ninety (90) percent of the voting Board of Directors.
2. Upon dissolution of the organization, assets shall be entrusted to the North American Islamic Trust (NAIT), 10900 W. Washington Street, Indianapolis, IN 46231. NAIT is described by section 501(c)(3) of the Internal Revenue Code. If NAIT is no longer in existence at the time of dissolution or does not qualify under section 501(c)(3) of the code, the assets shall be disposed of by the court of Common Pleas, Franklin County, Ohio, to an Islamic Organization in Franklin County, Ohio, who are qualified under section 501(c)(3) of the code. If it is not possible to dispose of the assets as stated above, the assets shall be disposed of by the court of Common Pleas, Franklin County, Ohio, to other Islamic public charities qualifying within the meaning of section 501(c)(3) of the internal Revenue Code or the corresponding section of any future federal tax code.

END OF CONSTITUTION

BYLAWS

Amended on January, 26th, 2010

ARTICLE IV

Bylaws and Board of Directors:

The bylaws of the corporation have been duly adopted and the Board of Directors, and its executive officers, Chairman, General Secretary/Clerk, and Treasurer, whose names are set out on Article VII or recorded in the organization's record with the Secretary and who have been , and are currently serving on the Board of Directors as voting members.

This organization, at the time of its foundation, and according to the intent of its founders at that time, was intended to be governed by trustworthy members of a board of Directors who shall nominate their replacement according to the bylaws. AIW by design at its founding stages was intended to be managed as a foundation through a board of directors. While there is an important, reasonable and understandable role for the public at large and all patrons to participate, suggest and interact with the management of this organization through advisory boards and many public forums and hearings, the management of this organization, however, shall be performed through a larger board of directors just as intended and announced since its inception.

ARTICLE V

A. The Effective Date:

This document shall be effective on Tuesday, January 26, 2010 and that all its provisions and shall be valid and applicable on this date and shall supersede all previous organizational documents named "Constitution and/or Bylaws of AIW" previously governing this organization.

B. Recording and Reporting this Document:

This document shall be recorded with the Ohio Secretary of State and Franklin County Clerk of courts. It shall also be forwarded to the 501- (C) (3) organization's section of the Internal Revenue Service per the IRS written instructions.

C. Basic Philosophy of the bylaws:

All bylaws and regulations shall be based on the Islamic principles as declared in the Holy Qura'n and the Sunnah of the Prophet Mohammed (peace be upon him) as understood by mainstream Muslims.

ARTICLE VI

a. Head Office:

The head office of the said AIW organization shall be located at 5001 Wilcox Road, Dublin, 43016.

b. Current Voting Members of the Board of Directors:

A current list of the voting members on the Board of directors shall be kept on file by the organization's secretary/clerk.

c. Fiscal Year:

The fiscal year of the corporation shall end on the last day of the month of: DECEMBER.

Section 1

Administration & Management:

All powers to conduct the affairs of AIW shall be vested in the Board of Directors. The Board of Directors shall administer all the affairs of AIW. Within Sixty (60) days of the adoption of this revised constitution and bylaws document herewith, and its reporting/recording these amended documents with either the county recorder and/or the Secretary of State, The current board of directors shall expand the size of the Board membership to be composed of no less than seven (7) representatives who shall be called Board of Directors.

This Board of Directors shall uphold the intent of the founders of the organization and this constitution in making policies and developing strategies to achieve the mission, goals and objectives of the organization (AIW) as set forth in this constitution.

The said Board of Directors shall select three (3) Officers from within the Board; forming the Executive Committee. This Executive Committee shall be elected by the Board of Directors from amongst themselves for a maximum of two (2) consecutive terms of two (2) years each i.e. term limits for this Executive Committee shall be four years. Other Board members shall by default be the member of the Executive committee.

No member of the BOD shall hold more than one executive position at the same time. All BOD decisions are taken by a simple majority of all BOD members present unless otherwise noted.

Section 2

Eligibility Criteria of Board of Directors:

1. All AIW BOD members must be legal Muslim adults 18 years of age or older.
2. All AIW BOD members shall concur with the Mission and Objectives of the organization and abide by its Constitution and Bylaws as amended from time to time.
3. All AIW BOD members must be willing and able to perform their duties, functions and responsibilities of a Director of the organization as an effective and dedicated member of the team with the highest integrity and professional standards of conduct.
4. All AIW BOD members must currently reside in central Ohio and have resided in Ohio for a minimum of 5 years prior to becoming AIW BOD members. Residing in Ohio or central Ohio shall mean that the person has a physical home address where he/she lived at least 181 days at that address within the last 360 day calendar year.
5. Members of the Board of Directors residing outside the State shall become or remain as honorary members of the BOD.

Section 3

Honorary Members

The Board of Directors may designate as honorary members certain outstanding Individuals in the community who have provided support and/or valuable services to AIW. Recommendation for such designation may be made by any patron of AIW. Honorary members of the Board are not entitled to vote.

Section 4

Election of the Board of Directors (BOD):

After consultation, assessment and evaluation of candidates to be on the Board of Directors, New candidates for membership to the BOD are invited and/or recruited by the current members of the BOD. A two-thirds (2/3) vote of the members present at the BOD meeting, attended by no less than 80% of the current members of the BOD, shall be necessary to approve a new BOD member. In order to provide for a proper rotation, the initial meeting shall be held to invite sufficient member of new BOD members to the Board of Directors.

Limited Terms for selected members shall be set to accomplish the following terms on the BOD:

- Five (5) members shall be appointed to serve for a four year term;
- One (1) member shall be appointed to serve for a three year term;
- One (1) member shall be appointed to serve for a two year term;
- One (1) member shall be appointed to serve for a one year term; etc...

Directors may serve more than one full 4-year term, or four (4) consecutive years provided that such directors performance was evaluated by his/her colleagues and the extension of their term gains a (3/4) positive vote to renew the service of the said BOD candidate for one additional term by the other board members. There shall not be any permanent voting Board members.

Section 5

Powers and Duties of the Board of Directors:

1. The decisions of the Board shall be based on simple majority vote unless noted otherwise.
2. The Board shall require all associations, programs, activities or committees connected or affiliated with AIW to file with the BOD a copy of the bylaws and/or procedures of that particular affiliated association, program, activity or committee
3. The Board shall have the right to use any funds remaining in the treasury of any is solved or liquidated organization under its control.
4. All fundraising activities must have prior approval of the Board.
5. Every member of the Board of Directors shall attend all meetings of the Board.
6. If a director is absent from three (3) consecutive meetings of the Board, or a Total of four (4) meetings in one year, the Board will hold a hearing as to the Continuation of said member in the Board.
7. The Board shall have the power to interpret these bylaws, any rules and regulations that it may promulgate at any time, and its decision shall be final.
8. The Board of Directors shall have the responsibility to define the duties and responsibilities of all individuals who receive compensation from AIW and the Board shall assure that the defined responsibilities are carried out.
9. The immediate past Chairman or Board of Director member (provided that such BOD member have not previously been legally removed from the BOD) shall be an ex-officio member of the Board of Directors, and may attend all Board meetings as a non-voting advisor for one year from his/her last date of official service as a voting BOD member.
10. The Board of Directors may invite previous officers to board meetings if necessary.

Section 6

Resignation or Suspension of Members:

1. Resignation or Suspension of a Member of the Board of Directors:

Any member of the Board may resign by submitting a letter of resignation to the Board of Directors.

2. Suspension or Expulsion of a member of the Board of Directors:

The Board of Directors may suspend or expel any member of the BOD of AIW. Such vote of no confidence requires three-quarter (3/4) vote of the remaining BOD members against any board member who violates any provision of the Bylaws, or any board member who by speech, or deed commits an act causing any damage to AIW.

Section 7

Executive Committee:

1. The day-to-day activities of AIW shall be conducted by the Executive Committee consisting of the Chairman, General Secretary/Clerk, and Treasurer. Professionals such as accountants, executive directors or administrators may be hired to administer and manage the day-to-day affairs of the organization under the direct supervision of the executive committee and ultimately implementing all the policies and strategies and plans set by the Board of Directors.

2. After the new expanded Board of Directors has been formed, a meeting of the new Board of Directors shall convene to select the Executive Committee.

3. The nominee for the office of Chairman shall have had previous experience as a member of the Board of Directors for at least one term of office. Otherwise, the said nominee shall have to be elected by the majority of all Board members present at the time of election

4. The Chairman cannot hold this position for more than two terms for a maximum of four (4) years.

5. All actions of this Executive Committee shall be subject to the approval of the Board of Directors.

6. In order to have one complete and coherent set of documents for the organization, the General Secretary/Clerk of the Executive committee shall also be the Secretary/Clerk of the Board of Directors shall be the General Secretary/Clerk of the organization (AIW).

7. Members of the Executive Committee may resign any time. In the case of any vacancy, the Board shall elect a replacement by simple majority.

Section 8

Committees, programs and Activities (CPA):

1. The Board of Directors may, by a majority of votes thereof, sanction the creation of any subsidiary association, society, or committee, which may be organized for any purpose consistent with the general purposes of AIW.
2. All committees, societies, associations, programs or activities provided for herein shall have legal and religious existence when they have received the approval of the Board of Directors; and they shall maintain financial and functional records in the manner prescribed by the Board of Directors.
3. An AIW committee, program or activity shall consist of at least three (3) members.
4. All AIW committees, programs or activities shall be guided by the CPA's Procedures approved by the Board.
5. All functions engaged in by the committees, programs, activities, societies, and associations provided herein shall be performed only with the full knowledge and approval of the Board of Directors, and all funds of these bodies shall be placed at the disposal of the Board of Directors, however shall be accounted for separately.
6. The Board of Directors, by a two-thirds (2/3) majority vote, may determine that a subsidiary committee, society, program, activity or association is no longer needed, or is not functioning in a manner consistent with the proper fulfillment of the general purposes of AIW. The Board of Directors may declare that such a committee, society, program, activity or association as dissolved and has no further religious or legal existence under this Constitution. Upon the dissolution of any of these committees, societies, programs, activities or associations, all assets and liabilities shall be turned over to AIW general fund to be used as determined by the Board of Directors.

Section 9

The Financial Committee

The Financial Committee is responsible and liable for annual budget, monthly expenditures, all finances, assets, and financial commitments on behalf of the Center. No one shall have the right to make any financial commitment except if authorized by the Financial Committee under authority from the Board of Directors.

It shall be the duty of every member of the Financial Committee who is in any way, whether directly or indirectly, interested/involved in a contract or arrangement or proposed contract or arrangement with the organization (AIW) to declare such interest and to reclude oneself from voting thereon. Members of the Financial Committee shall receive no remuneration for acting as such, but they shall be entitled to reimbursement for reasonable expenses incurred in furtherance of the business of the organization.

Section 10

Powers and Duties of the Executive Committee:

10.1 The Chairman:

1. The Chairman shall preside over each regular and special meeting and shall observe the prescribed order of business.
2. The Chairman shall have the right to execute all decisions of the Board of Directors and has the right to determine a vote in case of a tie.
3. The Chairman shall have no right to act on any matter of the Chairman's own accord or to conclude any agreement unless authorized by the Board of Directors to do so. If necessity demands certain agreements which require immediate action, the Chairman may make these decisions with the consensus of at least three members of the Board of Directors. At the first available meeting thereafter, the Chairman shall inform and confirm such action.
4. The Chairman shall have the right to call a special meeting when necessity demands as directed by the Board.
5. If necessity requires the expenditure of certain funds at such time as the Chairman is unable to consult with others, the Chairman shall have the right to spend up to an amount determined by the Board of Directors and give an account of same at the first meeting thereafter.
6. The Chairman shall have no right, while presiding, to make a motion or to confirm any motion before the decision of the members.
7. The Chairman shall have the right to make a motion and to discuss matters provided the Chairman shall temporarily relinquish the Chairman's chair to the General Secretary or another officer during such discussion.
8. The Chairman may be an advisor on every committee.
9. The Chairman shall sign with the General Secretary/Clerk, all contracts and legal papers and official documents in the name of AIW, after approval by the Board of Directors and only they (Chairman and General Secretary/Clerk) shall have the right to affix the seal of AIW.

10.2 The General Secretary/Clerk:

1. The duties of the General Secretary/Clerk shall be to keep the minutes of all the business and the Board of Directors meeting. The General Secretary/Clerk shall also keep a record of all the activities of AIW.
2. The General Secretary/Clerk shall attend to all correspondence of AIW of whatever sort.
3. The General Secretary/Clerk shall call all statutory meetings of AIW and the Board meetings, prepare agenda, notify the concerned parties to the meeting(s), and keep minutes of all such meetings.
4. The General Secretary/Clerk shall keep all documents, contracts, deeds, membership lists, minutes and procedures, and the Seal of AIW.

10.3 The Treasurer:

1. The Treasurer shall handle all income received by AIW and shall give receipts for the same. The Treasurer shall place all funds in banks authorized by the Board of Directors.
2. The Treasurer shall keep accurate accounts of receipts and disbursements and shall give detailed reports to the Board of Directors every quarter, and full statement at the annual meeting of AIW.
3. The Treasurer shall transfer to the AIW's expense account periodically sufficient funds to allow payments of AIW's note payable.
4. The Treasurer shall have no right to spend AIW's fund except by the authority of the Board. The Treasurer shall give money only by check.
5. The Treasurer shall sign all checks over \$5,000.00 together with the Chairman.
6. The Treasurer's books shall be audited annually by an auditing committee appointed by the Board.
7. The Treasurer shall maintain records of all transactions of AIW in accordance with generally accepted accounting principles.
8. The Treasurer shall coordinate with the finance committee to prepare the annual budget of AIW and present it to the Board for approval.
9. The Treasurer shall work and coordinate with the financial committee on all financial matters.

Section 11

Special Meetings

The Board of Directors shall hold special meetings when called by a majority of the Board or the Chairman. Notification of a special meeting of the Board shall be given by the Secretary specifying the purpose of such a call.

Informal Action by the Directors and Meetings by Conference Telephone

Unless otherwise restricted by the Constitution or these By-Laws, any action required or permitted to be taken by the Board may be taken without a meeting if all Directors consent in writing via email to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Directors shall be filed with the minutes of proceedings of the Board.

Unless otherwise restricted by the Constitution or these By-Laws, any or all Directors may participate in a meeting of the Board or a committee of the board by means of conference telephone or by any means of communications by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 12

Fundraising:

Only AIW BOD's shall have the authority to raise funds, through conducting activities such as annual banquet, international fairs, phonathon, Eid festivals, etc.). Funds solicited or received for a particular and specific cause shall be limited to that cause unless in exceptional circumstances. In the event of limited availability of funding, the priority of order shall be the Masjid, education, cemetery and then other causes.

Section 14

Arbitration

Arbitration will be the sole means to reach resolution for all otherwise litigable conflicts that may arise among the AIW patrons, directors, officers, employees, the persons served by the corporation and all members of the committees, programs, activities or subcommittees.

Members will have the option to choose from the following dispute resolution forums via binding arbitration. In the event of a dispute the members will submit to binding arbitration via:

- a) "The American Arbitration Association" (AAA), or
- b) One of the recognized schools of Fiqh. The arbitrators shall be from those scholars with knowledge in Islamic Fiqh and who are not paid or employed by AIW.

The decision of the Arbitrator(s) is final and binding and cannot be appealed in court. This arbitration clause shall be integrated, as appropriate, in the employment contracts, membership application forms, and all other contracts in which AIW is a party. If disputing parties cannot agree on an arbitration method above then the default shall be option "a."

Section 15

Amendments to the Bylaws:

The Bylaws shall be amended in the same manner as provided for an amendment to the Constitution.

END OF BYLAWS