

**CONSTITUTION AND BY-LAWS**

**OF**

**ISLAMIC ASSOCIATION OF GREATER DETROIT**

**Adopted by the General Body as of**  
**\_\_\_\_\_, 2026**



*In The Name of Allah, The Most Gracious, The Most Merciful*

# **Constitution and By-laws of Islamic Association of Greater Detroit**

**879 W. Auburn Road, Rochester Hills, MI 48307**  
A Michigan Ecclesiastical Corporation

## **PREAMBLE AND CONSTITUTION**

The Holy Quran in its scope is the full and final divinely revealed constitution for mankind. It is also the textbook of the Muslim Iman (faith) and the source book of Islamic laws, rules and regulations for the Muslims.

The Islamic Association of Greater Detroit unequivocally affirms the Holy Quran and the Sunnah of the Holy Prophet Muhammad (PBUH) as its eternal and ultimate constitution (collectively, the "Constitution").

The Association further affirms that the IAGD Masjid (mosque) will remain open for prayers to all Muslims under the Islamic norms.

The following by-laws ("By-laws") are lesser laws, rules and regulations meant for the governance of the Association's affairs, subject to and in accordance with the teachings of the Holy Quran and the Sunnah.

## **BY-LAWS**

### **ARTICLE I: Name, Offices and Purposes**

1.1 **Name.** The name of this corporation is Islamic Association of Greater Detroit (also referred to herein as "IAGD" or the "Association").

1.2 **Headquarters.** The Association shall have its headquarters at the Masjid located at 879 West Auburn Road, Rochester Hills, MI 48307.

1.3 **Purposes.** The purpose of the Association is set forth in its Articles of Incorporation. The Association shall carry out its purposes in strict conformity with, and subject

to, the teachings of the Holy Quran and the Sunnah. In furtherance of its purpose, the Association shall serve as an elegant place of worship for all Muslims under the Islamic norms.

**1.4 Nature; Nonprofit Operation.** The Association shall be operated as a nonprofit, Islamic organization exclusively for religious and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. No Member, Trustee, Director or officer of the Association shall have any title to or interest in the corporate property or earnings in such person's individual or private capacity, and no part of the net earnings of the Association shall inure to the benefit of any Member, Trustee, Director, officer or private individual. No substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

## **ARTICLE II: Membership**

**2.1 Membership Basis.** The Association was incorporated as an ecclesiastical corporation under the Michigan General Corporation Statute of 1931, as amended (the "Ecclesiastical Act"). To the extent not inconsistent with the Ecclesiastical Act, the Michigan Nonprofit Corporation Act of 1982, as amended (the "Nonprofit Act"), applies to the Association which is organized on a nonstock, membership basis. Membership is not transferable and is terminated by death, resignation, or termination.

**2.2 Categories of Members.** The Association has four categories of Members:

**2.2.1 Regular Members.** Any Muslim who (i) is at least 18 years of age, (ii) believes that there is no one who is to be worshipped except Allah and that Muhammad Bin Abdullah (peace be upon him) is His last and final Prophet and Messenger, and (iii) accepts the purposes of the Association, is eligible to become a Regular Member subject to the conditions as laid down in these By-laws.

**2.2.2 Junior Members.** Any Muslim who is less than 18 years of age and accepts the purposes of the Association is eligible to become a Junior Member subject to the conditions as laid down in these By-laws.

**2.2.3 Associate Members.** Any person who accepts the purposes of Association is eligible to become an Associate Member subject to the conditions as laid down in these By-laws.

**2.2.4 Honorary Members.** Any person who by judgment and discretion of the Board of Directors has rendered an outstanding contribution to the purposes of the Association may be conferred an Honorary Member by the Board of Directors. Such honorary membership is not restricted to U.S. citizens or permanent residents.

**2.3 Membership Applications.** To be considered for membership, an individual wishing to become a Regular Member, Junior Member or Associate Member must meet the

eligibility criteria set forth in Section 2.2 and submit the IAGD membership application form to the BOD Secretary for approval by the BOD. A proposed Junior Member must submit the form jointly with his/her parents or legal guardian. There is no application for Honorary Members, which are appointed by the BOD in its discretion. If an individual's application for Regular Member is not approved by the BOD, such individual may appeal to the Board of Trustees whose decision will be final and binding. There are no appeal rights for the denial of an application for Junior Member or Associate Member. Upon approval of the BOD and payment of membership dues (if applicable), an individual shall be admitted as a Regular Member, Junior Member, Associate Member or Honorary Member, as the case may be.

**2.4 Member Voting and Other Rights and Privileges.** Only Regular Members have voting rights and are eligible to hold office with the Association. Junior Members, Associate Members, and Honorary Members have no right to vote or hold office (and shall not be counted for purposes of determining whether a quorum is present at any General Body meeting), but may attend and participate in General Body meetings. Junior Members, Associate Members, and Honorary Members shall receive notice of General Body meetings and may receive such other information and have such other privileges as the Board of Directors determines appropriate from time to time. All Members are eligible to receive Islamic literature as may be distributed by the Association.

**2.5 Deadlines for Payment of Annual Membership Dues.** The amount of annual membership dues payable by Regular Members shall be determined from time to time by the BOD, the payment of which is required as a condition of admission and retention of membership. In each calendar year, only Regular Members who are enrolled in the Check-o-Matic program or who pay their annual dues by July 31<sup>st</sup> (sometimes referred to herein as, collectively, the "Voting Members") shall be eligible to vote during that calendar year.

2.5.1 All Regular Members that are enrolled in the Check-o-Matic program (or any similar successor/alternate program approved by the BOD) and qualify with a minimum required payment determined by the BOD shall be considered as dues paid Voting Members, provided the full payment of the membership dues is made by the end of the calendar year.

2.5.2 Subject to Section 2.5.1, the last date for payment of the annual membership dues shall be July 31<sup>st</sup> of the year. By failing to pay the annual membership dues by July 31<sup>st</sup> of the year, such Member shall no longer be considered a Voting Member and shall not be eligible to vote in the election to the BOD that year.-

2.5.3 If the full membership dues are paid before the end of the calendar year, there shall be no lapse in membership for all purposes of recordkeeping of the Association.

2.5.4 Failure to pay the annual membership dues by December 31 of the year shall cause automatic termination of membership in the Association and shall result in termination of all rights and privileges of membership. Such terminated Member may

reapply with the Membership Committee or the BOD Secretary, with a new membership application form, duly filled, and pay the annual membership dues, before being reinstated as a Member by the approval of the BOD.

## **2.6 Termination of Membership.**

2.6.1 Upon charges brought against any Member by any Regular Member or by IAGD staff, in writing and filed with the BOD Secretary, and after a hearing held by the Board of Directors at any regular or special meeting called for such purpose, a Member may be expelled or suspended. A Member so expelled or suspended, upon written request filed with the BOD Secretary, may appeal to the Board of Trustees for reinstatement of his/her membership. The decision of the Board of Trustees shall be final and binding.

2.6.2 Any Member may resign by filing a written resignation with the BOD Secretary but such resignation shall not relieve the Member of the obligation to pay dues, assessments or other charges theretofore accrued and unpaid. Such assessments and other charges may include, for example, recovery of damage to IAGD property by the Member, as determined by the BOD.

**2.7 Governance Structure.** Subject to any additional requirements set forth in these By-Laws, Regular Members of the Association are eligible to serve on one or more of the following governing bodies of the Association:

2.7.1 General Body;

2.7.2 Board of Trustees (BOT);

2.7.3 Board of Directors (BOD); and

2.7.4 BOD Executive Committee.

A Regular Member may not simultaneously serve on both the Board of Trustees and the Board of Directors.

## **ARTICLE III: General Body**

**3.1 General Body.** The General Body consists of all Regular Members of the Association.

**3.2 Powers of the General Body.** The General Body has the power and authority to elect and remove members of the Board of Directors and to carry out such other duties and actions as expressly set forth in the Articles of Incorporation or these By-laws or which are subject to membership vote or other action in the Ecclesiastical Act or Nonprofit Act.

**3.3 Annual Meeting.** The General Body shall meet once a year. Such annual meeting of the General Body shall be held in December of each year on such date and at such time as determined by the Board of Directors. At such annual meeting:

3.3.1 The names of the members of the BOD and the BOT who are elected that year will be announced;

3.3.2 The annual reports will be presented by the BOD and its Committees; and

3.3.3 Any other business deemed necessary will be conducted.

**3.4 Special Meetings.** In addition to the Annual General Body meeting, Special Meetings of the General Body may be called by the BOD Secretary upon the written request of at least six members of the BOD, at least four members of the BOT, or by petition of a simple majority of all Regular Members for any of the following purposes:

3.4.1 To recommend amendments to these By-laws;

3.4.2 To overturn a decision of the Board of Directors;

3.4.3 To recall any or all of the Directors (to keep continuity in the governance structure, no Trustee is subject to recall by the General Body);

3.4.4 To dissolve IAGD upon a joint recommendation by the BOT and BOD; or

3.4.5 To discuss and approve any other matter in the petition filed with the Board of Directors.

A special meeting of the General Body may only be called after July 31 of each calendar year, as that is the date on which the IAGD Regular Members (including which of the Regular Members are Voting Members) for such year is finalized. When a petition of Regular Members is received, the BOD Secretary shall have 30 days to validate the signatures on the petition to ensure the signatories are Regular Members in good standing and the number of such Regular Members adds up to the simple majority of the total IAGD Regular Members of record as of July 31 of that year. The BOD Secretary will call the special meeting of the General Body within 30 days after the petition is successfully validated.

**3.5 Items to be Addressed at a Meeting.** Any matter of concern of the Regular Members of the General Body may be considered and discussed in a General Body meeting, provided a quorum is present. The President of the Association shall answer any written questions received in advance from the members of the Association with help from other members of the BOD or members of the various committees of the Association. Any matters of concern by the General Body must be communicated to the BOD Secretary prior to the meeting and must be on the agenda.

**3.6 Quorum Requirements.** A simple majority of all Voting Members constitutes a quorum for the transaction of business in the Annual General Body meeting. If there is no quorum present at the annual General Body meeting, the President will adjourn the meeting for thirty minutes. On reconvening, only election results, finance reports and IAGD Committee reports will be presented for information to the Members present. No new business will be entertained and no voting will be allowed. A two-thirds majority of all Voting Members constitutes a quorum for the transaction of business in a Special Meeting of the General Body.

**3.7 Voting.** Except as a larger vote may be required by the laws of the State of Michigan, these By-laws, or the Articles of Incorporation, (i) at any annual meeting at which there is a quorum, the vote of a majority of the Voting Members present shall be the act of the General Body and (ii) at any special meeting at which there is a quorum, the vote of at least two-thirds of the Voting Members present shall be the act of the General Body. Any Regular Member who has not been in good standing for the 90 days prior to any meeting of the General Body shall not have a vote and shall not be counted for purposes of determining whether a quorum is present at any meeting. Any action that the General Body is required or permitted to take at a meeting may be taken without a meeting by ballot in accordance with these By-laws and procedures established from time to time by the Board in accordance with the requirements of the Nonprofit Act.

**3.8 Notice of General Body Meetings.** Written notice of the time, place and purpose of all meetings of the General Body shall be given to each Member at least ten days and not more than thirty days before the date of the meeting, either personally, by electronic transmission, or by mailing such notice to each Member at the address designated by the Member for such purposes or, if none is designated, at the Member's last known address. No business may be conducted at a meeting except the business specified in the notice of the meeting.

## **ARTICLE IV: Board of Trustees**

**4.1 Board of Trustees.** The Board of Trustees is the governing board of the Association and shall be considered the "board" as such term is used in the Nonprofit Act. Unless otherwise delegated to the Board of Directors in these By-laws or by resolution of the Board of Trustees, all actions requiring the vote or consent of the "board" or "directors" under the Nonprofit Act shall require the vote or consent of the Board of Trustees. A member of the Board of Trustees may be referred to herein as a "Trustee" and shall be considered a "director" for all purposes of the Nonprofit Act.

**4.2 Powers and Duties of the Board of Trustees.** Except to the extent delegated to the Board of Directors in the Articles of Incorporation, these By-laws or resolution of the Board of Trustees, the Board of Trustees shall have charge, control and management of the business, property, personnel, affairs and funds of the Association and shall have the power and authority to do and perform all acts and functions permitted for an organization described in section 501(c)(3) of the Internal Revenue Code not inconsistent with these By-laws, the Articles of Incorporation, the Constitution or the laws of the State of Michigan. The powers of the

Board of Trustees shall be subject to, and exercised in strict conformity with, the teachings of the Holy Quran and the Sunnah. Without limiting the generality of the foregoing, the Board of Trustees has the following duties and responsibilities:

4.2.1 The BOT shall be the custodian of and be responsible for the overall finances of IAGD. It shall also act as custodian of any real estate or business venture of IAGD and all the funds of the Association.

4.2.2 The BOT shall review and approve or disapprove by simple majority the annual budget of IAGD duly prepared and submitted by the BOD.

4.2.3 The BOT shall review and approve or disapprove any transaction of real estate, including selling, buying, financing and construction, when properly prepared and submitted by the BOD.

4.2.4 The BOT shall by a simple majority vote confirm the appointments, sign the contracts and approve the salaries of the employees of the Association when recommended by the BOD. The BOT, however, shall not reject such a recommendation from the BOD, except with a minimum of four votes.

4.2.5 The BOT shall elect a Chair and a BOT Secretary from among themselves for a period of two years, from January 1 to December 31 of the following year, this election being concurrent with the election of the new member to the BOT by BOD.

4.2.6 The Chair shall conduct the meeting and the BOT Secretary shall keep the record of the proceedings. A copy of such proceedings shall be sent to the President and the BOD Secretary.

4.2.7 The BOT shall refer any special project it wants to undertake (such as any transactions related to IAGD properties, developing other facilities at the IAGD premises, etc.) to the BOD for deliberation and advice.

4.2.8 If the entire BOD resigns on its own accord or is recalled by an action of the General Body, the BOT shall temporarily take over the duties and responsibilities of the BOD until special elections are held to elect a new BOD for the balance of the terms of the resigned or recalled Directors. This process shall be completed, by mail balloting, within ninety days of the resignation or the recall of the entire BOD.

4.2.9 In the event the BOD becomes non-functional and is unable to hold its regular monthly meetings because of lack of quorum for four consecutive months, the BOT shall temporarily take over the duties and responsibilities of the BOD until the regular elections are held to elect three new members of the BOD to replace the three Directors whose terms would be next expiring.

4.2.10 The original documents of all the assets of the Association and all long-term contracts shall be kept with the BOT Secretary and the copies of these records shall be kept with the BOD Secretary.

4.2.11 Any and all unresolved disputes between the BOD and BOT shall be referred to an Arbitration Panel as laid out in IAGD's Arbitration Policy.

**4.3 Composition and Eligibility.** The Board of Trustees shall consist of five Regular Members elected by the Board of Directors. To be eligible for election to the Board of Trustees, a Regular Member must (1) be a Regular Member of IAGD, in good standing, for at least 36 consecutive months prior to election and (2) be a bona fide citizen or permanent resident of the United States and resident of the State of Michigan. To avoid conflict of interest and to preserve integrity in the management and decision-making process for the Association, two or more members of the same immediate family shall not be eligible to simultaneously serve on the Board of Trustees. It is understood that service to the Association is possible, by any and all members of a family, through many forms of volunteer services, participation and contributions. A Trustee, while serving as Trustee, is not eligible for any other office of the Association except Chair and BOT Secretary.

**4.4 Term and Selection of Trustees.** Trustees shall be elected to ten-year terms by the Board of Directors. The terms shall be staggered so that one Trustee is elected every two years. The election of a Trustee by the Board of Directors is binding on the Board of Trustees. Trustees may serve no more than two consecutive ten-year terms, plus any partial term the Trustee may have initially filled. A Trustee that has served the maximum number of terms is not eligible for re-election or re-appointment to the Board of Trustees until six years have passed following the expiration of the Trustee's final term of office. During such six-year period, the former Trustee may not be appointed to fill any vacancy on the BOT or the BOD.

**4.5 Vacancies.** Vacancies occurring in the Board of Trustees by reason of death, resignation, removal or other inability to serve shall be filled by simple majority vote of the Board of Trustees. A Trustee elected to fill a vacancy shall serve for the unexpired portion of the term of the replaced Trustee. A Trustee shall be automatically removed if found guilty of or pleads no contest to a felony or financial embezzlement.

**4.6 Regular Meetings.** The Board of Trustees shall meet as often as necessary to conduct business, but at least quarterly to review the affairs of the Association. The regular meetings shall be held at such times and places as the BOT may from time to time determine at a prior meeting. No notice is required for such regular meetings. A combined meeting with the Board of Directors shall be held at least once every year and chaired by the Chair of the Board of Trustees.

**4.7 Special Meetings.** Special meetings of the Board of Trustees shall be called by the BOT Secretary upon the written request of any two Trustees. Special meetings of the Board of Trustees shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, mail or electronic means (including by email) to each

Trustee not less than twenty-four (24) hours prior to the meeting and if by telephone or electronic means, confirmed in writing before or after the meeting.

**4.8 Quorum and Voting Requirements.** Four-fifths of the Trustees then in office constitutes a quorum for the transaction of business. The vote of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the BOT, except as a larger vote may be required by the laws of the State of Michigan, these By-laws, or the Articles of Incorporation. A Trustee may not authorize another person to act for such Trustee by proxy on any matter. The combined meeting of the BOT and BOD shall require a quorum of both the BOT and BOD.

**4.9 Compensation.** Trustees shall not receive compensation for their services on the Board of Trustees. However, the corporation may still purchase insurance as provided in section 10.2, provide reasonable compensation to a Trustee for services which are beyond the scope of the Trustee's duties on the Board of Trustees, or reimburse any Trustee for expenses actually and necessarily incurred in the performance of the Trustee's duties on the Board of Trustees.

## **ARTICLE V: Board of Directors**

**5.1 Board of Directors.** For purposes of the Nonprofit Act, the Board of Directors shall be considered an executive committee. The Board of Directors may exercise such powers and authority as granted to the Board of Directors in the Articles of Incorporation, these By-Laws or resolution of the Board of Trustees, subject to the limitations on committees set forth in Article VI. A member of the Board of Directors may be referred to herein as a "Director" but shall not be considered a "director" for purposes of the Nonprofit Act.

**5.2 Powers and Duties of the Board of Directors.** The Board of Directors has the following duties and responsibilities:

5.2.1 Plan, manage and execute all activities so as to accomplish the purposes and objectives of the Association.

5.2.2 Implement these By-laws, in strict conformity with and subject to the Constitution.

5.2.3 Adopt, amend and repeal from time to time policies for IAGD, including but not limited a conflict of interest policy and a policy on sexual harassment and misconduct, but excluding the arbitration policy set forth in these By-Laws which only may be amended in accordance with the procedures set forth in Section 12.4.

5.2.4 Carry out any policies and decisions of the General Body.

5.2.5 Prepare an annual budget for approval by the BOT and appropriate funds for various activities in consultation with the BOT to be presented by the Treasurer to the BOT for its approval. The preparation of the fiscal year budget by the BOD shall be completed during January of the fiscal year, and upon approval in the meeting of the

BOD in February, the budget shall be forwarded to the BOT for its approval. The BOT shall review and approve the annual budget presented by the BOD, no later than the end of February. In case the BOT is unable to approve the proposed budget by the BOD, a combined meeting of the BOD and BOT shall be held and a consensus budget for the fiscal year shall be approved no later than the end of March.

5.2.6 Recommend appointments, terminations and salaries of the employees of the Association to the Board of Trustees for its approval.

5.2.7 Establish procedures in routine matters and recommend amendments to these By-laws.

5.2.8 Establish procedures for voting and hold elections according to these By-laws.

5.2.9 Elect members of the BOT in accordance with the procedures set forth in these By-laws.

5.2.10 Elect members of the BOD Executive Committee to serve a one-year term from January 1 to December 31, every year, as outlined in these By-laws.

5.2.11 Review and approve or disapprove IAGD membership applications.

5.2.12 Propose initiation of special projects (such as acquiring/selling properties, developing other facilities at the IAGD premises, etc.) to the BOT.

5.2.13 Provide advice on any special projects proposed by the BOT.

5.3 **Composition.** The Board of Directors shall consist of nine Regular Members elected by the General Body. In addition to the nine elected Regular Members, the Association's appointed Director of Religious Affairs shall be a non-voting, *ex officio* member of the Board of Directors to act as a religious consultant. Such *ex officio* member shall be entitled to receive notice and materials of meetings and attend and participate in meetings, but shall not have a vote and shall not be counted in determining whether a quorum is present.

5.4 **Eligibility.** To be eligible for election to the Board of Directors, a Member must (1) be a Regular Member of IAGD, in good standing, for the current year and a Voting Member in the previous year and (2) be a bona fide citizen or permanent resident of the United States and resident of the State of Michigan. To avoid conflict of interest and to preserve integrity in the management and decision-making process for the Association, two or more members of the same immediate family shall not be eligible to simultaneously serve on the Board of Directors. It is understood that service to the Association is possible, by any and all members of a family, through many forms of volunteer services, participation and contributions.

## **5.5 Term and Selection of Directors.**

5.5.1 Directors shall be elected to three-year terms by the Regular Members. The terms of the Directors shall be staggered so that three Directors are elected each year. Directors may serve no more than three consecutive three-year terms, plus any partial term the Director may have initially filled. A Director that has served the maximum number of terms is not eligible for re-election or re-appointment to the Board of Directors until three years have passed following the expiration of the Director's final term of office.

5.5.2 The General Body shall hold such election by mail balloting or by electronic voting but only if verifiable safeguards can be put in place to ensure the integrity of the electronic voting process and compliance with the Nonprofit Act.

5.5.3 In the event of a tied vote for the third place, the BOD shall be authorized to approve one of the candidates with identical votes by a majority of six of the remaining eight votes on the BOD. In the absence of such a majority vote by the BOD, a by-election will be held, by mail balloting only, and the winner shall be the candidate that receives a simple majority of the vote cast. The by-election shall be conducted by the BOD no later than the end of December of the same year.

5.5.4 If a current member of the BOD is elected to the Board of Trustees, he/she shall resign from the BOD, effective on December 31 of the year, for induction into the BOT on January 1 of the following year.

## **5.6 Election Procedures.**

5.6.1 Individual Regular Members shall cast one vote and family members constituting husband and wife from the same family shall cast one vote each, provided they have paid the full year membership dues by the 31st of July of the fiscal year, if paying by check/credit card/online payment. The recurring check-o-matic members will be eligible to vote provided their monthly contributions at least add up to the full amount of annual membership by the end of the fiscal year. The new check-o-matic members will be eligible to vote provided their monthly contributions at least add up to the full amount of annual membership fee by 31st of July of the fiscal year.

5.6.2 The Election Committee and/or the BOD Secretary shall inform all registered Regular Members of the Association in early September by e-mail the schedule for the BOD election and ask for nominations of the candidates.

5.6.3 Each candidate for election to the BOD shall be nominated by no less than two qualified Regular Members of the Association. A qualified Regular Member shall not nominate more than three candidates for the election to the BOD each year.

5.6.4 The last date for receiving nominations for the election to the BOD shall be October 15 of the year.

5.6.5 In case there are more than 3 candidates for election to the three soon-to-be vacant positions in the BOD, the Election Committee shall conduct the election exclusively by mail balloting. However, the BOD elections by mail balloting could be replaced with elections by electronic voting if and only if verifiable safeguards can be put in place to ensure the integrity of the electronic voting process and such process satisfies the requirements of the Nonprofit Act.

5.6.6 The Election Committee shall be responsible for creating non-reproducible authentic ballots, and maintaining accurate and full records of ballots mailed and the date of mailing and all pertinent records related to the sending and receiving of the ballots. The names of all qualified nominated candidates for the election to the BOD shall appear on identical election ballots, in the alphabetical order of the last names.

5.6.7 The Election Committee shall mail the ballots to all the qualified Regular Members of the Association, including individual and family members, on record, at the address last shown on the mailing list at least thirty days, but not more than forty-five days prior to the date of the annual General Body meeting in December, typically on the first Saturday.

5.6.8 The duly marked ballots shall be returned by the Regular Members with the post mark no later than the seventh day prior to the annual General Body Meeting. The three candidates receiving the highest votes in their names shall be declared elected.

5.6.9 The Election Committee shall present the results of the elections to the General Body, at the annual General Body Meeting in the month of December of the year.

5.7 **Vacancies.** Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by simple majority vote of the Board of Directors. A Director elected to fill a vacancy shall serve for the unexpired portion of the term of the replaced Director.

5.8 **Regular Meetings.** The Board of Directors shall meet as often as necessary to conduct business, but at least monthly. The regular meetings shall be held at such times and places as the BOD may from time to time determine at a prior meeting. Notice of regular meetings shall be given to the Directors not less than 24 hours prior to the meeting. A combined meeting with the Board of Trustees shall be held at least once every year and chaired by the Chair of the Board of Trustees.

5.9 **Special Meetings.** Special meetings of the Board of Directors shall be called by the BOD Secretary upon the written request of any four Directors. Special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally or sent by telephone, mail or electronic means (including by email)

to each director not less than 24 hours prior to the meeting and if by telephone or electronic means, confirmed in writing before or after the meeting.

**5.10 Quorum and Voting Requirements.** Two-thirds of the Directors then in office constitutes a quorum for the transaction of business. The vote of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the BOD, except as a larger vote may be required by the laws of the State of Michigan, these By-laws, or the Articles of Incorporation. The affirmative vote of at least two-thirds of the Directors then in office is required to revise, amend or revoke any previously approved and currently applicable and effective resolution of the Board of Directors. A Director may not authorize another person to act for the Director by proxy on any matter. The combined meeting of the BOT and BOD shall require a quorum of both the BOT and BOD.

**5.11 Compensation.** Directors shall not receive compensation for their services on the Board of Directors. However, the corporation may still purchase insurance as provided in section 10.2, provide reasonable compensation to a Director for services which are beyond the scope of the Director's duties on the Board of Directors, or reimburse any Director for expenses actually and necessarily incurred in the performance of the Director's duties on the Board of Directors.

## **ARTICLE VI: Committees**

**6.1 Executive Committee.** There shall be a standing Executive Committee of the BOD.

**6.1.1 Powers of the Executive Committee.** Subject to the direction of the BOD, the Executive Committee is responsible for execution of the policies of the Association and achievement of the Association's purposes as set forth in its Articles of Incorporation. Between meetings of the Board of Directors, the Executive Committee may exercise the powers and authority of the Board of Directors if a matter arises that is appropriate to be dealt with before the next meeting of the BOD. At each meeting of the BOD, the Executive Committee shall report on action taken, if any, by the Executive Committee between meetings of the Board of Directors.

**6.1.2 Composition.** The Executive Committee shall be composed of the following officers: President, Vice President, BOD Secretary, and Treasurer.

**6.2 Election Committee.** There shall be a standing Election Committee.

**6.2.1 Duties of the Election Committee.** The Election Committee is responsible for searching and seeking nominations from Regular Members to fill vacancies on the BOD on an annual basis and conducting the election by mail or by safeguarded electronic means in accordance with the procedures outlined in these By-laws. The Election Committee shall present the results of the election to the General Body at its regular annual meeting.

6.2.2 Composition. The Election Committee shall be composed of three Regular Members appointed by the BOD no later than the first Sunday in the month of August of each fiscal year. To be eligible for appointment to the Election Committee, a Member must be a Regular Member of IAGD, in good standing, for at least 24 consecutive months prior to appointment. Members of the Election Committee are not eligible to fill BOD vacancies during the year they are serving on the Election Committee.

6.3 **Membership Committee.** There shall be a standing Membership Committee.

6.3.1 Duties of the Membership Committee. The Membership Committee is responsible for reviewing membership applications to confirm eligibility and making recommendations on such applications to the BOD. The Membership Committee also counts ballots received in connection with a proposed amendment to these By-laws, and has such other duties and responsibilities as delegated from time to time by the Board of Directors.

6.3.2 Composition. The Membership Committee shall be composed of three Regular Members appointed by the BOD in its regular meeting in January of each fiscal year. To be eligible for appointment to the Membership Committee, a Member must be a Regular Member of IAGD, in good standing, for at least 24 consecutive months prior to appointment. Members of the Membership Committee are not eligible to fill BOD vacancies during the year they are serving on the Membership Committee.

6.4 **Constitution & By-Laws Committee.** There shall be a standing Constitution & By-laws Committee.

6.4.1 Duties of the Constitution & By-laws Committee. The Constitution & By-laws Committee is responsible for reviewing proposed amendments to the Articles of Incorporation and these By-laws, and making recommendations to the BOD with respect to such proposed amendments. The Constitution & By-laws Committee also has such other duties and responsibilities as delegated from time to time by the Board of Directors.

6.4.2 Composition. The Constitution & By-laws Committee shall be composed of at least three Members: one current Director, one current Trustee, and one Regular Member appointed by the BOD. To be eligible for appointment to the Constitution & By-laws Committee, a Member must be a Regular Member of IAGD, in good standing, for at least 24 consecutive months prior to appointment.

6.5 **Other Committees.** The Board of Directors may establish, by resolution of the Board of Directors, such other standing or special committees from time to time as it shall deem appropriate. The resolution shall define the powers and responsibilities of such committees (subject to the limitations described in Section 6.6), the terms and qualifications of committee members, and the ways in which committee members are selected and removed.

**6.6 Limitations on Committees.** Neither the Board of Directors nor any committee shall have the power or authority to: (a) amend the Articles of Incorporation; (b) adopt an agreement of merger or conversion; (c) recommend to the General Body or authorize the sale, lease, exchange, or donation of all or substantially all of the Association's property and assets; (e) recommend to the General Body or authorize a dissolution of the Association or a revocation of a dissolution; (f) amend these By-laws; (g) fill vacancies on the Board of Trustees; (h) approve the payment of compensation for any person serving on the Board of Trustees, the Board of Directors or any committee; or (m) terminate memberships. Further, a committee that is not composed entirely of Trustees and/or Regular Members of the corporation shall not exercise the power or authority of the Board of Trustees in the management of the Association's business and affairs, but may perform, under the written direction of the Board of Trustees, such functions as determined from time to time by the Board of Trustees.

**6.7 Quorum and Voting Requirements.** Unless otherwise set forth in a resolution of the Board of Directors, a majority of the members of any committee constitutes a quorum for the transaction of business. The vote of a majority of the committee members present at any committee meeting at which there is a quorum shall be the act of the committee unless a larger vote is required by these By-laws, the committee charter (if any) or resolution of the BOD.

## **ARTICLE VII: Officers**

**7.1 Officers.** The officers of the Association shall be a President, a Vice President, a BOD Secretary, a BOT Secretary, a Treasurer and a BOT Chair. There may also be such other officers as the BOT deems appropriate.

**7.2 Election and Term of Office.** The President, Vice President, BOD Secretary and Treasurer shall be elected for a term of one year (or until their successors have been elected) by the BOD from among the Directors, typically during the first BOD meeting of each calendar year. The BOT Secretary and BOT Chair shall be elected by the BOT from among the Trustees for a term of two years. All other officers, if any, shall be elected by the BOT.

**7.3 Vacancies.** In the event of the death, resignation, removal or other inability to serve of any officer, the BOD or BOT (whichever governing body elected such officer) shall elect a successor who shall serve until the expiration of the normal term of such officer or until his or her successor shall be elected.

**7.4 President.** The President shall be the chief executive officer of the corporation, and, as such, under the direction of the Board of Directors and subject to the provisions of these By-laws and the Articles of Incorporation, shall have the power, on behalf of the Board of Directors, to perform all acts, execute and deliver all documents, and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the BOD and BOT, including the following:

**7.4.1** Be responsible for general management of all activities of the Association and play a leading role in formulating the overall plans and policies of the Association

and in organizing the efforts and resources to achieve the operational objectives of the Association.

7.4.2 Call and preside over the meetings of the BOD, Executive Committee and General Body.

7.4.3 Designate committees of community members and/or seek outside help to carry out any special task. The structure, composition and assignment of the duties and responsibilities for all the committees of the Association shall require approval by a simple majority vote of the BOD.

7.4.4 Present the Annual Report to the General Body.

7.4.5 Be the spokesman, representative and correspondent in all external affairs.

7.4.6 Coordinate activities with all other Muslim organizations.

7.5 **Vice President.** The Vice President shall:

7.5.1 Act on behalf of the President in his absence.

7.5.2 Assist the President in carrying out his duties for accomplishing the purposes of the Association.

7.6 **BOD Secretary.** The BOD Secretary shall:

7.6.1 Prepare, circulate within thirty days and maintain the minutes of all BOD, Executive Committee, and General Body meetings. Also, send a copy of the approved minutes to the Secretary of the BOT.

7.6.2 Prepare the agenda and forward it to notify the members of the BOD, Executive Committee and the General Body of any scheduled monthly or special meeting with a minimum of 24-hour notice. Any walk-in agenda item must be approved by 2/3rd majority of the BOD members present before it can be considered for deliberation in the meeting.

7.6.3 Prepare and distribute the agenda of the annual General Body meeting and any special meeting called by the General Body.

7.6.4 Be responsible for correspondence of the Association and maintaining a full and accurate record of all correspondence.

7.6.5 Be responsible for maintaining a list of the Regular Members of the Association for any and all purposes including, but not limited to, the mailing of the ballots to all Regular Members for elections to the Board of Directors and any special elections that may become necessary.

7.6.6 Maintain a copy of all documents of the assets of the Association.

7.7 **BOT Secretary.** The BOT Secretary shall send or cause to be sent all required notices of meetings of the Board of Trustees, shall receive and attend to all correspondence of the Board of Trustees, shall have custody of all documents belonging to the Association (except as otherwise provided in these By-laws), and shall perform such other duties as determined from time to time by the Board of Trustees.

7.8 **Treasurer.** The Treasurer shall:

7.8.1 Have the overall responsibility for all the financial transactions of the Association and shall function as the financial representative of the Association and all its bodies, subject to the guidelines specified in Article VIII. The Association may employ a book-keeping or accounting firm to manage its day-to-day finances; however, the overall responsibility shall still rest with the Treasurer. The joint signatures of the Treasurer and other office bearers of the Association shall be required, for all the various accounts of the Association, for processing any checks written on behalf of the association, as specified in Article VIII.

7.8.2 Maintain records of all financial transactions of the Association.

7.8.3 Collect and deposit all funds received on behalf of the Association in the Asset Account or any Special Purpose Account of the Association, as applicable.

7.8.4 Prepare the budget of the Association for the approval of the BOD.

7.8.5 Prepare monthly Income and Expenses (P&L) statements and present them in the BOD and BOT meetings.

7.8.6 Prepare the Annual Financial Statement of the Association for the calendar year, for approval by the BOD, no later than the BOD meeting in the month of November, for presentation to the annual General Body meeting in December.

7.8.7 File annual federal Form 990 and/or tax returns, as required, in coordination with the designated accounting firm of the Association.

7.8.8 Issue the annual donation letters to the donors for income tax purposes.

7.9 **BOT Chair.** The Chair shall preside over meetings of the Board of Trustees and shall perform such other duties as determined from time to time by the Board of Trustees.

## **ARTICLE VIII: Finances**

8.1 **Fiscal Year.** The Association's fiscal year for accounting purposes shall be from January 1 to December 31.

8.2 **Annual Budget.** The operating expenses of the Association shall be budgeted for the fiscal year by the BOD and approved by the BOT.

8.3 **Financial Statement.** A financial statement shall be presented by the Treasurer in the annual General Body meeting for the information of the Members.

8.4 **Accounts.** For accounting purposes, the Association shall maintain the following accounts designated as:

8.4.1 Asset Account

8.4.2 Operating Account.

8.4.3 Special Purpose Accounts maintained by the Board of Trustees for major capital expenses, zakat fund, etc. The Treasurer shall report the balances in such accounts to the BOD in its monthly meetings and to the BOT at its quarterly meetings.

8.5 **Gift Acceptance.**

8.5.1 Consistent with any gift acceptance or similar policy adopted by the BOD, the BOD may accept or designate any charitable entity to accept contributions and donations from donors for IAGD's benefit consistent with the purpose of the Association.

8.5.2 All contributions and donations received by the Association shall be deposited in the Asset Account or Special Purpose Account, as applicable.

8.5.3 The Association may set up a charitable foundation that qualifies as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, with its own governing structure, under the laws of the State of Michigan. This IAGD Charitable Foundation would primarily receive any non-cash donations (stocks, real-estate property, portions of inheritance as Sadaqa-e-Jariah, etc.) for the benefit of IAGD and its operations. However, it may also receive cash donations if that is preferred by a donor or recommended by the BOT.

8.6 **Disbursements of Funds.**

8.6.1 The BOT shall be authorized to transfer funds from Asset Account to Operating Account periodically, as requested by the Treasurer to cover budgeted expenses.

8.6.2 Disbursement of funds from Asset Account shall require the joint signatures of the Treasurer and the BOT Chair. In the absence of the Chair, the signature of the BOT Secretary shall be required.

8.6.3 The Treasurer may use the bank's electronic fund transfer (EFT) feature to transfer funds from the Asset Account to the Operations Account, provided he/she

first obtains the written authorization to do so from the BOT Chair. In case of EFT, the Treasurer shall also formally notify the Executive Committee via email or any other written or electronic communication method before the actual transfer takes place.

8.6.4 Disbursement of funds from the Operating Account shall require the joint signatures of the Treasurer and the President of the Association or, in the absence of the President, the signature of the Vice-President shall be required.

## **ARTICLE IX: CORPORATE DOCUMENTS AND RECORDS**

9.1 **Record Maintenance.** The Association shall keep correct and complete records of the business of the Association. Such records and books will be available for inspection, upon request and reasonable notice, to both Regular Members and Associate Members.

9.2 **Execution of Corporate Documents.** A corporate document shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board of Directors, the Board of Trustees, or these By-laws.

9.3 **Authority to Execute Documents.** The Board of Directors or Board of Trustees, as applicable, may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, or any financial instrument on behalf of the Association, and such authority may be general or confined to specific transactions. The Board of Directors or Board of Trustees may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, any of the President, the Vice President, the BOD Secretary, or the Treasurer may execute such instrument on behalf of the Association. However, all contracts of all the full-time employees of the Association and contracts and documents relating to any transaction of real estate, construction or business venture of the Association shall be jointly signed by the BOT Chair and the President.

## **ARTICLE X: INDEMNIFICATION**

10.1 **Indemnification.** Each person who is, was, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding of any sort, whether civil, criminal, administrative, or investigative, and whether formal or informal, by reason of the fact such person is or was a Trustee, Director, officer, or member of a committee of the Association or that such person serves or has served at the request of the Association as a director, officer, partner, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Association to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time. The Association may, to the extent authorized from time to time by the BOT, grant such rights to indemnification to any employee, non-director volunteer, or agent of the Association to the fullest extent provided under the laws of the State of Michigan as they may be in effect from time to time.

10.2 **Insurance.** The Association may purchase and maintain insurance on behalf of any person described in section 10.1 above against any liability asserted against and incurred by

such person in any such capacity or arising out of his status as such, whether or not the Association would have power to indemnify such person against such liability under the preceding section 10.1.

## **ARTICLE XI: Arbitration Policy**

**11.1 Arbitration Panel of IAGD.** For any dispute or conflict governed under this Article XI (the “Arbitration Policy”), there shall be an Arbitration Panel of IAGD (hereinafter referred to as “Panel”), composed of five Members. The panel shall be constituted if the Board of Directors and Board of Trustees refer a matter for arbitration. Such referral shall occur if at least ten (10) members from the Board of Directors and Board of Trustees vote for said referral after a formal vote is called.

### **11.2 Appointment**

**11.2.1** The members of the Panel shall be nominated by the Board of Directors from among the Members of IAGD. The Panel members shall be approved by the Board of Trustees who shall take into consideration the knowledge, integrity, character and maturity of the nominees to serve as arbitrators. Members of the Arbitration Panel shall have served at least one full term as a member of the Board of Directors, shall not be an employee, shall be Members in good standing, and shall not concurrently occupy any other elected office of IAGD.

**11.2.2** In the case of a disputed matter to be settled between BOD and BOT by arbitration (Section 11.5.2), the two boards will each appoint two arbitrators and the 5th arbitrator will be appointed by an agreement between the two boards.

**11.2.3** No arbitrator shall serve on a Panel for which the underlying controversy involves an individual with whom the potential arbitrator has a financial, professional, or familial relationship.

**11.3 Term.** Each arbitrator shall be selected and agree to serve until the referred matter is resolved. Any vacancies arising in the Panel shall be filled by majority of the remaining members of the Panel for the unexpired term thereof with the approval and consent of the Board of Directors and Board of Trustees.

**11.4 Chairperson.** The members of the Panel shall select a Chairperson within ten days of their formal selection. The Panel shall develop rules and regulations for their operations.

### **11.5 Matters for Arbitration**

**11.5.1** Any claim, demand, dispute, conflict, and/or controversy arising out of or relating to IAGD between any Member (in any category), officer, or employee of IAGD, among themselves or between any of them and IAGD, if not resolved administratively by the Board of Directors or its Executive Committee within 60 days of written notice of

same, shall be referred to arbitration and shall be exclusively determined or adjudicated by the arbitration Panel as set forth in this Article and pursuant to the Michigan Uniform Arbitration Act, MCL 691.1681, Et. Seq.

11.5.2 Any dispute between IAGD Boards (i.e., the BOD and the BOT) shall be exclusively determined or adjudicated by arbitration as set forth in this Article and pursuant to the Michigan Uniform Arbitration Act, MCL 691.1681 Et. Seq.

11.6 **Procedures.** Any controversy or issue shall be resolved by arbitration in the following manner:

11.6.1 Either party may, by written notice to the Chairperson of the Panel, within 45 days after a controversy that is subject to arbitration has arisen, request the arbitration to be started. Said written notice may be withdrawn at any time by the initiating party, and the matter shall conclude at the time of withdrawal without any decision.

11.6.2 The Chairperson shall, within 30 days after receipt of said request, inform, in writing, the parties to the dispute, of the pending request and ask for entering into an arbitration agreement by the parties whereby agreeing to accept the rules and abide by the final decision.

11.6.3 Upon receiving a signed document in accordance with the above requirement for acceptance of the rules and final decision of the Arbitration Panel, as provided for above, such arbitrators shall hold an arbitration hearing at IAGD, or any other location agreed to by all parties, within thirty (30) days. At the hearing, the arbitrators, shall allow each party to present its case, evidence and witnesses, if any, in the presence of the other party and shall render their decision, within thirty (30) days of the conclusion of the hearing, as the arbitrators deem just.

11.6.4 The decision of the arbitrators shall be binding on the parties to these By-laws, and judgment may be entered on such decision in any court having jurisdiction.

11.6.5 With respect to any dispute or controversy that is made subject to arbitration under the terms of this Article, no suit at law or in equity based on such dispute or controversy shall be instituted by either party, except to enforce the decision of the arbitrators or on the ground only of malicious, willful and flagrant violation of law and intentional miscarriage of justice by the arbitrator(s).

11.6.6 Any decision or award of the Panel is enforceable in the Circuit Court for the County of Oakland, State of Michigan and pursuant to the Michigan Uniform Arbitration Act, MCL 691.1681, Et. Seq.

11.6.7 Any final decision or award of the Panel is final and not subject to appeal except as allowed under the limited reasons expressly set forth in the Michigan Uniform Arbitration Act, MCL 691.1681, Et. Seq.

11.6.8 Each Member of the parties seeking arbitration shall be required to review and agree to this Arbitration Policy and to acknowledge in writing that he or she has done so.

11.7 **Indemnity of Arbitrators.** No party to the arbitration shall have a right to sue an arbitrator if it is not satisfied with the decision or the manner in which the arbitration was conducted.

11.8 **Good Faith.** All parties to the arbitration shall take part in the arbitration proceedings in good faith and shall abide by the decisions of the arbitrator(s) during arbitration proceedings as well as the final Panel decision.

## **ARTICLE XII: MISCELLANEOUS**

12.1 **Meeting Procedures.** All meetings of the Board of Trustees, the Board of Directors, the Executive Committee and General Body shall be held in accordance with established and recognized parliamentary procedures, primarily the Robert's Rules of Order, but only to the extent such procedures do not conflict with the Articles of Incorporation, the Constitution, these By-laws, the Ecclesiastical Act or the Nonprofit Act.

12.2 **IAGD Masjid.** The IAGD Masjid shall remain open for prayers of all Muslims under normal circumstances. Any other activity shall require prior approval of the BOD.

12.3 **Methods for Giving Notices and Consents.** Unless otherwise provided in these By-laws or the Ecclesiastical Act or Nonprofit Act, any notice or consent required or permitted may be given in writing or by electronic transmission. An electronic transmission, as defined in the Nonprofit Act, includes an email. Notwithstanding the foregoing, no notice of a meeting need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without objecting to any lack of notice at the beginning of the meeting or upon arrival.

12.4 **Amendments.** These By-laws may only be amended in accordance with this Section 12.4. No amendment to these By-laws that is inconsistent with the Articles of Incorporation shall be effective prior to amendment of the Articles of Incorporation.

12.4.1 An amendment to these By-laws must first be proposed by no less than (1) five of the nine Directors, (2) three of the five Trustees, or (3) one-third of the Regular Members. The proposed amendment shall be presented, in writing, to the BOD Secretary at least 120 days prior to the annual General Body meeting. The Secretary shall refer the proposed amendment(s) to the IAGD Constitution & By-Laws Committee within 14 days of receipt.

12.4.2 The Constitution & By-Laws Committee shall review the proposed amendment and provide its advice and recommendation to the BOD within 60 days. The BOD, after considering and approving the proposed amendment(s) by the affirmative

vote of two-thirds of all Directors, shall obtain the approval of the BOT. After such approval, the BOD shall obtain the General Body's approval by mail balloting only.

12.4.3 An affirmative vote of two-thirds majority of all Voting Members by mail balloting shall be necessary for the adoption of any amendment to these By-Laws.

12.4.4 The ballot counting shall be the responsibility of the Membership Committee but will be open to all current Members.

12.4.5 Any amendment to these By-laws, proposed and adopted in a special meeting of the General Body, in which two-third majority of the Regular Members was not present, by at least one-half of the Regular Members, shall also be subject to the same process as outlined in Section 12.4.2, except that a simple majority vote of the BOD will be sufficient to send the amendment(s) to the General Body for voting by mail balloting.

12.4.6 No amendment contrary to the teachings of the Holy Quran and the Sunnah shall be entertained.

12.5 **Dissolution.** In addition to the requirements set forth in the Articles of Incorporation, the following approvals are necessary to approve the dissolution of IAGD:

12.5.1 First, the dissolution must be recommended by unanimous vote of all Directors. Such recommendation shall then be submitted to the Board of Trustees.

12.5.2 Second, the Board of Directors' recommendation to dissolve must be approved by unanimous vote of all Trustees.

12.5.3 Third, following the unanimous approval of both the Board of Directors and Board of Trustees, the recommendation to dissolve shall be submitted to the General Body. The Association shall dissolve upon the approval of at least two-thirds of all Regular Members eligible to vote, conducted by mail balloting.

If dissolution is approved by the General Body, then the Chair and President shall implement the dissolution in accordance with applicable law and distribute the Association's remaining assets as set forth in the Articles of Incorporation.

12.6 **Prior Bylaws.** These Amended and Restated By-laws supersede and replace, in their entirety, all prior constitution and bylaws of the Association.