

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

BY-LAWS

Of

Islamic Center of Maryland

11th Shawwal, 1140 AH

15th June, 2019

Islamic Center of Maryland

19411 Woodfield Road, Gaithersburg, MD 20879

APPROVALS

The General Body approved the By-laws on (mm/dd/yyyy) __06/15/2019_____

Name and Designation	Signature
M. Nadeem Ahmad, Chair	
Adileh Sharieff, V. Chair	
Nadeem Ahmed, Secretary	
Nurudeen Thomas, Secretary	
Maged Sharaf, Trustee	
Ajmal Ali, Trustee	
Mannan Dasti, Trustee	

Revision History

Date	Revision Number	Author(s)	Description
4/24/09	2.0	By-laws Committee (N. Ahmad, A. W. Khan, A. Shamim, M. Haggag, A. Ezzedine)	Based on Rabi' Awal 28, 1426AH (May 7, 2005) version of the ICM By-laws, changes were made to: <ul style="list-style-type: none"> • Fix minor format, emphasis, and spelling problems • Update ICM address • Qualify Trust as an investment Trust • Make membership renewal on yearly basis (semi-annual option removed) • Give specific meaning to General Body • Specify availability of the membership list • Give more power to General Body in calling Special Meeting • Enhance qualification criteria for trustees • Include arbitration as part of the By-laws
5/16/09	2.1	AGB Meeting	<ul style="list-style-type: none"> • Part Four/Article 3/Item 1 (a): The quorum as defined in Part Four, Article 4, without the presence of a majority of Board of Trustees, shall be achieved. Part four, Articles4, Section 2 and 3 shall not apply to this Special Meeting of the General Body. • Part Five/Article 1/Item 5: A member for at least two years and should have served ICM as volunteer for at least two years • Part Five/Article 15/Item 7 (c): A copy of the organizational guidelines with signatures of the ICM Board of Trustees shall be kept in the official records with the ICM by-laws.
05/02/10	3.0	By-laws Committee (N. Ahmad, A. W. Khan, A. Shamim, M. Haggag, A. Ezzedine and Osama Farrag)	Following changes to the ICM By-laws V 2.1 dated 05/16/2009 are made to introduce an Executive Committee as part of the ICM governing body structure: <ul style="list-style-type: none"> • The governing structure has been extended by adding an Executive Committee (EC)

			<ul style="list-style-type: none"> • The EC will be headed by an Executive Director (ED) • The ED will be selected by the ICM Board of Trustees • The ED will manage day-to-day operations of ICM • The roles and responsibilities of the ED are enumerated • The responsibilities of the Board of Trustees are adjusted <p>The above changes are reflected in Part Five and Part Six of the document.</p> <p>Additionally, several spelling, formatting, grammar and style issues were fixed.</p>
5/15/10	3.1	AGB Meeting	<ul style="list-style-type: none"> • Part Six, Article 1, Section 2 modified to add more clarity to the committees that are delegated to ED. • Part Six, Article 4, Section 3 modified to clarify that the ED’s cabinet members can be either paid or volunteers and that he may decide to have less than three cabinet members.
5/05/11	4.0	<ul style="list-style-type: none"> • By-laws Committee (N. Ahmad, A. W. Khan, A. Shamim, M. Haggag, and A. Ezzedine) • Review by the Board of Trustees 	<p>Part Three:</p> <ul style="list-style-type: none"> • Article 1- Modified to remove ambiguities about members’ general responsibilities. • Article 3 – Fixed typos. • Article 3 – Fixed typo in the heading. Added use of arbitration to appeal against membership revocation. <p>Part Four:</p> <ul style="list-style-type: none"> • Article 3, 4 – Modified text to remove ambiguities about members and voting members. <p>Part Five:</p> <ul style="list-style-type: none"> • Article 2 – Added requirement of membership for Imam. • Article 5 – Fixed typos. • Article 11 – Established requirement of establishing and maintaining ICM Operating Procedures. • Article 14 – Modified text to remove ambiguities about members and voting members. Added clause to use Special General Body meeting to appeal

			<p>decision of the Board against a petition to remove Trustee(s) from the office.</p> <ul style="list-style-type: none"> Article 15 – Added clause to make membership requirement necessary for chairpersons of all committees. Qualified the requirements for individuals requested to serve on advisory council. Fixed sentences to clarify the intent. <p>Part Six:</p> <ul style="list-style-type: none"> Article 1 – Fixed typo. Article 2 – Added clause for ED to be member of the Center. <p>Part Eight:</p> <ul style="list-style-type: none"> Article 2 – Fixed text to remove ambiguity about application of arbitration to only members of the Center.
4/20/18	4.1	<ul style="list-style-type: none"> By-laws Committee (M. Sharaf, N. Ahmad, A. W. Khan, A. Shamim) Review by the Board of Trustees 	<ul style="list-style-type: none"> Part Seven, Article 1: Funds - Added specific mention of 'sharia compliant financing' to remove ambiguity. Part Five, Article 11: Responsibilities of the Trustees <ul style="list-style-type: none"> Change the 'eighty percent' requirement of existing trustees to '2/3rd' Change the 'seventy-five percent' of the General Body to '2/3rd'
2/21/19, 4/10/19	5.0	<ul style="list-style-type: none"> Review by the Board of Trustees Review by ICM's Legal Counsel 	<ul style="list-style-type: none"> Changed 'chairman' in all places to 'chair' including 'his' or 'him' to 'his / her' or 'him / her'. Capitalized 'board' to 'Board'. Changed United States to United States of America. Added footnote to clarify how the referenced documents in the By-laws can be obtained. Part One, Article 6: Affiliation - Removed names of specific organizations to avoid any bias. Part Two, Article 1-5: Removed "young" from "young Muslims". Part Two, Article 1-11: Removed as it was redundant. Part Four, Article 2-2: Annual meeting of the General Body - changed 'mailed' to 'communicated'.

			<ul style="list-style-type: none">• Part Five, Article 2-1: Composition - changed ‘Trustees’ to ‘elected Trustees’.• Part Five, Article 2-2: Composition - specified conditions that restrict or govern the rights of the Imam as a member of the Board and a member of the Center.• Part Five, Article 10-2: Chairman of the Board of Trustees - Removed bullet 2 as the Trustees revisit all roles after every yearly election and may elect a new Chair.• Part Five, Article 11-1-a: Responsibilities of the Trustees - based on a review & discussion with legal counsel of ICM in 2017, changed approval requirements to 2/3rd of the Board of Trustees and 2/3rd of the General Body. This also aligns with the overriding criteria of 2/3rd of the General Body required to amend the By-laws.• Part Five, Article 12-4: Meetings of the Board of Trustees - changed ‘majority’ to ‘a majority’.• Part Five, Article 13-1-b: Absenteeism - removed ‘without the Chairman’s permission’ and reduced the ‘twelve-month to ‘six-month’.• Part Five, Article 15-2: Appointment of Individuals and Committees - Updated and added names of the required Standing Committees.• Part Six, Article 2-2: The Executive Director (ED) - Removed the inclusion of ED as a member of the Board of Trustees.• Part Six, Article 2-3: The Executive Director (ED) - specified conditions that govern the rights of the ED as a member of the Center.• Part 7, Article 1-3: Funds - based on legal advice, added ‘sharia compliant financing’ as mode for funds collection for specific projects and purposes.• Part 7, Article 2-1: Fund Raising - changed ‘Islamic goals’ to ‘Islamic/community goals’.• Part 10, Article 1: Indemnification Clause - Added new Part and clause to add
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			<p>indemnification for officer, trustee, director, employee who work for the Center.</p> <ul style="list-style-type: none"> Appendix - I: Nomination Form for the Trustee - modified item number 5 to specify a minimum number of hours that a nominee must commit to perform his / her duties.
6/15/19	5.1	<ul style="list-style-type: none"> AGB Meeting (Final) 	<ul style="list-style-type: none"> Capitalized ‘board’ to ‘Board’. Changed United States to United States of America. Added footnote to clarify how the referenced documents in the By-laws can be obtained. Part Two, Article 1-5: Removed “the young” from “the young Muslims”. Part Four, Article 2-2: Annual meeting of the General Body - changed ‘given or mailed’ to ‘communicated’. Part Five, Article 2-1: Composition - changed ‘Trustees’ to ‘elected Trustees’. Part Five, Article 2-2: Composition - specified conditions that restrict or govern the rights of the Imam as a member of the Board and a member of the Center. Part Five, Article 10-2: Chairman of the Board of Trustees - Removed bullet 2 as the Trustees revisit all roles after every yearly election and may elect a new Chair. Part Five, Article 12-4: Meetings of the Board of Trustees - changed ‘majority’ to ‘a majority’. Part Five, Article 13-1-b: Absenteeism - removed ‘without the Chairman’s permission’ and reduced the ‘twelve-month to ‘six-month’. Part Five, Article 15-2: Appointment of Individuals and Committees - Updated and added names of the required Standing Committees. Part Six, Article 2-2: The Executive Director (ED) - Removed the inclusion of ED as a member of the Board of Trustees. Part Six, Article 2-3: The Executive Director (ED) - specified conditions that govern the rights of the ED as a member of the Center. Part 7, Article 2-1: Fund Raising - changed ‘Islamic goals’ to ‘Islamic/community goals’. Part 10, Article 1: Indemnification Clause - Added new Part and clause to add indemnification for

Islamic Center Of Maryland (ICM)

19411 Woodfield Rd, Gaithersburg, MD-20879
240-912-4976

By-laws

Date: 6/15/2019
V5.1

			<p>officer, trustee, director, employee who work for the Center.</p> <ul style="list-style-type: none">• Appendix - I: Nomination Form for the Trustee - modified item number 5 to specify a minimum number of hours that a nominee must commit to perform his / her duties.
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Part One - The Precept, Name, Location, Definition, and Affiliation

Article 1: The Precept

كنتم خير أمة أخرجت للناس تأمرون بالمعروف و تنهون عن المنكر
و تؤمنون بالله سورة آل عمران

Ye are the best Of peoples, evolved For mankind, Enjoining
what is right, Forbidding what is wrong, And Believing
in God. Sura Al-i'- Imran

و كذلك جعلناكم أمة وسطا لتكونوا شهداء على الناس و يكون الرسول
عليكم شهيدا سورة البقرة

Thus have we made of you An Ummat justly balanced, That ye
might be witnesses Over the nations And the Apostle a witness
Over yourselves. Sura Al Baqara

The Islamic Center of Maryland (ICM) is an institution whose first loyalty is to Allah, the Almighty. Its activities are guided by the Qur'an and Sunnah of Prophet Muhammad, peace be upon him. The ICM's By-laws and all its activities shall not contradict the Qur'an or the pure traditions of Prophet Muhammad, peace be upon him.

Article 2: Name

The institution shall be named the **Islamic Center of Maryland (ICM)**, and shall herein be referred to as "the Center" or "ICM".

Article 3: Location

The Center shall be located at 19411 Woodfield Road, Gaithersburg, MD 20879.

Article 4: Definition and Nature of the Center

The Center shall be a religious and educational non-profit organization where all activities are guided by and do not contradict the teachings of Islam. The Center shall also comply with the laws of the United States of America as well as the rules and regulations of the Internal Revenue Service for non-profit organizations.

Article 5: Regulations

The Center and its affiliates shall abide by the articles of these By-laws which regulate its activities.

Article 6: Affiliation

The Center shall, where appropriate, form linkages with national Muslim organizations. including but not limited to ISNA, ICNA, MAS, IANA and MSA.

Part Two - Objectives

Article 1: Objectives

The Center shall work to fulfill the following objectives:

1. Establish mosques and other facilities to house the Center's activities.
2. Organize religious, social, and athletic events, provided they do not contradict the Islamic norms and practices.
3. Help Muslims practice Islam as a belief, a behavior, and a way of life, and invite people to the cause of Allah.
4. Devise and conduct programs of Islamic education.
5. Establish programs and facilities to preserve and relate the Islamic knowledge to Muslims.
6. Encourage the Muslims to follow the example of the righteous early Muslims.
7. Cooperate with other Islamic institutions and organizations which are following the Glorious Qur'an and Sunnah of the Prophet Muhammad, peace be upon him.
8. Disseminate and project to the public the Islamic positions related to all areas of life.
9. Cherish the bonds of friendship and understanding between Muslims and non-Muslims within the framework of Islam.
10. Establish an investment trust, in accordance with Islamic rules (shari'a), and dedicate all of its proceeds to serve and support the above objectives. This Trust shall also comply with the laws of the United States of America as well as the rules and regulations of the Internal Revenue Service for non-profit organizations and in compliance with the Articles of Incorporation.
11. Provide social and educational services to the community.

Part Three - Membership

Article 1: General

1. Any Muslim* is welcome to worship in the Center and to participate in its activities.
2. All members of the Center as defined in Part Three Article 2 shall abide by these By-laws and promote the objectives of the Center.
3. Any individual who is on ICM premises is required to respect the Center's By-laws and its objectives.

Article 2: Types of Memberships

1. Individual Membership

Any Muslim 18 years of age or older and residing in the Greater Washington Metropolitan Area can become a member of the Center upon paying the membership dues as required by article 3 of this part. This individual membership entitles him or her to one vote in the General Body Meeting.

2. Family Membership

Any Muslim family residing in the Greater Washington Metropolitan Area can become a member upon paying the membership dues as required by article 3 of this part. This family membership entitles the husband and wife to two votes (one vote each) in the General Body Meeting.

Article 3: Membership Dues and Fees

1. Membership dues shall be recommended by the Board of Trustees and approved by the General Body.
2. Dues shall be paid on an annual basis.
3. The Board of Trustees has the right to waive the dues partially or fully for members with financial hardship or for good cause in the overall interest of the Center.

Article 4: Suspension or Revocation of Membership

1. Any member who does not pay his/her dues shall be suspended.
2. Any member who violates the objectives of the Center or its By-laws can be suspended by the Board of Trustees.

*For the purpose of these By-laws, a Muslim is defined as a person who believes in Allah, the Holy Qur'an, and Muhammad, peace be upon him, as the last messenger of Allah.

3. The decision of the Board of Trustees to revoke the membership could be appealed by the member in question, and the Board of Trustees shall reconsider its decision based on new evidence.
4. In case Board of Trustees maintains its position to revoke the membership of the member in question, the member has the right to request arbitration with the Board of Trustees in accordance with the ICM Arbitration Procedure¹.

Part Four - The General Body

Article 1: Composition, Rights and Voting

A list of member names with valid membership will be maintained by the Secretary ICM and will be available for review through the ICM Administration Office upon request. The members forming the General Body shall have the following rights, duties, and responsibilities:

1. To be eligible to vote in the General Body Meeting or in the election of trustees, an individual or a family must be an ICM member for at least one year. However, an individual who attains the age of 18 and takes out an individual membership and whose parents are current members of ICM for at least one year, shall be entitled to vote in the General Body meeting.
2. All members shall have the right to attend and participate in the activities of the Center.
3. Ultimate authority in the Center shall rest with the General Body, this authority being exercised through voting in their meetings.
4. Members in the General Body shall have the right to:
 - a) Vote in the election of the Board of Trustees.
 - b) Review and approve the annual reports, budget, and future plans presented by the Board of Trustees.
 - c) Vote on any matter of business put to vote in the General Body meeting.
5. Voting rights in the meeting of the General Body, including the annual and special meetings, shall be limited to members as of a date thirty days before the meeting, as certified by the Secretary.
6. Members may attend meetings of the Board of Trustees, without having voting rights in those meeting.
7. Assignments to serve on the Center's committees are made amongst the members for committee chairs and members or non members for committee members. These assignments shall be made by the chairman of the committee in consultation with the Board of Trustees or the Executive Director depending on who the committee reports to.

¹ All documents referred to in the By-laws are maintained separately and are made available upon written request (email or otherwise) to the Secretary.

Article 2: Annual Meeting of the General Body

1. The annual meeting of the General Body of the Center shall be held within the second quarter of each calendar year.
2. The time, date, and place of the meeting shall be fixed by a resolution of the Board of Trustees, and a minimum of fifteen days notice in writing shall be communicated to each member.
3. The following items of business shall be transacted in the annual meeting of the General Body:
 - a) Minutes of the last General Body meeting.
 - b) Annual reports by the Chairman and Secretary describing the previous year's accomplishments, present status, future plans, the budget proposed by the Board of Trustees, and other matters of general interest.
 - c) The Treasurer's report, which include a balance sheet, general statement of income and expenditure.
 - d) Reports from standing committees.
 - e) Report of the nomination committee, announcing the list of candidates whose nomination papers have been found in order.
 - f) Election for the vacancies of the Board of Trustees.
 - g) Election of the chairman of the nomination committee for the next election.
 - h) Transactions of the general business of the Center and discussion of any other matters referred to in the meeting by the Board of Trustees or brought by its members.

Article 3: Special Meetings of the General Body

1. A special meeting of the General Body may be held at any time upon the call of the Board of Trustees or with a written request (the Request) addressed to the Board of Trustees by at least twenty five percent of the members eligible to vote. If the Board of Trustees fail to call the Special Meeting within four weeks after receiving the Request, a spokesperson amongst and on behalf of the signatories of the Request shall have the right to call for the Special Meeting provided that the number of signatories of the Request is increased from twenty five percent to forty percent of the members eligible to vote. In case the Special Meeting is called by the spokesperson on behalf of the signatories, the following rules shall apply:
 - a) The quorum as defined in Part Four, Article 4, without the presence of a majority of the Board of Trustees, shall be achieved. Part Four, Articles 4, Sections 2 and 3 shall not apply to this Special Meeting of the General Body.
 - b) The meeting can be conducted without the presence of the members of the Board of Trustees.
 - c) The spokesperson shall open the meeting, take nominations from the floor and conduct election to elect a chairperson to chair the rest of the meeting.

The chairperson can be elected only from the members present at the meeting including the spokesperson.

2. Notice of such meetings shall be given to members in the same manner as for the annual General Body meeting. The notice shall specify the nature of business to be transacted.

Article 4: Quorum

1. At the Annual and Special Meetings of the General Body, forty percent of the total number of members eligible to vote shall constitute a quorum for the transaction of any business, provided that a majority of the Board of Trustees is present.
2. If at any such meeting there is a failure to achieve a quorum, then the members present shall reschedule the meeting for a date within four weeks. The Secretary shall be directed to notify the members accordingly.
3. At the rescheduled meeting, the members who are actually present, regardless of their number, shall constitute a quorum for all purposes and for the transaction of all business provided that a majority of the Board of Trustees is present.

Article 5: Rules in Annual and Special Meetings

All meetings shall be in compliance with the corporations and associations article of the annotated Code of Maryland, as amended from time to time.

Part Five - The Board of Trustees

Article 1: Qualifications

To be eligible for election as a Trustee, a person must be:

1. Consistent with and a follower of the Qur'an and the Sunnah, and the opinions of Ahlus-Sunnah Wal Jama'ah.
2. Punctual in attending the Friday congregational prayer and other congregational prayers to the best of his abilities.
3. Active, aware of current Islamic issues of scholarly interest and willing to help Muslims.
4. Knowledgeable of the Islamic jurisprudence (Fiqh) pertinent to the everyday affairs of Muslim life.
5. A member for at least two years and should have served ICM as volunteer for at least two years.

Article 2: Composition

1. The Board of Trustees shall consist of seven elected Trustees.
2. The elected Board of Trustees has the sole authority to hire, terminate or retain the Imam/Religious Director/Resident Scholar. The elected Board of Trustees shall appoint an Imam/Religious Director/Resident Scholar for the Center, who

shall become a member of the Board of Trustees. The appointed Imam/Religious Director/Resident Scholar is required to become a member of the Center. Imam/Religious Director/Resident Scholar shall be prohibited from voting or attending any Board meetings concerning the hiring, termination, discipline or retention of any Imam/Religious Director/Resident Scholar. Furthermore, any terms memorialized in the employment contract of any Imam/Religious Director/Resident Scholar shall not conflict with the aforementioned prohibition.

3. The Trustees shall perform the duties normally associated with their respective offices, which include the following specific duties:
 - a) The Chairman shall preside at all meetings of the Board as well as the General Body meetings. He shall exercise general supervision of the day-to-day activities of, and services provided by the Center.
 - b) The Vice Chairman, elected from the Board of Trustees assumes the responsibilities of the Chairman in his absence and assists him in his duties.
 - c) The Treasurer shall have charge of the dues and accounts of the Center, and shall be responsible for the collection of dues and for payment of bills, fund raising, etc.
 - d) The Secretary shall keep a record of the proceedings of the Board meetings and the meetings of the General Body. He shall be the custodian of all records of the Center, shall maintain an up-to-date mailing list of all members, and shall issue notices for meetings.

Article 3: Election of Trustees

1. The Trustees shall be nominated by the nomination committee according to the procedures of Article 5 & 6 of this part.
2. Election of the Trustees shall be held at the Annual Meeting of the Center. Each Trustee shall be elected for a period of three years (for a maximum of six consecutive years). However, at the first election of Trustees, the terms of the elected Trustees shall be one, two, two, three, and three years respectively, so that in future years at least one vacancy shall have to be filled by election each year. At the first election, the duration of the term of each specific Trustee shall be determined by the number of votes received by him: the higher the number of votes, the longer the duration of the term. In case the number of votes is equal, the duration of the term shall be determined by mutual agreement, or failing such agreement, by drawing lots.
3. A Trustee may serve on any committee and otherwise generally participate and assist in the operation of the Center like any member.
4. If any contest arises over the voting rights or the fair conduct of an election, it shall be governed by Section 5-310 of the corporations and associations article of the annotated Code of Maryland, as amended from time to time.

Article 4: Notice of Vacancies

1. The notice of the annual meeting of the Center, in which election is an item of business, shall contain the information regarding the number of vacancies of Trustees.
2. The last date by which the nominations are to be submitted to the Nomination Committee shall also be indicated in the notice.

Article 5: Nominations

1. Each eligible nominee needs to be separately nominated by at least three eligible voting members.
2. The nominations must be fully completed on the nomination form as contained in the appendix-I.
3. The nomination paper shall be submitted to the Nomination Committee on or before the due date specified in the notice of the annual meeting.

Article 6: Nomination Committee

1. The Nomination Committee shall consist of an election commissioner elected in the previous annual meeting, and two additional members selected by the election commissioner and approved by the Board of Trustees.
2. The chairman and members of the committee shall not be candidates in the election to be held in the meeting nor be members of the current Board of Trustees.
3. The committee shall scrutinize the validity of the nominations and submit a report to the General Body at the annual meeting before the start of the election. At the discretion of the Board of Trustees, the committee's report may be mailed to members in advance of the meeting.
4. The Nomination Committee shall inform the nominees and secure their acceptance before the annual meeting of the General Body.

Article 7: Election Procedure

1. The election to the vacant position of Trustees shall be held in the annual meeting by secret ballot.
2. The proceedings of the election shall be presided by the chairman of the nomination committee.
3. Each member who is eligible to vote, as certified by the Secretary, shall have the right to vote.
4. Family votes can be cast by one member of the family present in the General Body meeting.

Article 8: Absentee Ballots

1. In case a member expects to be unable to attend the annual meeting, he/she can obtain an absentee ballot from the chairman of the nomination committee on request.
2. The envelope containing the absentee ballot shall bear the signature, address, and telephone number of the member and shall be delivered to the chairman of the Nomination Committee three days before the start of the election procedure at the annual meeting.
3. An absent member cannot cast his/her vote by proxy.

Article 9: Assignment of Members to Vacant Positions

1. Should a vacancy arise among the Trustees, due to resignation or any other reason, the vacancy shall be filled by a person designated by the Trustees until the next election.
2. The person designated should meet the qualifications for the position as stated in Article 1 of Part Five.
3. If at any time the number of Trustees originally elected by the General Body does not form a majority, a special meeting shall be called within thirty days to elect replacements for the non-elected Trustees.

Article 10: Chairman of the Board of Trustees

1. The Board of Trustees shall hold a meeting within thirty days after the annual meeting to elect a Chairman among them.

Article 11: Responsibilities of the Trustees

1. The duties and powers of the Trustees shall comprise the following:
 - a) Approve or disapprove any financial transactions relating to the Center's real estate and other assets. These include purchase, sale, lease, or any acquisition or disposition by other means, except that no sale, transfer, lease, or any other action involving the disposition of Center's real estate can be authorized without the written consent of eighty percent of the existing number of Trustees and followed by written consent of seventy-five percent of the General Body.
 - b) Approve or disapprove the Center's financial commitments.
 - c) Select an Executive Director (ED) to head the Center's Executive Committee (EC) responsible for running the day-to-day operations of the Center.
 - d) Prepare annual budget for the committees and functions for which they are directly responsible, including recommended values of annual membership dues and other charges and assessments.
 - e) Approve annual budget submitted by the ED.

- f) Provide guidance for the development of the long term strategies of the Center.
 - g) Plan and implement activities consistent with the objectives and policies of the Center.
 - h) Establish rules and regulations for the use of the facilities of the Center.
 - i) Act on membership applications, resignations, suspension or revocation of membership, and other matters relating to membership.
 - j) Perform any other functions that are needed for proper management of the Center and its facilities.
 - k) The Board of Trustees can form different committees to help fulfill its responsibilities.
 - l) The responsibilities of the Trustees include also the powers outlined in Section 5-306 of the corporations and associations article of the annotated Code of Maryland, as amended from time to time.
 - m) Except for matters requiring approval at the General Body Meeting, the Board of Trustees will serve as the final arbiter and policy maker of the Center consistent with the objectives of the Center.
 - n) Perform public relation activities and represent ICM within and outside the community.
 - o) The Board of Trustees shall establish and maintain a set of operating procedures for the Center.
2. Before making an irrevocable commitment with respect to item a, d, and f, the Trustees shall present their recommendations to the General Body for approval. Such approval may be obtained through: correspondence, the annual meeting or through a special meeting of the General Body called by the Board of Trustees in accordance with the procedures for such meeting.

Article 12: Meetings of the Board of Trustees

1. The trustees shall meet at the call of the Chairman.
2. The Board of Trustees shall meet at least twelve times during the year.
3. At least a majority of the total number of Trustees must be present at a meeting to constitute a quorum.
4. Decisions shall be by a majority of the total number of attending Trustees except as stated in article 11.1.
5. An absent Trustee may cast his vote by telephone, or in writing.

Article 13: Absenteeism

1. A Trustee shall be considered to have resigned in case of absence if:
 - a) He / She is absent for three consecutive regular meetings without notifying the Chairman of the reasons for his absence as recorded in the minutes.

- b) He / She is absent from fifty percent of the meetings cumulatively during a six-month period.

Article 14: Removal from Office

A Trustee may be removed from the office for cause, after due hearing, in accordance with the following procedure:

1. A petition for such action, stating the reasons for the proposed action and bearing the signatures of at least one third of the total number of members eligible to vote.
2. The petition should be submitted to the Board of Trustees.
3. The Board of Trustees should hold a hearing and make its decision within thirty days thereafter.
4. The recommendation of the Board of Trustees and the decision shall be recorded in the minutes of the meetings and shall be available to any member on demand.
5. The decision of the Board of Trustees may be appealed by the individual in question or the petitioners within thirty days after it is announced.
6. The appeal process shall consist of calling a Special General Body Meeting by the appealing party (individual in question or the petitioners) in accordance with Part Four Article 3 on Special Meetings of the General Body in these Bylaws.
7. The process of an individual's removal from office or his position is automatically terminated at any time if the individual in question resigns from such office or position.
8. During the process, every effort shall be made to maintain confidentiality, in order to protect the reputation of the individual involved.

Article 15: Appointment of Individuals and Committees

1. The Chairman with the approval of the Board of Trustees may appoint any individual or committee for any specific responsibility.
2. There shall be at least the following Standing Committees:
 - a) Nomination (whose members are selected as outlined in Part Five, Article 6)
 - b) Funds Development
 - c) Education
 - d) Zakah
 - e) Social Services
 - f) Facilities
 - g) Outreach & Dawah
 - h) By-laws
 - i) Masjid Programs
3. Chairpersons of all committees are required to be members of the Center.
4. The Board of Trustees may invite qualified individuals to serve on an Advisory Council, with a view to seeking their advice and counsel from time to time.

5. Members of the Advisory Council can serve for one year terms which may be renewed.
6. Members of the Advisory Council shall have no voting rights in the Board of Trustees' meetings.
7. Each committee or organization may establish its own guidelines governing their respective organizations. The following rules shall apply to such guidelines:
 - a) The organizational guidelines may not conflict with the teachings of Islam, the ICM By-laws and its Precept. In case of conflict between the organizational guidelines and ICM by-laws, the latter will prevail.
 - b) The organizational guidelines shall be established, implemented, and amended by the organizations with a simple majority approval of the ICM Board of Trustees.
 - c) A copy of the organizational guidelines with signatures of the ICM Board of Trustees shall be kept in the official records with the ICM by-laws.

Part Six - The Executive Committee (EC)

Article 1: Definition

1. The Executive Committee (EC) will run day-to-day operations of ICM. The EC implements the strategic and tactical goals of the Center as defined by the Board of Trustees.
2. The EC shall be comprised of chairpersons of all committees that are delegated by the Board of Trustees to the EC and the EC shall be headed by the ED.
3. As the elected representatives of the General Body, Board of Trustees still has the ultimate responsibility and accountability for the ICM's vision, mission, objectives, and operations.

Article 2: The Executive Director (ED)

1. The ED will be the head of the EC.
2. The ED shall directly report to the Board of Trustees and hence, shall work directly under the guidance and supervision of the Board of Trustees.
3. ED is required to become a member of the Center upon appointment. In the case of a paid ED, except as stipulated in his / her employment agreement, the ED will have the same rights as any other member of the Center.

Article 3: Appointment and Tenure of the ED

1. The ED can be a volunteer position selected from within the community or a paid position hired as contract person.
2. The tenure (period of service) of the ED (either volunteer or paid) shall be determined by the Board of Trustees.

3. The Board of Trustees shall have the right to renew or terminate the tenure of the ED by simple majority vote.
4. ED will be selected by the Board of Trustees in the following manner:
 - a) For a volunteer ED, the Board of Trustees Chairman will nominate a person from within the community members.
 - b) By simple majority, the Board of Trustees shall either approve or disapprove the selection.
 - c) For a paid ED, the Board of Trustees Chairman will form a selection committee duly approved by the Board of Trustees. The selection committee will develop the job description, selection criteria, conduct the search and interviews, select the candidate, and propose the selection to the Board of Trustees for approval.

Article 4: Portfolio of the ED

1. The Board of Trustees will decide which committees and programs (except By-laws, Financial and Election committees) will be the responsibility of the ED. The ED will be in-charge of those committees and functions that are delegated to him/her by the Board of Trustees.
2. As and when necessary, the Board of Trustees, in consultation with the ED, can add or remove committees to and from the ED's portfolio.
3. The ED may select the following three cabinet members, either paid or volunteer, to support his/her work and the selected cabinet members shall be approved by the Board of Trustees:
 - a) Assistant Executive Director
 - b) Administrator/Secretary
 - c) Financial Liaison
4. Any change to the number and/or type of the cabinet members shall be approved by the Board of Trustees.

Article 5: Responsibilities of the ED

1. The ED shall be fully in-charge of the committees and functions that are delegated to him/her by the Board of Trustees.
2. The ED will nominate the chairpersons of the delegated committees and functions and shall get the Board of Trustees approval of the same.
3. The ED will prepare and submit yearly budget to the Board of Trustees for approval and shall track performance against the approved baseline or any changes to the baseline.
4. The ED will submit operational plans to the Board of Trustees for approval and shall track performance against the approved baseline or any changes to the baseline.

Part Seven - Financial Matters

Article 1: Funds

1. The funds of the Center may be constituted from the following:
 - a) Membership dues
 - b) Unconditional donations approved by the Board of Trustees
 - c) The revenue of the Center's investments
 - d) Other sources of income such as special donations, charity, Zakah, subsidies, fund raising events.
2. All sorts of income should be in accordance with Islamic jurisprudence (Fiqh) and should be approved by the Board of Trustees.

Article 2: Fund Raising

1. Upon the agreement of the Board of Trustees the Center can organize fund raising activities to serve specific Islamic/community goals.
2. The fund raising activities should not violate the Qur'an and Sunnah.

Article 3: Procedures and Signatures

1. All cash assets shall be deposited in an Islamic financial institution, if practicable and money to be transferred from this institution to one or more operating accounts at any commercial banks as needed.
2. Disbursements from the accounts shall be made under the signatures of at least two of the following three officers:
 - a) The Chairman
 - b) The Vice Chairman
 - c) The Treasurer.
3. The Chairman's signature shall be essential for disbursements exceeding two thousand dollars.
4. The Board of Trustees approval should be obtained in case of dealing with any transaction that exceeds ten thousand dollars.

Part Eight - Arbitration

Article 1: Need for Arbitration

لَا خَيْرَ فِي كَثِيرٍ مِّن نَّجْوَاهُمْ إِلَّا مَنْ أَمَرَ بِصَدَقَةٍ أَوْ مَعْرُوفٍ أَوْ إِصْلَاحٍ بَيْنَ النَّاسِ ۗ وَمَنْ يَفْعَلْ ذَلِكَ ابْتِغَاءَ مَرْضَاتِ اللَّهِ فَسَوْفَ نُؤْتِيهِ أَجْرًا عَظِيمًا (سورة النساء)

[There is no good in most of their secret counsels except (in his) who enjoins charity or goodness or reconciliation between people; and whoever does this seeking Allah's pleasure, We will give him a great reward]; Qura'an Chapter 4: 114.

As an Islamic organization ICM strongly encourages all community members to abide by the ICM Arbitration Procedure, as referred to in Part Eight, Article 3 of the By-laws, in resolving conflicts or disputes that may arise between them in relation with ICM activities. The Board of Trustees has the right to revoke the membership, or take any other action that it deems appropriate, against members, voting or nonvoting, who refuse to abide by the reconciliation and arbitration rules as stated in the ICM Arbitration Procedure.

Article 2: Reconciliation

Any claim, demands, disputes, controversies, and differences arising out of or related to ICM between any member, officer, employee, trustee, or member of a committee of ICM, among themselves or between any of them and ICM, shall be taken to the ICM Imam for reconciliation. The Imam shall do everything possible to reconcile between the contending parties in accordance with the Qura'an and Sunnah of the Prophet, peace and blessings be upon him.

Article 3: Arbitration

In case the Imam is unable to reconcile between the contending parties he will refer the case, in writing, along with a brief description of the efforts carried out in the reconciliation exercise to the Chairman of the Board of Trustees for arbitration. In case the Chairman of the Board of Trustees is one of the contending parties, the Imam shall refer the case to the Vice Chairman of the Board of Trustees, or to a designated Trustee as assigned by the Board.

Upon receiving a case for arbitration from the ICM Imam, the Chairman, Vice Chairman, or the designated Trustee shall initiate arbitration between the contending parties in accordance with the procedures outlined in the document entitled "ICM Arbitration Procedure". This document is to be instituted, reviewed, and updated, as required, by the ICM Board of Trustees.

Part Nine - Amendments to By-laws

Article 1: Amendments

1. The members may make additional By-laws, or repeal or amend the present By-laws.

Article 2: Procedure

1. All changes to the By-laws shall be proposed in writing by at least ten members and submitted to the Board of Trustees.
2. The Board of Trustees may also propose a change in the By-laws.
3. The Board of Trustees shall review the proposed changes within thirty days of receiving them.
4. The proposals, along with the comments of the Trustees shall be presented to the next annual meeting or to a special meeting called within thirty days after completion of the review by the Trustees, whichever meeting date comes first.
5. As an alternative, the proposals and the comments may be mailed to all members along with a ballot for their vote.
6. To be carried, an amendment shall require the approval of at least two-thirds of the members who cast their votes.

Article 3: Non-Amendable

1. Amendments shall not violate the Precept, Objective, and all other articles in parts one and two of these By-laws.
2. Article 3 of Part Nine cannot be amended or changed.

Part Ten - Indemnification

Article 1: Indemnification Clause

1. To the full extent authorized under the laws of the Maryland, Islamic Center of Maryland, Inc. ("Corporation") shall indemnify any trustee, director, officer or former trustee, director, officer of the Corporation, or any person who may have served at the Corporation's request as a trustee, director or officer of another corporation (each of the foregoing members, trustee, directors, officers, persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, trustee, director, officer, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Trustees, or otherwise.
2. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Trustees, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

3. The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, trustee, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

4. Appendix - I

In the Name of Allah, the Most Compassionate, the Most Merciful

Nomination Form for the Position of Trustees of Islamic Center Of Maryland

This form should be completely filled before submission. Failure to complete any part may void the nomination

Name of the Person You are Nominating.....His/Her Phone#.....

I the undersigned do affirm that the individual I am nominating fulfills the requisites of the ICM by-laws. In nominating the above mentioned individual I am observing the Islamic guidance of the prophet (peace be upon him) and the Khulafa-ar-Rashideen:

- The Prophet peace be upon him said: “Whoever puts a man in charge of a group of people while he knows that someone else (in the group) is more pleasing to Allah (to be in that position), then he has betrayed the trust of Allah, betrayed the trust of his messenger, and betrayed the believers” narrated by Al-Hakim in his authentic book of Hadith.
- Omar Ibn Al-Khattab, may Allah be pleased with him, said: “whoever becomes in charge of a matter concerning Muslims then he appoints a man because of the friendship or kinship between them, he has betrayed Allah, his messenger, and the Muslims.”

NO.	PLEASE PROVIDE THE FOLLOWING INFORMATION ABOUT THE INDIVIDUAL BEING NOMINATED
1.	“Consistent with, and a follower of the Qur’an and the Sunnah, and the opinions of Ahlus-Sunnah Wal Jama’ah” <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Not sure Please elaborate (use additional page if necessary):
2.	“Punctual in attending the Friday congregational prayer and other congregational prayers to the best of his / her abilities” <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Not sure Please elaborate (use additional page if necessary):
3.	“Active, aware of current Islamic issues of scholarly interest and willing to help Muslims” <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Not sure Please elaborate (use additional page if necessary):
4.	“Knowledgeable of the Islamic jurisprudence (Fiqh) pertinent to the everyday affairs of Muslim life” <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Not sure Please elaborate (use additional page if necessary):
5	“Served as volunteer for ICM for two years and shall dedicate a minimum of 2 to 4 hours every week to his / her responsibilities as a Trustee” <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Not sure
6.	“A member for at least two years” <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> Not sure
7.	Please elaborate on the participation of the nominee in ICM activities and the scope of services rendered (use additional page if necessary):

Nomination suggested by: _____ Phone _____

Nominating Member’s

Signature _____ Date _____