



ISLAMIC CENTER OF JACKSONVILLE

A Unit of ICNEF

BY-LAWS

As of December 4, 2005

ARTICLE I

OBJECTS, GENDER, AND EFFECTIVE DATE

Section 1.01. Object. The objects and purposes of this organization shall be to conduct religious meetings and prayer services; to manage one or more mosques; to manage one or more cemeteries and funeral homes for the Muslim Members of the community; and to do all such things that are authorized by the ICNEF Board of Trustees in order to foster and promote adherence to Islam and its heritage.

Section 1.02. Gender. Masculine gender has been used in these By-Laws for convenience only as these are applicable equally to both genders.

Section 1.03. Definitions. Unless stated otherwise, the following definitions will apply throughout these By-Laws including the attachments appended hereto:

- a. **Corporation:** Islamic Center of Northeast Florida, Inc. (ICNEF)
- b. **Board of Trustees:** ICNEF Board of Trustees

- c. **Trustee:** Member of the ICNEF Board of Trustees
- d. **Unit:** Islamic Center of Jacksonville (ICJAX)
- e. **By-Laws:** ICJAX By-Laws
- f. **Board:** Board of Directors of ICJAX
- g. **Director:** Member of the Board of Directors of ICJAX
- h. **Officers:** Executive Officers of ICJAX, i.e. President, Vice-President, Secretary, and Treasurer
- i. **Member:** Member of the ICNEF Corporation
- j. **Member Voter:** Member, his spouse, and his natural or adopted unmarried children that are eighteen (18) years old or older and are qualified to vote under the By-Laws.
- k. **Member Candidate:** Member, his spouse, and his natural or adopted unmarried children that are eighteen (18) years old or older and are qualified to be elected as a Director under the ICNEF By-Laws.
- l. **Election Committee:** A committee of Directors appointed by the Board to screen Qualified Candidates for election as Directors.

Section 1.04. Effective Date. The Effective Date for these By-Laws shall be March 1, 2006. Provided however, that the Board of Directors of the Corporation existing as of the date of adoption of these By-Laws, hereinafter called the **Sitting Board**, shall have the rights and privileges to take appropriate steps necessary for establishing this Unit, adopting and approving its governing documents, and holding of elections to elect a Board for this Unit under these By-Laws, prior to their Effective Date. *As of March 1, 2006, if the Board of Trustees has been elected, then the Sitting Board shall be deemed dissolved, and each member of the Sitting Board being terminated as a member of the Sitting Board only.*

ARTICLE II

BOARD OF DIRECTORS

Section 2.01. Powers.

2.011 The business and affairs of this Unit will be managed by a Board of Directors. The Board may exercise all the powers of this Unit except as are by the By-Laws conferred upon or reserved to others. Provided however, that the Board shall not have the power to borrow any funds; sell, assign, transfer, mortgage, hypothecate or otherwise encumber any assets the market value of which exceed one thousand dollars (\$1,000.00) in any one instance without the prior approval of the Board of Trustees. The Board shall keep full and fair accounts of its transactions.

2.012 The Board of Trustees shall not participate in the day-to-day management of this Unit but shall have an oversight role. Provided however, that if this Unit's Board deems it necessary to seek assistance from the Board of Trustees, it may do so by approving a resolution to that effect and making such a request in writing. In which case, the Board of Trustees will be free to provide whatever assistance is requested and possible.

2.013 It is expected that this Unit will manage its affairs autonomously under its controlling documents as approved by the Board of Trustees. However, if at any time, a majority of the Board of Trustees adopts a resolution that a certain policy or a decision of this Unit is not in the best interest of the community, it will have the authority to review the said decision with this Unit's Board of Directors and try to resolve the issue. If a satisfactory resolution cannot be achieved, then the Board of Trustees will have the authority to overrule this Unit's Board by an affirmative vote of two-thirds (2/3) of all the Trustees voting in favor of such a decision.

Section 2.02. Number of Directors. The number of Directors of this Unit shall be eleven (11) until such number be changed as herein provided. By an affirmative vote of three-fourths (3/4) of the entire Board, the number of its Directors may be increased or decreased, from

time to time, but shall never be less than nine (9) Directors. All such changes will become effective only if ratified by the Board of Trustees as provided in Section 4.07 of these By-Laws.

Section 2.03. Term of Directors. Each Director will serve a five (5) year term except for the initial Directors as provided herein. A person cannot be elected as a Director for terms that would exceed a total of ten (10) years in his lifetime.

Section 2.04. Employees to be Ineligible for Election. All employees, full-time as well as part-time, of the Corporation as well as those of its Units/Divisions/Subsidiaries, will be ineligible for election as a Member of the Board.

Section 2.05. Restriction on Concurrent Nominations/Membership in Two Boards. A person cannot concurrently be a candidate for election on more than one Ballot. Similarly, a person cannot concurrently be a member of the Board of Directors of more than one Unit or be a Member of the Board of Directors of a Unit and of the Board of Trustees.

Section 2.06. Elections by Secret Ballot. All elections for electing Members of the Board as provided in these By-Laws will be by secret ballot in accordance with the *Election Procedure For ICJAX Board of Directors* (ICJAX By-Laws APPENDIX-1).

Section 2.07. Election of Directors.

2.071 Election Committee: Each year in July, the Board will appoint for one year, a Committee of Directors to screen qualified candidates for election as Directors.

2.072 In order to be elected as a Director, one must be a Citizen or a Permanent Resident of the United States, and be at least twenty-one (21) years old.

2.073 Only a Member of this Corporation, his spouse, and their natural or adopted unmarried children, who has been a Member in good standing for two (2) consecutive years preceding the date of the election, or December 31st of the previous year for Annual elections,

has his principal place of residence within a radius of 125 miles of the Islamic Center at 2333 St.Johns Bluff Road South, Jacksonville, Florida, and has paid all Membership dues as of ten (10) days prior to the meeting being held or the election Ballots being mailed, whichever is earlier, shall be eligible to be elected to the Board, except as provided herein. This two (2) year time requirement for a Member Voter to be elected as a Director may be waived by an affirmative vote of two-thirds (2/3) of the entire Board.

2.074 Eleven (11) Members of the initial Board will be elected by the general Membership of the Corporation. Except as provided in Section 2.075 of these By-Laws, three (3) candidates receiving the highest number of votes will be considered to have been elected for a five (5) year term, two (2) candidates receiving the next highest number of votes will be considered to have been elected for a four (4) year term, two (2) candidates receiving the next highest number of votes will be considered to have been elected for a three (3) year term, two (2) candidates receiving the next highest number of votes will be considered to have been elected for a two (2) year term, and two (2) candidates receiving the next highest number of votes for a one (1) year term. **As their terms expire, their replacements will be elected by the general Membership of the Corporation for five (5) year terms.**

2.075 In order to maintain diversity on the Board, Country of Birth of the Directors is of significance. At no time, would the Board have more than four (4) Directors that were born in any single foreign country. If the candidates elected under Section 2.074 above, if allowed to become Members of the Board, would make the number of Directors who were born in any one country to exceed four (4), then the candidates receiving the highest number of votes that would limit the number of Directors who were born in any one country to no more than four (4) would be the only ones considered to have been elected.

2.076 If a Director fails to pay his Membership dues by November 30th of any year, it will be the responsibility of the ICNEF Treasurer to remind the said Director of this failure. If the

said Director still fails to pay his Membership dues by December 31st of the year, he will be considered to have resigned as a Director as of December 31st of that year, and a replacement elected to complete the remainder of the term of the original Director. This replacement will not be the original Director whose failure to pay the Membership Dues had resulted in the vacancy.

Section 2.08. Vacancies. Any vacancy occurring on the Board for any cause may be filled by an affirmative vote of two-thirds (2/3) of the remaining Members of the entire Board. A Director elected to fill a vacancy shall be elected to hold office until the next Annual Election and until his successor is duly elected and qualifies.

Section 2.09. Recall of Directors. The term of office of any Director may be terminated prior to the expiration of that term by an affirmative vote of three-fourths (3/4) of the entire Board. Provided however, that before a Director is so terminated, he will be given in writing a Statement of Charges against him, and will be allowed a reasonable opportunity to explain his position.

Section 2.10. Regular and Annual Meetings. An annual meeting of the Board shall be held subsequent to the Annual Meeting of the Members held on the last Saturday in January of each year. Other regular meetings of the Board shall be held in the second (2nd) week of April, July, and October of each year, on such dates, times, and at such places as may be designated from time to time by the Board. Written notice of such regular meeting dates, times, and places shall be given to each Director, once only, and no other notice thereof shall be required. Failure to hold an annual meeting at the designated time shall not invalidate the existence of this Unit or affect otherwise valid acts. If a Director fails to attend in person three (3) consecutive regularly scheduled meetings of the Board, then that Director will be considered to have resigned from the Board. Provided however, that if a Director is unable to attend the third (3rd) consecutive regularly scheduled meeting due to an emergency, the Board may by a special resolution properly adopted condone such third (3rd) absence. If a Director has failed to attend two (2)

consecutive regularly scheduled meetings, then it will be the responsibility of the Secretary to inform that Director in writing that the Director's failure to attend the next regularly scheduled meeting will result in the termination of his term as a Director as of the day following the third (3rd) such meeting missed.

Section 2.11. Special Meetings. Special meetings of the Board may be called at any time by the President, or by the Board by vote at a meeting, or by a majority of the Directors in writing with or without a meeting. Such special meetings shall be held at such place or places as may be designated from time to time by the Board. In the absence of such designation, such meetings shall be held at such places as may be designated in the calls. A special meeting may be held in lieu of an annual meeting not theretofore held.

Section 2.12. Notice of Meetings. At the Annual Meeting of the Board, each of the Directors will provide his current contact information (Mailing address, telephone/fax numbers, E-mail address, if any) to the Secretary, and advise the Secretary if Notice of Meetings dispatched to him by E-mail will be acceptable. Notice of Meetings to a Director who does not use E-mail or does not want to receive such notices by E-mail will be given by other means as provided herein. Except as provided in Section 2.11 above, notice of the place, day and hour of every meeting shall be given to each Director not less than three (3) days before the meeting by electronic mail, by delivering the same to him personally, or by giving the same to him by telephone, or by leaving the same at his residence or usual place of business, or, in the alternative, by mailing such notice five (5) days (or more) before the meeting, postage prepaid. If mailed, such notice shall be deemed to be given when deposited in the United States mail addressed to him at his last known postal address, according to the records of the Corporation, and if sent by electronic mail, as and when it is dispatched to the Member at his E-mail address as it appears on the records of the Corporation. Unless required by these By-Laws or by resolution of the Board, no notice of any meeting of the Board need state the business to be

transacted thereat. No notice of any meeting of the Board need be given to any Director who attends, or to any Director who, in writing executed and filed with the records of the meeting either before or after the holding thereof, waives such notice. Any meeting of the Board, regular or special, may adjourn from time to time to reconvene at the same or some other place, and no notice need be given of any such adjourned meeting other than by announcement.

Section 2.13. Quorum. At all meetings of the Board, two-thirds (2/3) of the Directors present in person shall constitute a quorum for the transaction of business. Except in cases in which it is by statute, by the charter, or by the By-Laws otherwise provided, the vote of a majority of all the Directors at a duly constituted meeting shall be sufficient to elect and to pass any measure. In the absence of a quorum at any time during the meeting, the Directors present by majority vote and without notice other than by announcement may adjourn the meeting from time to time until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2.14. Proxy. A Director who is out of town (at least 150 miles from ICNEF), or has a personal, family or professional emergency the day on which a meeting of the Board is to be held may appoint another Director to act on his behalf by an electronic message or by a signed written proxy. Such a proxy may be directed to a specific issue or may be a general proxy, which is valid for a specific period of time. A Director may not appoint such a proxy for two consecutive regularly scheduled meetings. Any such proxy shall be in the hands of the Secretary prior to the vote on any issue for which that proxy is to be used. The President and the Secretary, acting jointly, shall have the right to reject any proxy, which they reasonably deem not to meet the requirements of this section or not to be in proper form. A Director may not cast more than two votes on any issue, i.e. one for himself and another as proxy for another Director.

Section 2.15 Meetings Open to ICNEF Members. All meetings of the Board will be open to the ICNEF Members. Provided however, that if at any point in the meeting, matters of personal nature or relating to personnel, or matters that should otherwise be discussed confidentially are to be discussed, the Board will adopt a resolution requiring that the issue be discussed confidentially, and the members of the public will be asked to leave. Such a resolution will state the reasons for which the Board feels the need to deal with the matter confidentially. At these meetings, members of the public will be allowed reasonable opportunities to present their points of view relevant to the matters then being discussed by the Board. The President or the person acting as the President for the purpose of conducting the meeting being held will have the authority to have any member of the public removed if it becomes necessary for smoothly conducting the meeting.

Section 2.16 Minutes of the Meetings. Within ten (10) days after each meeting, the Secretary will send minutes of the meeting as well as details of all the action items approved by the Board to the ICNEF Trustees as well as to the Members of the Board of Directors of all Units of ICNEF. All such minutes as well as other information will be sent via E-Mail, or via U.S. Mail with First Class postage prepaid. Such distribution of minutes will keep all those that have been entrusted to lead various Units informed of the activities of others within the ICNEF organization.

ARTICLE III

OFFICERS

Section 3.01. Executive Officers. At the Annual Meeting of the Board held subsequent to the Annual Meeting of the Members in January of each year, the Board shall choose as Executive Officers a President, a Vice-President, a Secretary, and a Treasurer from among the Directors. The Board may also choose one or more Assistant Secretaries, and one or more

Assistant Treasurers, none of whom need be a Director but shall be entitled to attend the Board meetings Ex-officio. Any two of the above mentioned offices, except those of the President, the Vice-President, and the Secretary, may be held by the same person, but no officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by statute, by the charter, by the By-Laws, or by resolution of the Board to be executed, acknowledged or verified by any two or more officers. Each such officer shall hold office from March 1st till the last day of February next, and until his successor shall have been duly chosen and qualifies, or until he shall have resigned or shall have been removed. This period between the Annual Meeting of the Board and March 1st will be treated as a **Transition Period**. During this Transition Period, the outgoing Officers will familiarize the newly elected officers with the workings of the Unit including the systems used, policies, and procedures. The Board at any regular or special meeting may fill any vacancy occurring in any of the above offices for the unexpired portion of the term.

Section 3.02. President. The President shall preside at all meetings of the Board at which he shall be present; he shall have general charge and supervision of the business of the Unit; he may sign and execute, in the name of the Unit, all instruments authorized by the Board, except in cases in which the signing and execution thereof shall have been expressly delegated to some other office or agent of the Unit or the Corporation; and, in general, he shall perform all duties incident to the office of the Chief Executive Officer of a Unit/Division, and such other duties as, from time to time, may be assigned to him by the Board.

Section 3.03. Vice-President. The Vice-President at the request of the President or in his absence, or during his inability to act, shall perform the duties and exercise the function of the President, and when so acting shall have the powers of the President. The Vice-President shall have such other powers and perform such other duties as may be assigned to him by the Board or the President.

Section 3.04. Secretary. The Secretary shall keep minutes of the meetings of the Board in books provided for the purposes; he shall see that all notices are fully given in accordance with the provisions of the By-Laws, or as required by law; he shall be the custodian of records of the Unit; he shall see that the official seal of the Unit is affixed to all documents, the execution of which, on behalf of the Unit, under its seal, is duly authorized, and when so affixed may attest the same; and in general, he shall perform all duties incident to the office of a Secretary of a Unit/Division, and such other duties as from time to time may be assigned to him by the Board or the President. The Secretary, at the request of the President or the Vice-President, or when both the President and the Vice-President are absent or are unable to act, shall perform the duties and exercise the function of the President.

Section 3.05. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Unit, and shall deposit, or cause to be deposited, in the name of the Unit, all monies or other valuable effects in such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board; he shall render to the President and to the Board, as well as to the Board of Trustees, prior to its Regular Quarterly Meetings and whenever requested, an account of the financial condition of the Unit; and in general, he shall perform all the duties incident to the office of a Treasurer of a Unit/Division; and such other duties as may be assigned to him by the Board or the President.

Section 3.06. Assistant Officers. The Assistant Secretaries shall have such duties as may, from time to time, be assigned to them by the Board or the Secretary. The Assistant Treasurers shall have such duties as may, from time to time, be assigned to them by the Board or the Treasurer.

Section 3.07. Subordinate Officers and Committees. The Board may, from time to time, appoint such subordinate officers and committees, as it may deem desirable. Each such officer or committee shall hold office for such period and perform such duties as the Board or the

President may prescribe. The Board may, from time to time, authorize any committee or officer to appoint and remove subordinate officers and sub-committees, and prescribe the duties thereof.

Section 3.08. Removal. Except as provided in Section 3.09 of these By-Laws, any officer or agent of the Unit may be removed by the Board whenever, in its judgment, the best interests of the Unit will be served thereby.

Section 3.09. Imam. Imam of this Unit occupies a unique position of authority and respect. He not only leads the Muslim community during congregational prayers (Salaat) but also performs other religious rituals, i.e. weddings, funerals, and others. He is also the moral authority as well as the spokesperson for the Muslim community on religious matters to the community at-large. It is for these reasons that the selection, employment, terms of employment, and removal of an Imam by the Board will become effective only after it is ratified by a majority of the Board of Trustees at its Regular or Special Meeting.

ARTICLE IV

SUNDRY PROVISIONS

Section 4.01. Checks, Drafts, etc. All orders for payment of money on behalf of the Unit shall, unless otherwise provided by resolution of the Board, be signed by the Secretary; and all checks and drafts for payment thereof shall be signed by the Treasurer, and in his absence by the President.

Section 4.02. Authorization of Expenditures. The President along with one other Officer is authorized to approve expenditures relating to the repair and maintenance of facilities for up to and including two thousand dollars (\$2,000.00) in any one instance. This limit for all other expenses in any one instance is one thousand dollars (\$1,000.00). All expenditures in excess of these said limits must be approved by the Board. Except in case of extreme emergency,

all such approvals of the Board must be secured prior to incurring or making of commitments for such expenditures.

Section 4.03. Annual Reports. There shall be prepared annually a full and correct statement of the financial affairs of the Unit, including a Balance Sheet and a Statement of Operations for the preceding fiscal year, which shall be submitted at the annual meeting of the Board as well as to the Board of Trustees, and be available for review by any Member in good standing of the Corporation in the principal office of the Unit. Such statements shall be prepared by such executive office of the Unit as may be designated by the Board. If no such designation is so made, it shall be the duty of the President, the Vice-President, the Secretary, and the Treasurer to cause such statements to be prepared.

Section 4.04. Fiscal Year. The fiscal year of the Unit shall be January 1 through December 31st.

Section 4.05. Seal. The Board shall provide a suitable seal, bearing the name of the Unit, which shall be in charge of the Secretary. The Board may authorize one or more duplicate seals and provide custody thereof.

Section 4.06. Bonds. The Board or the Board of Trustees may require any officer, agent, or employee of the Unit to give a bond to the Corporation, conditioned upon the faithful discharge of his duties, with one or more sureties, and in such amount as may be satisfactory to the Board of Trustees. The Unit will pay for all such bonds.

Section 4.07. Amendments to Unit Charter and By-Laws. Amendments to the Charter Documents (Articles of Incorporation or others, if any) and to the By-Laws of a Unit will not become effective until they are ratified by an affirmative vote of two-thirds (2/3) of all the Trustees taken at any regular or special meeting of the Board at which at least a quorum is present; provided that at least five (5) days prior written notice is given to the Trustees of the intention to alter, amend, or repeal or to adopt new Charter or By-Laws at such meeting. Such

notice to the Trustees shall include a specific reference by Article and Section to those Articles and Sections of the Charter or the By-Laws, which would be affected.

Certified that these By-Laws were adopted by the Board of Directors of the Islamic Center of Northeast Florida, Inc. at a meeting held on December 4, 2005.

Sania Shuja, Secretary

Date: _____

Atef Zahra, President

Date: _____