

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

Islamic Association
of
North Eastern Pennsylvania
{IANEPA}
CONSTITUTION AND BY-LAWS

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CONSTITUTION AND BY-LAWS

INDEX

Article	Page	Article	Page
1. Objectives	3	24. Honorary Membership	21
2. Requirements	4	25. Voting Rights of Members	22
3. Special Provisions	5	26. Membership Year End and Dues	22
4. Head office	7	27. Congregation	23
5. Seal	7	28. Execution of Documents	23
6. Board of Directors and Auxiliary Board of Directors	7	29. Borrowing	24
7. Vacancies, Board of Directors	9	30. Auditors	24
8. Quorum and meetings, Board of Directors	9	31. Books and Records	24
9. Voting, Board of Directors	11	32. Financial Year	24
10. Power of the Board of Directors	11	33. Annual and Other General Meetings of Members	24
11. Remuneration of Directors	12	34. Error or Omission in Notice	25
12. Board of Trustees	12	35. Quorum at General Meetings	25
13. Duties of the Board of Trustees	13	36. Adjournments	25
14. Remuneration of Trustees	14	37. Liability of Acts	25
15. Officers of IANEPA	14	38. Cheques, etc.	26
16. Duties of the President	14	39. Deposit of Securities	26
17. Duties of the Vice President	15	40. Conflict of Interest	26
18. Duties of the Treasurer	15	41. Notice	27
19. Duties of the Secretary	16	42. Amendments	27
20. Duties of other Officers	16	43. Dissolution of IANEPA	27
21. Committees	16	44. Interpretations	27
22. Employees of IANEPA	20	45. Rules of Order	28
23. Membership	21	46. Approval	28



In the name of Allah, the Beneficent, the Merciful
Islamic Association of North Eastern Pennsylvania
(Hereinafter referred to as the "IANEPA")

CONSTITUTION

Article 1. Objectives.

The objectives for which IANEPA is incorporated are:

1. To serve the best interest of Islam and Muslims in North Eastern Pennsylvania according to Al-Quran and the Sunnah of Prophet Muhammad (pbuh); arrange and hold congregational prayers; undertake and engage in religious, charitable, educational and cultural activities in the best traditions of Islam; promote unity amongst Muslims; promote friendly relations between Muslims and non-Muslims; develop, maintain and provide avenues of Islamic Dawah to the non-Muslims and to foster a Muslim community based on Islamic principles of brotherhood, equality, mutual help, and Islamic teachings of peace, love and justice.
2. To construct, purchase, hold, operate and maintain centre(s) which will provide, support, organize and propagate religious, educational and charitable activities according to Al-Quran and the Sunnah of Prophet Muhammad (pbuh), to meet the needs of Muslims of the North Eastern Pennsylvania area and its vicinity; and to present Islam to Muslims and non-Muslims in this community with the goal to promote greater understanding amongst them. All such real property assets that are deemed Masajid and/or Islamic Centres shall be entrusted (Waqf) to and will be completely put under at an arms length ownership of the North American Islamic Trust (NAIT).

3. To receive and maintain a fund or funds, and to apply and extend from time to time, all or part thereof and/or the income therefrom for Islamic religious, educational and charitable purposes.
4. To develop an interactive network for community and family assistance and support.

Article 2. Requirements

To conduct activities which are incidental or conducive to the attainment of the above objectives, and in particular:

1. To use, apply, give, devote, accumulate or distribute from time to time all or part of the fund or funds of IANEPA and/or the income therefrom for the educational, religious or charitable purposes to or for any organizations or corporations, all the resources of which are devoted to charitable activities carried on by such organizations or corporations, provided such organizations are themselves "registered charities or qualified donees", as those terms are defined under sections 170(c)(2)(B), 501(c)(3), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code or corresponding section of any future tax code;
2. To use, apply, give, devote, accumulate, or distribute from time to time all or part of the fund or funds of IANEPA and/or the income therefrom for educational, religious or charitable purposes by such means as may be from time to time seem expedient to its directors, including research, publication, education and the establishment and maintenance of educational, religious or charitable activities, agencies or institutions, all the resources of which are devoted to charitable activities as defined under sections 170(c)(2)(B), 501(c)(3), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code or corresponding section of any future tax code;
3. To acquire, accept, solicit or receive, by purchase, lease, contract, donation, legacy, gift, grant, bequest, or otherwise, any kind of real or personal property, and to enter into and carry out agreements, contracts and undertakings incidental thereto;
4. To hold, manage, sell or convert any of the real or personal property from time to time owned by IANEPA, and to invest or re-invest any principal in investments authorized by law for the investment of trust funds and to retain any real and personal property in the form which it may be when received by IANEPA for such length of time as may be deemed best;
5. To exercise all voting rights and to authorize and direct the execution and delivery of proxies in connection with any shares or obligations in any company or corporation in which IANEPA holds shares;

6. In connection with any company or corporation in which IANEPA may at time to time hold shares or obligations, to take up the proportion of any increased capital to which as holders of such shares or obligations it may be entitled and to purchase any additional shares or obligations in such company or corporation; to join in any plan for the reconstruction or reorganization of such company or corporation or for the amalgamation of such company or corporation or for the sales of the assets of such company or corporation or any part thereof and in pursuance of such plan, to accept any shares or obligation in lieu of or in exchange for the shares or obligations held by IANEPA in such company or corporation; to enter into any pooling or other agreement in connection with the shares or obligations held by IANEPA in such company or corporation, and in case of sale thereof, to give any options considered advisable; to give consent to the creation of any mortgage lien or indebtedness by any company or corporation whose shares or obligations are held by IANEPA; and to retain as an investment for such length of time as may be considered advisable any shares or obligations acquired by IANEPA through the exercise of the powers hereinbefore given IANEPA;
7. To acquire by purchase, lease, devise, gift and other title and to hold any real property necessary for the carrying on of its undertaking and to sell, lease, mortgage, dispose and convey the same or part thereof as may be considered advisable pursuant to restrictions on Masajid and/or Islamic Centres as described in Article 1.2 and Article 10.2;
8. To demand, receive, sue for, recover and compel the payment of all sums of money that may become due and payable to the association, and to apply the said sums for the objectives and the purposes of IANEPA, and generally to sue and defend;
9. To acquire, accept, solicit or receive any gift of real or personal property, either as an annual or other contribution and/or donation as an addition to the fund or funds of IANEPA;
10. To employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip, and maintain such offices and other facilities, and to incur such reasonable expenses as may be necessary.

Article 3. Special Provisions

1. IANEPA is organized exclusively for religious, educational and charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt under sections 170(c)(2)(B), 501(c)(3), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code or corresponding section of any future tax code.
2. No part of the net earnings of IANEPA shall inure to the benefit of, or be distributable to its directors, trustees, officers, members or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set

forth in the objective clause hereof. No substantial part of the activities of IANEPA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and IANEPA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, IANEPA shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under sections 170(c)(2)(B), 501(c)(3), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code or corresponding section of any future tax code, or (b) by an organization, contributions to which are deductible under sections 170(c)(2) of the Internal Revenue Code or corresponding section of any future tax code.

3. Upon dissolution of IANEPA and after payment of all debts and liabilities, its remaining property and assets shall be turned over by the Board of Trustees to the North American Islamic Trust (NAIT) to complete the dissolution process.
4. Without in any way derogating from the provisions of Article 3.5 below and subject thereto, the Directors or Officers, or any persons related to the Directors or Officers who are in any way directly or indirectly interested in any contract or proposed writing to IANEPA shall disclose in writing to IANEPA or request to have entered into the minutes of the meeting of Directors the nature and extent of their interest in the contract.
5. The Directors, and those Directors who also serve as Officers of IANEPA, shall serve as Directors and Officers without remuneration and no Director shall directly or indirectly receive any profit or remuneration in any capacity whatsoever from his/her position as Director, provided that a Director or Officer may be reimbursed reasonable expenses incurred by him/her in the performance of his/her duties.
6. IANEPA shall be carried on without the purpose of financial gain for its members and all its income, profits or other accretions to IANEPA shall be used exclusively in promoting its objectives.
7. The borrowing power of IANEPA shall be limited to borrowing money for current operating expenses only, compliant to Islamic Shariah Qard-Hasana (interest-free) borrowing.
8. The Board of Directors of IANEPA ("Board") shall invest the monies of IANEPA not immediately required in such manner as may from time to time be determined compliant to Islamic Shariah.
9. For the purpose of the objectives of IANEPA, the Board may accept gifts, donations and bequests.

10. The Board may enter into any arrangements with any authorities, federal, state, municipal, local, or otherwise, that may seem conducive to IANEPA's objectives or any of them to obtain from any such authority any rights, privileges and concessions which IANEPA may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
11. For the further attainment of the objectives of IANEPA and as incidental and ancillary thereto: the Board may acquire, construct, hold, supply, operate, manage and maintain religious, worship, educational, burial and incidental facilities for the operation and delivery of its services to the Islamic community and IANEPA's congregation in North Eastern Pennsylvania and its vicinity.

BY-LAWS

Article 4. Head Office

1. The Head Office of IANEPA shall be in the State of Pennsylvania, and at such place and location therein as the Directors may determine from time to time.
2. The official address of IANEPA's current head office is:

Masjid Al-Noor
991 Scott Street
Wilkes-Barre, Pennsylvania 18702

Mailing Address:
PO BOX 5061
Wilkes-Barre, Pennsylvania 18710

Article 5. Seal

1. The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of IANEPA.

Article 6. Boards of Directors and Auxiliary Board of Directors

1. A Board of Directors (the "Board") of Ahlil-Sunnah (Sunni) orientation shall run the day-to-day affairs of IANEPA, supported by standing and ad hoc committees comprising of members, congregates, employees, and from time to time, non-members; each committee shall be chaired by a Director or a Trustee. The Board of Trustees will exist to ensure that the Board remains effective, and viable. Initially the affairs of IANEPA shall be managed by the founding members and other volunteer directors until the election at the first annual meeting following incorporation, whereat the affairs of IANEPA shall be managed by a Board of seven (7) Directors, each of whom at the time of election and

throughout the term of office shall be a member of IANEPA in good standing (hereafter sometimes referred to as the "Board").

There shall exist an Auxiliary Board of Directors ("Auxiliary Board") comprising of three (3) women Directors that shall be of Ahlil-Sunnah (Sunni) orientation, duly elected by women members of IANEPA that shall report to the President of IANEPA. The Auxiliary Board shall represent the women members of IANEPAS and be responsible for women's affairs, services and programs; have a direct role in education, social affairs and family programs. The Auxiliary Board shall have a term of two (2) years.

2. The Board of Trustees and the Board of Directors shall jointly, by a two third majority appoint to the Board, any number of prominent community members as Honorary Directors, who will form a part of the Board of Directors in perpetuity. Honorary Directors will sit on the board in an advisory capacity and will have no voting rights.
3. The Directors of IANEPA shall be elected from amongst members who have been in good standing for at least one year prior to nomination and shall retire in rotation as hereinafter in this by-law set out. At the first meeting of the members for the election of directors, Four (4) shall be elected to hold office for a term of two (2) years from the date of their election and another three (3) for a term of one (1) year from the date of their election until the next annual meeting after such date.
4. The Board of Directors shall meet at least six (6) times per year or more often as it may deem necessary either at the call of the President, or by the direction of the Directors (Refer to Article 8.2).
5. Normally a Director shall be eligible to serve a maximum of two (2) consecutive terms of two (2) years. Exception to this rule may be granted by a two-thirds vote of the Joint Boards of Trustees and Directors.
6. The term of each Director shall be two (2) years and until a successor shall be qualified and elected. In order to maintain a rotation system, four Directors shall be elected in one year and three Directors shall be elected in the subsequent year.
7. Nominations relating to any election may be accepted up to ten (10) days prior to the date of such election. Documentation, presence, and consent of the qualified nominee are required. Nominations will not be accepted from the floor at any annual meeting or other meeting where Directors are to be elected.
8. Nominations for the Board of Directors may be made with the signatures of any two (2) members of IANEPA in good standing, together with the qualified candidate's signed agreement to stand for election and submitted to the Membership and Nominations Committee at the time and place established by the Committee. Membership and Nominations Committee shall secure approval of the Joint Board of Trustees and

Directors of nominees standing for election, and duly notify candidates five days prior to the election date. In approving a nominee, the Joint Board of Trustees and Directors will verify that the nominee is a member in good standing for at least one year, amply and significantly represents the goals of furtherance and attainment of the objectives of IANEPA and that there is sufficient evidence of verifiable past commitment on part of the candidate.

9. Subject to Article 6.13 below, the Board of Directors may expel any Director upon absence from three (3) consecutive meetings of the Board. Any vacancy on the Board of Directors shall be filled in accordance with Article 7.0 hereof.
10. The Board of Directors may at its discretion and the request of a Director giving satisfactory reason revoke the effects of Article 6.13, if the member is active in other responsibilities of a Director. This can be done once only in a term of office.
11. A Director may request a leave of absence from the Board of Directors. Upon such leave of absence, the duties of the Director shall be assigned to another Director for the duration of such leave.
12. The Board of Directors may censure any Director or any Member or Employee pursuant to a two-third vote of the Board of Directors present at a duly constituted meeting for any action, commission, or conduct deemed to be prejudicial to the welfare of IANEPA or the Boards of Trustees and/or Directors.
13. The Joint Board of Trustees and Directors may recommend (the "Recommendation") the expulsion from IANEPA of any Director or any Member or Employee pursuant to a two-third vote of the Joint Board of Trustees and Directors present at a duly constituted meeting for any action, commission, or conduct deemed to be prejudicial to the welfare of IANEPA. However, the Joint Board must deliver a copy of the Recommendation to the persons mentioned above specifying the reasons for such recommendation within ten (10) days of rendering such Recommendation so that the Director or Member or Employee has a fair opportunity to present his/her case to the Joint Board of Trustees and Directors before its final decision is made. The Joint Board must ensure on an impartial basis that such recommendation has substantial merit prior to its approval. The Joint Board, in rendering its decision, and without limitation, must consider whether the impugned member has been active in carrying out his/her responsibilities as a Director. The decision of the Joint Board shall be final and binding on IANEPA. If a Director is expelled then a vacancy on the Board will be declared.

Article 7. Vacancies, Board of Directors

1. Vacancies on the Board of Directors however caused, may so long as there remains a quorum of directors in the office, be filled by the Directors with approval from the Board of Trustees, from the qualified members of IANEPA, if available. The appointment is for the period remaining to the next Annual General Meeting, AGM. But if there is not a quorum of Directors, the remaining Directors shall forthwith call a General meeting of the members to fill the vacancy. Vacancies occurring within 3 months of the next AGM may be deferred to the AGM for election.

Article 8. Quorum and Meetings, Board of Directors

1. The presence of four (4) Directors shall constitute a quorum for the transaction of the business of IANEPA. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. The notice required for a meeting can only be waived by the unanimous consent of all Directors entitled to attend the meeting. Notwithstanding the foregoing, the first meeting of the Directors may also be held immediately following the annual meeting of IANEPA if announcement of such meeting is made at the annual meeting.
2. Meetings of the Directors may be formally called by the President, or by the Vice President on the direction of the President or by the Secretary on the direction of two (2) Directors. Notice of such meeting shall be delivered, telephoned or electronically transmitted to each Director and Trustee not less than three (3) days before the meeting is to take place. The statutory declaration of the Treasurer or Secretary or the President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent provided that the agenda for such regular meetings is sent to the Board of Directors at least ten (10) days before the scheduled date for the meeting.
3. Members and Honorary Members of IANEPA may be permitted to attend the meetings of the Board of Directors, and may request the addition of any items of their concerns to the agenda for discussion, however their attendance shall be as observers only. Notwithstanding the aforesaid the President at his discretion may solicit the member's inputs during discussions of any items.
4. Motions from members received by the Secretary at least two (2) weeks before the scheduled date of a meeting shall be included in the agenda for that meeting. Items not included in the circulated agenda may be added to the agenda by moving an amendment to the motion to approve the agenda. Such approval shall require a two-thirds majority of the votes cast. Items of urgent business not included in the agenda approved by a meeting may be added to the agenda at any time in the meeting, if there is unanimous consent of the Board. Matters listed in Article 8.4 above cannot be added to the approved agenda.

5. There shall be at least six (6) regular meetings of the Board of Directors between successive annual meetings of the members.
6. The matters listed below cannot be considered at a meeting unless each of the following conditions are satisfied, notwithstanding any other provision in these by-laws to the contrary (including Article 41): (i) notice of motion is attached to the agenda with respect to the meeting; and (ii) such agenda is delivered or electronically transmitted to each Director, Honorary Director and Trustee not less than ten (10) days before the scheduled time of such meeting:
 - a. amendments to the Letters of Incorporation, Supplementary Letters of Incorporation, Constitution or by-laws;
 - b. sale or purchase of IANEPA real property;
 - c. borrowing of money or incurring a financial burden (Qard Hasana);
 - d. change in membership rights and fees;
 - e. adoption of, and changes to, terms of reference of standing committees;
 - f. reviewing, amending or rescinding of a previously considered and approved motion;
 - g. hiring or firing of the Imam;
 - h. removal of person(s) from membership or from office; or
 - i. dissolution of IANEPA.

Article 9. Voting, Board of Directors

1. Directors shall have one vote each at all meetings of the Board of Directors.
2. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the President, in addition to his vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Article 10. Power of the Board of Directors

1. The Board of Directors of IANEPA shall administer the affairs of IANEPA in all things and make or cause to be made for IANEPA in its name, any kind of contract which IANEPA may lawfully enter into and, save as in hereinafter provided, generally, exercise all such powers, and do all such other acts and things as IANEPA is by its charter or otherwise authorized to exercise and do.

2. Without in any way derogating from the foregoing, the Board of Directors with express approval of the Board of Trustees, is empowered from time to time to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, land, buildings and other properties **with the exception of the sale of or borrowing against the real property assets of the Masajid and/or Islamic Centres, which assets will be entrusted (Waqf) to North American Islamic Trust (NAIT)**, movable or immovable, real or personal, or any right or interest therein owned by IANEPA, for such consideration and upon such terms and conditions as they may deem advisable.
3. The Board of Directors may from time to time establish committees for the purpose of carrying out the business of IANEPA, consisting of Directors, members, congregates, staff, or on very special occasions, non-members. Each committee shall be under the supervision of a Director or a Trustee.
4. The Board of Directors may from time to time recommend to the General Body, establishment of Chapters and Associations for the purpose of carrying out the business of IANEPA, consisting of Directors, members, congregates, staff, or on very special occasions, non-members.
5. The Board of Directors must approve detailed expense budgets for each IANEPA activity prior to approving the activity itself. Any item of expenditure that is part of an approved budget must adhere to the approval process as laid down by the Board of Directors.
6. The Board of Directors must approve quarterly financial statements provided by the Treasurer and submit a copy to the Board of Trustees who must approve or identify concerns within one month of issue of such quarterly financial statement.

Article 11. Remuneration of Directors

1. The Directors, and those Directors who also serve as Officers of IANEPA shall serve as such without remuneration and no Director shall directly or indirectly receive any profit or remuneration in any capacity whatsoever from his/her position as Director, provided that such person may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

Article 12. Board of Trustees

1. The Board of Trustees will comprise of five (5) members of IANEPA, one of whom shall be designated as the Chairperson for the Board of Trustees. The Trustees will be the founding members of IANEPA, except in the case of unavailability of the founding members, in which case other members of IANEPA in good standing, recommended by the Joint Board of Trustees and Directors and duly approved and appointed by the General Body with a two-thirds majority, for their proven record of piety, commitment,

appropriate qualifications for the function, and consistent selfless service to the community, who formally consent to accepting this responsibility.

2. The Board of Trustees shall meet at least three (3) times each year or more often as deemed necessary and provide minutes of such meetings to be entered into the official records by the Secretary of IANEPA.
3. Three (3) Trustees shall form a quorum.
4. The Joint Board of Trustees and Directors may recommend (the "Recommendation") the expulsion from IANEPA of a Trustee pursuant to a two-third vote of the Joint Board of Trustees and Directors present at a duly constituted meeting for any action, commission, or conduct deemed to be prejudicial to the welfare of IANEPA. However, the Joint Board must deliver a copy of the Recommendation to the Trustee specifying the reasons for such recommendation within ten (10) days of rendering such Recommendation so that the Trustee has a fair opportunity to present his case to the Joint Board of Trustees and Directors before the recommendation is submitted to a duly constituted meeting of the General Body for approval. The Joint Board must ensure on an impartial basis that such recommendation has substantial merit prior to its approval. The Joint Board, in rendering its recommendation, and without limitation, must consider whether the impugned Trustee has been active in carrying out his responsibilities as a Trustee. The decision of the General Body shall be final and binding on IANEPA. If a Trustee is expelled then a vacancy on the Board of Trustees will be declared.
5. A Trustee shall be appointed for a term of five (5) years to the Board of Trustees subject to Article 12.4, which term is subject to renewal at the end of the term by a two-thirds majority of the General Body. If the term is not renewed, the Trustee shall be succeeded on the Board of Trustees by an individual selected pursuant to Article 12.1.
6. Notwithstanding any other provision to the contrary herein, if a Trustee cannot attend a meeting as required by the by-laws of IANEPA, a Trustee may vote at such meeting by proxy and such vote shall be evidence of that Trustee's attendance.

Article 13. Duties of the Board of Trustees

1. Subject to Article 12.6 above, Trustees shall attend the meetings of the Board of Directors as needed.
2. Trustees shall ensure that the decisions and the directions taken by the Board of Directors are in accordance with and the furtherance of the aims and objectives of IANEPA as laid down in these by-laws, as duly amended from time to time.

3. Trustees shall approve the quarterly financial statements produced by the Treasurer and ensure that financial transactions and records are maintained in accordance with the objectives and established procedures of IANEPA.
4. Trustees shall hold and manage the elections to the Board of Directors pursuant to Article 6.8, ensuring that the elections are held in accordance with the by-laws and that they are conducted in an orderly and amicable manner.
5. Trustees shall appoint the required number of Trustees to the standing committees established by these by-laws. A Trustee shall chair the Membership and Nominations Committee.
6. Trustees may requisition a special meeting of the members in order to dissolve the Board of Directors in part or whole, and may initiate actions to replace Director(s) and/or elect a new Board of Directors on the following grounds:
 - a. The Board of Directors fails to achieve a quorum as required under Article 8.1 hereof for two (2) consecutive meetings.
 - b. The Board of Directors fails to continue to conduct the business of IANEPA in the manner set forth in this by-law, and continues to be delinquent after the Board of Trustees has issued one (1) written warning to the President.
 - c. The Board of Directors fails to resolve problems, disagreements or deadlocks of the Board (despite the intervention of the Board of Trustees) to the point that the Board of Directors can no longer effectively conduct the business of IANEPA.

Article 14. Remuneration of Trustees

1. The Trustees shall serve as such without remuneration and no Trustee shall directly or indirectly receive any profit or remuneration in any capacity whatsoever from his position as Trustee, provided that such person may be paid reasonable expenses incurred by him/her in the performance of his duties.

Article 15. Officers of IANEPA

1. There shall be a President, a Vice President, a Secretary and a Treasurer and such other officers as the Board of Directors may from time to time create or dissolve. Officers of IANEPA must be at all times members of IANEPA in good standing. The President and the Vice President must be Muslim male persons of Ahlil-Sunnah (Sunni) orientation.
2. Such officers shall be elected by the Board of Directors from among the Members Directors at the first meeting of the Board after the annual meeting in which such Board members have been elected; provided that in default of such election the then incumbents, being members of the Board, shall hold office until their successors are

elected. The internal election of the officers by the Board of Director must be approved by a two-thirds majority of Joint Boards of Trustees and Directors.

3. A prospective President must have served on the Board of Directors for at least twelve (12) months at the time of his nomination. This condition shall not be applicable to the first election of the Board after incorporation of IANEPA.

Article 16. Duties of the President

1. The President of the Board of Directors shall, when present, preside at all meetings of the Board and shall be charged with such other duties as the Board may from time to time determine.
2. The President shall, subject to the direction of the Board, be charged with the general management and supervision of the affairs and operations of IANEPA. He shall be the official spokesman of IANEPA for intra-community and inter-community issues.
3. The President shall report to the Board from time to time upon all phases of the management and operations of IANEPA and generally as to its affairs, and shall be an ex officio member of all committees.
4. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates, and such other documents as may require his signature in accordance with IANEPA's by-laws or otherwise and shall perform such other duties as may be assigned to him/her from time to time by the Board.
5. The President shall provide the liaison between the Board of Directors and the Board of Trustees on matters of performance of the Board of Directors and the committees.
6. The President shall provide the liaison between the Board of Directors, Board of Trustees and the General Body on issues of policy and/or by-laws.
7. The President shall determine and define the thrust for each IANEPA meeting in concert with other Directors of the Board, and prepare or arrange to prepare agenda for such meetings. Standing agenda for regular Board meetings will as a minimum cover President's report, Treasurer's report, and reports from the Chairs of the Standing and Ad Hoc Committees.

Article 17. Duties of Vice President

1. In the absence of the President, the Vice President shall when present, preside at meetings of the Board. He may be assigned to other duties and/or powers upon a majority vote by the Board of Directors following the President's recommendation.

2. In the absence or inability of the President, his duties shall be exercised by the Vice President, or in his absence, by any Director as the Board may decide.

Article 18 **Duties of the Treasurer**

3. The Treasurer shall ensure that full and accurate accounts of all receipts and disbursements of IANEPA are kept in proper books of account and that all monies or other valuable effects are deposited in the name and to the credit of IANEPA in such bank or banks as may from time to time be designated by the Board of Directors.
4. The Treasurer shall develop the annual IANEPA budget for the Board of Director's approval and track expenditures against the budget.
5. The Treasurer shall disburse the funds of IANEPA under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of IANEPA. He shall provide financial reports at Director's meetings and formal quarterly financial reports for approval by Trustees.
6. The Treasurer shall maintain record of all financial contracts and any liabilities associated with IANEPA operations. He shall be responsible for maintaining the currency of the Incorporation, property and asset insurance, non-profit director's liability insurance, and tax-exempt status of IANEPA. This includes filings with IRS.
7. The treasurer shall be responsible for obtaining the necessary insurance coverage to protect IANEPA assets, liabilities and Non-Profit Director's liability insurance.
8. The Treasurer shall be the chair of the Fund Raising Committee and responsible for identifying risks to revenue, expenses and donation cash flows.
9. The Treasurer shall be responsible for issuance of receipts to donors.
10. He shall also perform such other duties as may be determined by the Board of Directors.

Article 19. **Duties of Secretary**

1. The Secretary shall be the ex officio clerk of the Board of Directors.
2. The Secretary shall attend all meetings of the Board of Directors and ensure that all facts and minutes of all proceedings are recorded in the books kept for that purpose.
3. The Secretary shall be the custodian of the seal of IANEPA and all books, and papers, records, IANEPA's official membership list, correspondence, contracts, and other documents belonging to IANEPA which he/she shall deliver to Board of Directors and to such person or persons as may from time to time be determined by the Board of Directors.

Article 20. Duties of other Officers

1. The duties of all other officers of IANEPA shall be such as the terms of their engagement call for or the Board of Directors requires of them.

Article 21. Committees

1. The Boards of Directors may from time to time establish standing and ad hoc committees to carry out specific tasks and mandates. These committees must be chaired by a member of the Board of Directors, Auxiliary Board or Board of Trustees. The appointed Chair of the committee may select his/her team from the members and congregates. In the event the committee Chair recommends a non-member or a non-congregate participant on the team, such a recommendation must be approved by the Board of Directors.
2. Committees may, with the approval from the Board of Directors, also secure participation from agencies, institutions, consultants (paid or volunteer), employees and/or other individuals to support their objectives. Each committee shall define the scope of its objectives, develop a budget for its operation, and secure approval of it from the Board of Directors prior to incurring actual expense. Depending on the nature of the committee, the committee chair will have pre-determined authority to incur expense on behalf of IANEPA pursuant to the specific mandate of the committee. The committee chair will provide monthly financial reports to the treasurer.
3. Committee chairs will be required to provide formal performance and financial reports for their respective committees at each Board of Directors meeting, and ensure that expenditures of the committee are compliant to the approved budget.
4. Standing and ad hoc committees shall be established as required by the Board of Directors including, without limitation:
 - i. **Salaat (prayer) (standing) Committee** responsible for provision of all regular prayer services and programs. The Imam of IANEPA will be the chair of this committee.
 - ii. **Burial (standing) Committee** responsible for providing service and assistance for deceased Muslims and their families. This includes managing relationships with local graveyards and funeral homes to ensure continuing access to resources to service community burial needs. A critical goal of this committee will be to implement bathing and preparation facility for the deceased and a community-based intervention plan to provide material and spiritual support for the family of the deceased.

- iii. **Education (standing) Committee** responsible for planning, developing and providing the adult, youth, children and other education programs to IANEPA community base, ensuring quality, integrity, value and propagation of understanding of Islam amongst Muslims. This committee will maintain and manage IANEPA's library operation, and be responsible for developing and sustaining interfaces with local authorities to promote awareness of Islamic values in the public and private education institutions.
- iv. **Operations (standing) Committee** responsible for the day-to-day running of IANEPA's institutions encompassing building services, maintenance, logistics, security and all other activities falling under the scope of operations.
- v. **Family Services (standing) Committee** responsible for programs to support families in need, counselling, or other assistance.
- vi. **Finance (standing) Committee** responsible for raising funds to support IANEPA's programs. This committee shall be chaired by the Treasurer.
- vii. **Dawaa (standing) Committee** responsible for propagation of the Islamic message, Dawaa to the local community, families and individuals; and liaise with other Dawaa chapters throughout the United States, Canada and Europe to facilitate their visits to this community and/or arrange visits to their communities.
- viii. **Youth (standing) Committee** responsible for youth education and social programs and integration of their development into the mainstream planning of IANEPA
- ix. **Social (standing) Committee** shall be chaired by an Auxiliary Director and develop, implement and sustain social programs for the community.
- x. **Communications (standing) Committee** shall be responsible for public relations and systematic intra- and inter-community communications, newsletters and web site content. This committee shall be chaired by the Vice President and the Imam shall be a standing member.
- xi. **Charity (standing) Committee** shall be chaired by the Treasurer and be responsible for establishing the charity institution of Bait-ul-Mal, developing a logical fund-raising plan to support the charity plan, providing recommendations to the Board of Directors for disbursement of charity funds collected by IANEPA, vis-à-vis Zakat, Sadaqat, Zakat-ul-Fitr and/or other charity contributions designated by the contributors for disbursement to the needy. The Charity Committee shall maintain a confidential list of the needy in the community. The committee is responsible for the Zakat-ul-Fitr in the following proactive manner:

- a. Develop a preliminary estimate for the Zakat-ul-Fitr donations.
 - b. Based on the estimated collections, develop a distribution plan to the needy pursuant to the IANEPA list.
 - c. Disburse Zakat to the needy by 29th day of Ramadan.
 - d. After Eid-ul-Fitr reconcile the actual collection amount against disbursement. Extra collection will be disbursed at the earliest possible opportunity. Deficit will be carried forward to the next year's disbursement plan.
- i. **Membership and Nominations (standing) Committee** shall be a standing committee of IANEPA comprising two (2) Trustees and one (1) member of the Board of Directors. The Chairperson of this committee shall be a Trustee of IANEPA. The Membership and Nominations Committee shall be responsible for the following:
- a. processing of applications for individual membership;
 - b. maintaining membership records and the collection of membership dues;
 - c. accepting nominations and verifying eligibility of candidates for elections, ensuring that each candidate is a member in good standing for at least one year, significantly represents the goals of IANEPA and demonstrates the existence of verifiable past service to IANEPA;
 - d. conducting and adjudicating meetings to consider expulsion of members in accordance with Article 6.13 hereof.
 - e. At least six (6) weeks before the annual meeting of members, the Membership and Nominations Committee shall:
 - publish a list of all members in good standing
 - inform the membership of all vacant positions for officers and members of committees
 - invite nominations for members to stand for elections to these positions
 - announce that the closing date for such nominations shall be two (2) weeks before the scheduled date of the annual general meeting.
 - f. The Membership and Nominations Committee shall ensure that those persons who have been nominated are willing to serve if elected to office, and shall ensure that at least one name is put forward for each vacant

position by making its own nominations for any positions for which no names have been received by the announced closing date. If there are more nominees than positions available, then election for those positions shall take place at the scheduled date of the annual meeting of members.

- g. The Membership and Nominations Committee shall establish its own rules and procedures, subject to approval by the Joint Boards of Trustees and Directors, with respect to adjudicating motions for expulsion in accordance with Article 6.13 hereof.
 - h. The Membership and Nominations Committee shall come into existence immediately after the first full Board of Directors is elected.
5. A quorum of all committee meetings shall be a majority of the voting members of the committee.
6. **Ad hoc committees** may be established by motion at the annual meeting of members or at a meeting of the Board of Directors. Motions to establish ad hoc committee(s) shall only be considered if they contain terms of reference of the specificity mandated by Article 21.7 below.
7. Terms of reference for all committees shall include any or all of the following:
- a. the status of the committee (standing or ad hoc);
 - b. the type of committee (discussion, working, task force, etc.);
 - c. the overall purpose;
 - d. specific directives, goals, tasks and empowerment;
 - e. the relationship to any other overlapping activities of IANEPa;
 - f. the composition, including statement on any designated observers, whether officers are appointed as full or associate members and any authority granted to the committee chair to co-opt other members;
 - g. the assignment of any staff as associate members;
 - h. any special mode of operation (such as meetings to be held only by telephone);

- i. annual budget, expense approval process and upper limit of expenses the committee can incur;
- j. the preferred time and method of reporting;

and, in addition for standing committees,

- k. the terms of office for members and whether successive terms are permitted;
- l. the method for election of new members and for filling casual vacancies;
- m. the method of election or appointment of the Chair.

Article 22. Employees of IANEPA

1. IANEPA shall from time to time, employ services on a paid basis, of Imam(s), teachers, counsellors and other service providers of Ahlil-Sunnah (Sunni) orientation. The Imam must be a qualified Muslim male person according to Al-Sunnah.
2. Employees of IANEPA shall be engaged by, and report to the Board of Directors or the designate committee chair(s) only. No member, congregate, or other individual shall direct the function of an IANEPA employee.
3. Each employee will be provided a mutually executed contract document, with contract terms duly approved by the Board of Directors appended to which contract shall be a statement objectives, roles and responsibilities, and the minimum performance criterion for the employee's function. IANEPA will conduct regular performance appraisals of employees.
4. Employees will not direct policy, or have voting rights at general meetings.
5. **Duties of the Imam**
 - a. The Imam shall be a qualified male Muslim of Ahlil-Sunnah (Sunni) orientation and well versed in Al-Quran and Al-Sunnah. He shall conduct regular religious services, Salaat, Juma'a, Taraweeh and other congregational services as required in the running of the Masjid.
 - b. Develop and implement education programs for adults, youth and children.
 - c. Provide counselling service according to Al-Quran and Al-Sunnah.

- d. Provide tactical and strategic support to the communications committee in respect to community forums, publications, web content, public relations.
- e. Conduct services for marriages, burial and other events.

Article 23. Membership

1. The membership shall consist of Muslims who are admitted to membership in accordance with the by-laws of IANEPA. Applications for membership accompanied by membership dues shall be submitted to the Membership and Nominations Committee, which will review and approve applications.
2. Any Muslim persons over the age of eighteen (18) years interested in supporting or furthering the objectives and activities of IANEPA shall be considered for Regular or Life Membership upon application and accompanying payment which shall be in the form of cash, personal cheque or money order.
3. Full time students will qualify for membership at reduced membership fees.
4. A member in good standing is a member who upon acceptance has paid his/her initiation fee as appropriate, and whose membership is current with membership dues fully paid up. Furthermore a member in good standing shall have no actions and/or outstanding motions of censure against him/her.
5. Regular Membership shall run from January 1 to December 31. Regular Membership shall be renewable annually and shall be valid for the balance of the membership year no matter when the membership due is paid.
6. Resignations shall be in writing and shall be effective upon acceptance by the Membership and Nominations Committee. In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to IANEPA prior to the acceptance of his/her resignation.
7. The Board of Directors may recommend the expulsion of a member subject to terms outlined in 6.13. No member shall be expelled without receiving notice of the meeting at which such motion will be presented with specification that such expulsion would be considered at the meeting.
8. Regular Membership is not transferable and shall lapse automatically upon non-payment of membership dues or fees for more than sixty (60) days during any fiscal year.

Article 24. Honorary Membership

1. Honorary members and Honorary Directors may be selected from time to time by the Directors of IANEPA, subject to the approval of the Joint Boards of Trustees and Directors. Honorary members shall not be entitled to vote at, but shall be entitled to receive notice of meetings of members of IANEPA; they shall not be required to pay any membership fees or dues.

Article 25. Voting Rights of Members

1. Every member shall each be entitled to one (1) vote at any duly called meeting of membership provided they are members in good standing for at least sixty (60) days prior to such meeting. The Membership and Nominations Committee, prior to any such meeting, shall provide a certificate as to valid membership.
2. Members must be present at a meeting in order to exercise their vote, however members may also vote by proxy (and such proxy holder need not be a member), provided that at least forty eight (48) hours, excluding Saturdays, Sundays and holidays preceding any meeting or adjourned meeting, such proxy holder shall produce and deposit with the Secretary the proxy. All notices of meetings shall contain notice of the proxy period.
3. No member shall be entitled either in person or by proxy to vote at any meetings of IANEPA unless he/she has paid all dues or fees, if any, then payable by him/her in cash or by certified cheque, at least thirty (30) days prior to election.
4. At all meetings of members every question shall be decided by a majority of votes of members present in person or represented by proxy unless otherwise required.
5. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands, every member having voting rights shall have one vote. Unless a poll is demanded, a declaration by the President that a resolution has been carried or not carried, and an entry to that effect in the minutes of IANEPA shall be admissible evidence of that fact without proof of the number or proportion of votes accorded in favour of or against such resolution. If a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be deemed the decision of IANEPA in general meeting upon the matter in question.
6. In the case of an equality of votes at any general meeting, whether upon show of hands or at a poll, the President shall be entitled to a second or deciding vote.

Article 26. Membership Year End and Dues

1. The twelve (12) month period constituting the membership year and membership fees payable by members is fixed from January 1 to December 31. The Membership and

Nominations Committee shall notify Regular Members of dues or fees at any time payable by them and if any are not paid within sixty (60) days of the due date of such fees the members in default shall thereupon automatically cease to be a member of IANEPA but any such member may, on payment of all unpaid dues or fees, be reinstated.

2. No member or his/her delegate shall be entitled to vote at a meeting of IANEPA unless his/her membership fees were paid in full at least thirty (30) days prior to the date of that meeting.
3. The Board of Directors may, by resolution, exempt any member from payment of membership fees or dues for a reasonable period of time in cases of exceptional or extenuating circumstances demonstrated to the satisfaction of the Board of Directors, which decision shall be solely within the discretion of the Board of Directors.
4. Membership Dues:

Regular Membership:	\$25 per year
Life Membership:	\$250
Student rate:	\$10 per year

Article 27. Congregation

1. Congregation shall be the members of the Muslim community who attend congregation prayers and other IANEPA programs. It is not obligatory that the congregation be also members of the IANEPA.
2. Congregates will be notified via bulletin board announcements or broadcast e-mail of the day to day religious, educational and charitable activities taking place in the Masjid.
3. Congregates will be notified of and invited to Directors and members meetings via bulletin board announcements. The congregates will be provided opportunity at the discretion of the President or the chair of the meeting to add items to the agenda at such meetings, however, they will not have any voting rights, and may only be allowed to speak at the meeting at the discretion of the President or the chair of the meeting.
4. Congregates who are not members, may provide inputs and suggestions, but will not have any voting rights.
5. Congregates may be invited from time to time to participate on the committees of IANEPA, subject to the approval of the Board of Trustees. Congregates shall not be required to pay any membership fees or dues.

Article 28. Execution of Documents

1. Deeds, transfers, licenses, contracts, and engagements on behalf of IANEPA shall be signed by the President or the Vice President **and** by the Treasurer and a designated Trustee of IANEPA. The Secretary shall affix the seal of IANEPA to such instruments as required. Exception to this will be documents incurring debt, encumbrance of assets, and sale of assets. See Article 29.
2. Notwithstanding any provisions to the contrary contained in the by-laws of IANEPA, the Board of Directors may any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligations of IANEPA may or shall be executed. Exception to this will be documents incurring debt, encumbrance of assets, and sale of assets. See Article 29.

Article 29. Borrowing

1. The borrowing power of IANEPA shall be limited to borrowing money for current operating expenses only, compliant to Islamic Shariah Qard-Hasana (interest-free) borrowing.

Article 30. Auditors

1. Members and/or the Board of Directors shall have the option of appointing internal auditor at annual meetings, and if an appointment is not made, the office of the Auditor shall be deemed to be vacant, and an Audit Committee shall be appointed by the Board of Directors to perform the audit. There shall be no remuneration for the Audit Committee.

Article 31. Books and Records

1. The Directors shall see that all necessary books and records of IANEPA required by the by-laws of IANEPA or by any applicable statute or law are regularly and properly kept.

Article 32. Financial Year

1. Unless or otherwise stipulated by the Board of Directors, the fiscal year of IANEPA shall terminate on the 31st day of December, each year.

Article 33. Annual and Other General Meetings of Members

1. The annual (AGM) or any other general (GM) meeting of members, hereinafter "General Body" shall be held at the head office of IANEPA or elsewhere the Board of Directors may determine and on such day as the said Directors shall appoint.
2. At every annual general meeting, AGM the agenda shall include the following:
 - i. President's Report
 - ii. Financial Statement
 - iii. Report of the Auditors
 - iv. Appointment of the Auditors for the ensuing year.
 - v. Election of the Board of Directors and the Auxiliary Board.

3. The members may consider and transact any business either special or general without any notice thereof at any meeting of members.
4. The Board of Directors or the President or, in his absence, the Vice President shall have the power to call at any time a general meeting of the members of IANEPA. No public notice, nor advertisement of members' meetings, annual or general, shall be required, but notice of the place and time of such meeting shall be given to each member by sending the notice by mail fourteen (14) days before the time fixed for the holding of such meeting; provided that any meeting of members may be held at any time and place without notice if all members of IANEPA are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which IANEPA at annual or general meeting may transact.
5. A petition signed by fifty percent (50%) or more members of IANEPA, verified by the Board to be members in good standing, shall obligate the Board to call a General meeting of the membership within thirty (30) days of the receipt of the petition.

Article 34. Error or Omission in Notice

1. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of IANEPA shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director, or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded in the books of IANEPA.

Article 35. Quorum at General Meeting

1. The quorum for the transaction of business at any General Meeting of members shall be thirty (30). If a General meeting is adjourned as a result of lack of quorum, then at the duly rescheduled General Meeting, the quorum shall be deemed to be those present, thirty (30) minutes after the scheduled time for the General meeting.

Article 36. Adjournments

1. Any meetings of IANEPA or the Directors may be adjourned by passing a motion to adjourn to any other time. Adjourned business may be transacted at the adjourned meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Article 37. Liability of Acts

1. No Director, Honorary Director, Trustee, Member, or any other Officer of IANEPA shall be personally or otherwise liable for the acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other acts for conformity, or for any loss or expense happening to IANEPA through the insufficiency or deficiency of title to any property acquired by the order of the Directors for or on behalf of IANEPA, or for the insufficiency or deficiency or any security in or upon which any monies of IANEPA shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of IANEPA shall be deposited, or for any loss occasioned by an error of judgment or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his/her own dishonesty.
2. Each Director and/or other Officer, his heirs, executors and administrators and estate and effects shall be indemnified out of the funds of IANEPA against all costs, charges, expenses which he/she may hereafter sustain or incur in or about (a) any suit-in-law or in equity, action or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him, in or about the execution of the duties of his/her office; and (b) all other costs, charges and expenses which he may hereafter sustain or incur in or about in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Article 38. Cheques, etc.

1. All cheques, bills of exchange, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of IANEPA shall, if in excess of \$1000, be signed by two Directors and/or Trustees, those being any one of the President or the Vice President or a designated Trustee (#1) together with the Treasurer or the Secretary or a designated Trustee (#2). For amount not exceeding \$1000, cheques may be signed by the President or the Treasurer. Any two of such officers may alone endorse notes and drafts for collection on account of IANEPA through its bankers and endorse notes and cheques for deposit with IANEPA's bankers for the credit of IANEPA, or the same may be endorsed "for collection" or "for deposit" with the bankers of IANEPA by using IANEPA's rubber stamp for the purpose. Any one of such officers so appointed may arrange, settle, balance, and certify all books and accounts between IANEPA and IANEPA's bankers and may receive all paid cheques and vouchers and sign all the bank's forms and settlements of balance and release or verification slips.

Article 39. Deposit of Securities

1. The securities of IANEPA shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the

written order of IANEPA signed by such officer or officers, agent or agents of IANEPA, and in such a manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.

Article 40. Conflict of Interest

1. No member of IANEPA shall receive remuneration for services rendered to IANEPA unless a motion, specifying such services and fees has been approved by the Board of Directors.
2. No member of the Board of Directors or the Board of Trustees shall also hold membership or office of any other corporation or association whose goals are in conflict with the attainment and the furtherance of the objectives of IANEPA.

Article 41. Notice

1. Whenever under the provisions of the by-laws of IANEPA notice is required to be given, such notice may be given either personally, transmitted electronically or by depositing same in a post office or a public letter box in a prepaid, sealed wrapper addressed to the Director, Honorary Director, Trustee, officer or member at his/her or their address as the same appears on the books of IANEPA. A notice or other document so sent by post office or public letterbox as aforesaid, or transmitted electronically, shall be held to be sent when the same was handed to the post office or transmitted. For the purpose of sending any notice the address of any member, director, or officer shall be his/her last address as recorded on the books of IANEPA.

Article 42. Amendments

1. Subject to requirements to the contrary at law, in the Letters of Incorporation of IANEPA or in this by-law, as amended from time to time, all amendments to these by-laws are subject to the unanimous approval of the Board of Trustees, the Board of Directors and the Auxiliary Board of Directors.

Article 43. Dissolution of IANEPA

1. Upon dissolution of IANEPA and after payment of all debts and liabilities, its remaining property and assets shall be distributed or disposed of to either Islamic Society of North America (ISNA), North American Islamic Trust (NAIT) or Islamic religious and charitable organizations which carry on work solely in Pennsylvania for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such assets not disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of IANEPA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 44. Interpretations

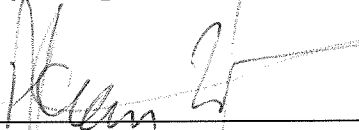
- 1. In these by-laws and in other by-laws of IANEPA hereafter passed unless the context otherwise requires, words imparting the singular number of masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.

Article 45. Rules of Order

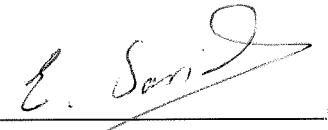
- 1. Unless otherwise specified, Robert's Rules of Order shall be followed.

Article 46. Approval

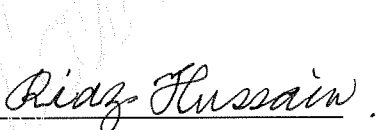
46.1 Adopted by unanimous vote at a regularly scheduled board meeting today the twentieth day of September 2006.



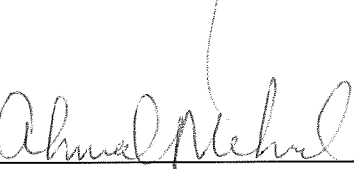
 Akram Zalatimo




 Ezz Sarih



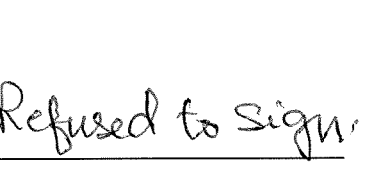
 Riāz Hussain



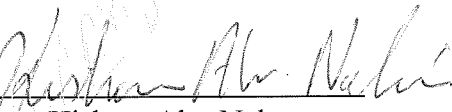
 Ahmad Mahmoud



 Rafi Puneekar

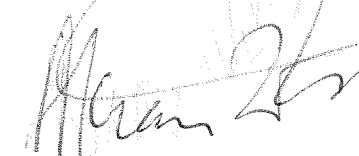


 Zahid Mian

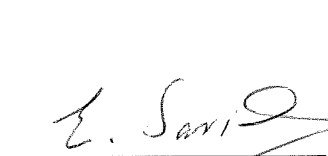


 Hisham Abu-Nabaa

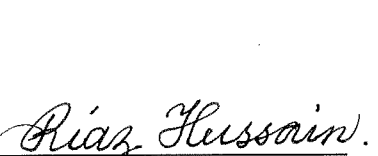
46.2 Passed by the Board of Trustees with the corporate seal this First day of Ramadan 1427, twenty-third day of September 2006.



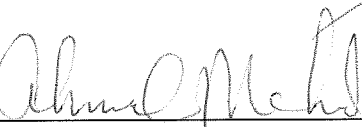
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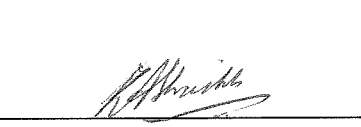
 Ezz Sarih



 Riāz Hussain



 Ahmad Mahmoud



 Khalil Shaikh