

**BY-LAWS OF  
THE ISLAMIC SOCIETY OF GREATER ST. LOUIS, INC.**

ARTICLE I

Name

The name of the organization, incorporated pursuant to the Missouri Nonprofit Corporation Act (the “Act”), is “The Islamic Society of Greater St. Louis, Inc.” (the “Corporation”).

ARTICLE II

Purpose

The Islamic Society of Greater St. Louis, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Through the development of a coalition of individuals, families, local agencies, organizations and institutions to serve the general welfare, health, religious, educational and other social needs of our community, The Islamic Society of Greater St. Louis, Inc. is dedicated to improving the quality of life of community residents and assuring the access of those residents to available resources and services.

ARTICLE III

Non-Profit Status

The Board of Directors shall conduct all corporate acts in accordance with the Act, as amended, and with all state and federal laws and regulations which may be necessary to obtain tax-exempt status under applicable state and federal law. The By-Laws shall be maintained at the Corporation's principle office in Missouri and as otherwise required by the Act.

The Corporation shall fully comply with all applicable anti-discrimination laws, rules, and regulations. In particular, it shall not discriminate on the basis of race, color, sex, national or ethnic origin, or age in its education policies, admission policies, scholarship and loan programs, other school administered programs, or the provision of any rights or privileges to students, faculty, or employees.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for

services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Upon the dissolution of the Corporation, after paying or making provisions for the payment of all of the liabilities of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation 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. In no event shall assets be directly or indirectly distributed to, or inure to the benefit of any member, former member, director, former director, officer, or former officer of the Corporation.

#### ARTICLE IV

##### Office

The principal office of the Corporation in the State of Missouri shall be located in St. Louis County, Missouri. The Registered Office of the Corporation required by the Act to be maintained in the State of Missouri may be, but need not be, identical with the principal office in the State of Missouri, and the address of either office may be changed from time to time by the Board of Directors.

#### ARTICLE V

##### Members

###### *Section 1. Members and Eligibility for Membership*

The Corporation shall have members. Application for membership shall be open to any person, business or company that supports the purpose statement in Article II. Membership shall be granted, upon a majority vote of the Board of Directors, to any applicant who meets any of the following criteria:

- a. Resides in St. Louis County, Missouri, or any contiguous county thereof, in Missouri or in Illinois; and/or
- b. Is employed by or volunteers with a community-based agency or organization or institution as defined in Article II (purpose), and qualified in Article V, Section 2 (Affiliative Eligibility); and/or

- c. Is employed by an agency or locations outside the community that provides a significant level of services to local residents in those areas defined in Article II (purpose) and qualified in Article V, Section 2 (Affiliative Eligibility).

### *Section 2. Affiliative Eligibility*

Entities with which affiliation make an individual eligible for membership must meet the following criteria:

- a. All services must be provided on a non-discriminatory basis.
- b. The entity must provide services with the goal of improving the quality of life for residents in the areas of welfare, health, education and other social services.
- c. The entity must have an active presence in the community, either in the form of an established office or meeting place, or the regular presence of a representative working in the community.

### *Section 3. Institutional Membership*

Any agency, organization or institution which meet the criteria outlined in Article V, Section 2, may join as an institutional member, entitled to a single vote.

### *Section 4. Membership Dues*

Annual dues shall be assessed, payable at the beginning of the calendar year or at the time membership is sought. The amount required for annual dues shall be twenty dollars (\$20.00) per individual or one hundred dollars (\$100.00) per institution, unless changed by a majority vote of the members at an annual meeting of the full membership.

### *Section 5. Termination of Membership*

Membership may be terminated voluntarily by the member, by filing a written notice of resignation with the Secretary, or by the Corporation under the following conditions:

- a. Nonpayment of annual dues; and/or
- b. Failure of the member to attend meetings for a period of nine calendar months; and/or
- c. By a majority vote of the membership; and/or
- d. Just cause.

### *Section 6. Non-Voting Membership*

The Board of Directors shall have the authority to establish and define non-voting categories of membership.

## ARTICLE VI

### Meetings of Members

#### *Section 1. Regular Meetings*

Regular meetings of the members shall be held quarterly, at a time and place designated by the President.

#### *Section 2. Annual Meetings*

An annual meeting of the members shall take place at 7:00 PM on the first Sunday in June of each year, commencing in 2012, if not a legal holiday, and if a legal holiday then the next succeeding Sunday not a legal holiday, or at such other time as so designated by the Board of Directors, at the principal office of the Corporation or elsewhere in the United States as designated by the Board of Directors. At the annual meeting the members shall elect directors, receive reports on the activities of the Corporation, and determine the direction of the Corporation for the coming year.

#### *Section 3. Special Meetings*

Special meetings of the members may be called by the President or a simple majority of the Board of Directors. A petition signed by five percent of voting members may also call a special meeting.

#### *Section 4. Notice of Meetings*

Notice of each meeting shall be given to each voting member by regular U. S. Mail, or by electronic mail, if an electronic mail address has been provided by the member, not less than two weeks prior to the meeting.

#### *Section 5. Quorum*

The presence in person or by proxy of twenty percent (20%) of the members of the Corporation entitled to vote thereat shall constitute a quorum at all meetings of the members, except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called. Unless one-third or more of

the members of the Corporation entitled to vote is present in person or by proxy, the only matters that may be voted upon at an annual or regular meeting of members are those matters that are described in the meeting notice.

*Section 6. Conduct of Meetings*

Meetings of members shall be presided over by the President of the Corporation or, if the President is not present, by a Vice President, or, if none of said officers is present, by a chairman to be elected at the meeting. The Secretary of the Corporation, or if he is not present, any Assistant Secretary shall act as secretary of such meetings; in the absence of the Secretary and any Assistant Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

*Section 7. Voting and Proxy*

All issues to be voted on shall be decided by a simple majority of those present at a valid meeting, at which there is a quorum, in which the vote takes place. At all meetings of members, every member entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such member or his duly authorized attorney. An appointment of a proxy shall be effective when received by the Secretary or other officer or agent authorized to tabulate votes and shall be valid for eleven months unless a different period is expressly provided in the appointment form, but no proxy shall be valid for more than three years from the date of the appointment's execution. An appointment of a proxy shall be revocable by the member. The death or incapacity of the member appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of the death or incapacity is received by the Secretary or other officer or agent authorized to tabulate votes before the proxy exercises authority under the appointment. Appointment of a proxy is revoked by the person appointing the proxy attending any meeting and voting in person, or signing and delivering to the Secretary or other officer or agent authorized to tabulate proxy votes either a written statement that the appointment of the proxy is revoked or a subsequent appointment form.

## ARTICLE VII

### Board of Directors

*Section 1. Role, Size, and Compensation of the Board of Directors*

The Board of Directors is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The Board of Directors shall have eight members unless changed by a majority vote of the members at an annual meeting of the full membership. The Board of Directors receives no compensation other than reasonable expenses approved by resolution of the board.

## *Section 2. Qualifications of Directors*

Each director shall be a natural person and a member in good standing of the Corporation.

## *Section 3. Terms*

All directors shall serve two-year terms. There are no restrictions on the number of terms, consecutive or otherwise, that a director may serve.

## *Section 4. Regular Meetings*

The Board of Directors shall meet at least quarterly, at a time and place designated by the President. An annual meeting of the Board of Directors shall be held immediately following the annual members' meeting at which a Board of Directors is elected.

## *Section 5. Special Meetings*

Special meetings of the Board of Directors shall be called upon the request of the President, or one-third of the board.

## *Section 6. Notice of Meetings*

An official board meeting requires that each board member have notice at least two weeks in advance, either by regular U. S. Mail, or by electronic mail, if an electronic mail address has been provided by the director.

## *Section 7. Board Elections*

New directors and current directors shall be elected or re-elected by the members at the annual meeting in odd-numbered years. Directors will be elected by a simple majority of members present at the annual meeting.

## *Section 8. Election Procedures*

A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the Corporation's diverse constituency. In addition, any member may nominate a candidate to the slate of nominees. All members will be entitled to vote for each candidate, for up to eight available positions each year.

## *Section 9. Quorum*

The presence in person or by proxy of a majority of the Directors of the Corporation entitled to vote thereat shall constitute a quorum at all meetings of the Board of Directors, except as otherwise provided by law, by the Articles of Incorporation or by these By-Laws. If less than a quorum shall be in attendance at the time for which the meeting shall

have been called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

*Section 10. Manner of Acting*

The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

*Section 11. Action Without a Meeting*

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors.

*Section 12. Resignation, Removal and Absences*

A director may resign at any time by delivering written notice to the Board of Directors, its presiding officer or to the President or Secretary. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the board provides that the successor does not take office until the effective date.

A director may be removed from the board, by vote of a majority of the directors, if the director has more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a majority vote of the members at a member meeting at which a quorum is present, provided that the meeting was called for the purpose of removing the director and that the meeting notice states that the purpose, or one of the purposes, of the meeting is removal of the director.

*Section 13. Vacancies*

When a vacancy on the board exists mid-term, the Secretary must receive nominations for new members from present board members three weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

## ARTICLE VIII

### Committees

#### *Section 1. Committee Formation*

The Board of Directors, upon a vote of the majority of the directors present at which there is a quorum, may create committees as needed, such as fundraising, housing, public relations, data collection or special projects, and appoint directors and members to serve on them. Each committee shall have two or more directors, one of whom acts as a chairperson, who serve at the pleasure of the board. The President of the Corporation shall be an ex-officio member of all committees.

#### *Section 2. Committee Meetings*

Meetings of each committee may be called by its chairperson or by the chairperson of the Corporation upon five days notice to the members of the committee in the same manner as notice to members is provided for in Article VI. Committees shall meet as often as is necessary to conduct their business.

#### *Section 3. Committee Actions*

All committees shall keep brief minutes of committee meetings and submit a summary of the minutes at regular board meetings. The action of a majority of the members present and voting at a committee meeting shall be the action of the committee.

#### *Section 4. Prohibited Committee Actions*

A committee may not:

- a. Authorize distributions to members, directors, officers, agents or employees except in exchange for value received;
- b. Approve or recommend to members dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
- c. Elect, appoint or remove directors or fill vacancies on the Board of Directors or on any of its committees; or
- d. Adopt, amend or repeal the articles or By-Laws.

## ARTICLE IX

### Officers

#### *Section 1. Number*

The officers of the Corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. The President shall be a director and the other officers may, but need not be, directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

#### *Section 2. Election and Term of Office*

The officers of the Corporation shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

#### *Section 3. Removal*

Any officer may be removed by action of the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

#### *Section 4. Vacancies*

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

#### *Section 5. President*

The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation. He or she shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or

executed; and in general shall perform all the duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

*Section 6. The Vice Presidents*

In the absence of the President or in the event of his or her death, disability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

*Section 7. The Secretary*

The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation, if any; (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

*Section 8. The Treasurer*

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these By-Laws; and (c) in general perform all of the duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

*Section 9. Assistant Secretaries and Assistant Treasurers*

The assistant treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

*Section 10. Compensation*

The officers receive no compensation other than reasonable expenses approved by resolution of the Board of Directors.

## ARTICLE X

### Indemnity

The Corporation shall indemnify any director or officer or former director or officer of the Corporation against all expenses actually and reasonably incurred by him in connection with the settlement or defense of any action, suit or proceeding, civil or criminal, in which he or she is involved or made a party by reason of being or having been such director or officer. This indemnity, however, shall not extend to matters as to which such person shall be adjudged in such action, suit or proceeding, civil or criminal, to be liable for negligence or misconduct in performance of duty to the Corporation. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

## ARTICLE XI

### Contracts, Loans, Checks and Deposits

#### *Section 1. Contracts*

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. The Board of Directors may pass resolutions from time to time which limit the authority of persons to act on behalf of the Corporation.

#### *Section 2. Loans*

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instance.

#### *Section 3. Checks, Drafts, etc.*

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

*Section 4. Deposits*

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE XII

Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

ARTICLE XIII

Waiver of Notice

Whenever any notice is required to be given to any director or member of the Corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of the Act, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV

Amendment of By-Laws

*Section 1. General Amendment Powers of the Corporation*

The Corporation shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may from time to time make additional By-Laws, subject to the Act and the restrictions and required approvals contained herein. However, the Corporation shall make no amendments which contradict or frustrate the purpose set forth in Article II hereof, nor jeopardize the Corporations Non-Profit Status as set forth in Article III hereof.

*Section 2. Proposal and Approval of Amendments*

Any director(s) may propose an amendment to these By-Laws at any time. The director(s) proposing the amendment shall provide a copy or summary of the amendment to each board member and notice in writing that the amendment will be presented for vote at the next regular meeting of the board, provided that the notice has been sent at least two weeks prior to the regular meeting, or at a special meeting of the board. The

notice must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment.

If the board, by affirmative vote of a majority of the directors in office at the time, resolves to adopt the amendment, the board's resolution proposing the amendment shall be presented to the members for a vote. The amendment shall be adopted by the Corporation if it is then approved by affirmative vote of the members by two-thirds of the votes cast or a majority of the voting power, whichever is less.

*Section 3. Member Approval of Amendment by Meeting; Notice*

If the Board of Directors or the members seek to have the amendment approved by the members at a membership meeting, the Corporation shall give notice to its members of the proposed membership meeting in writing in accordance with Article VI, Section 4 hereof. The notice must also state that the purpose, or one of the purposes, of the meeting is to consider the proposed amendment and contain or be accompanied by a copy or summary of the amendment.

*Section 4. Member Approval of Amendment by Written Consent or Ballot*

If the board or the members seek to have the amendment approved by the members by written consent or written ballot, the material soliciting the approval shall contain or be accompanied by a copy or summary of the amendment.

*Section 5. Amendment Terminating Members*

For any amendment to the By-Laws which would terminate all members or redeem or cancel all memberships:

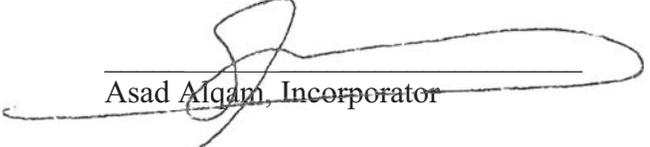
- a. Before adopting a resolution proposing such an amendment, the Board of Directors shall give notice of the general nature of the amendment to the members.
- b. After adopting a resolution proposing such an amendment, the notice to members proposing such amendment shall include one statement of up to five hundred words opposing the proposed amendment if such statement is submitted by any five members or members having three percent or more of the voting power, whichever is less, not later than twenty days after the board has voted to submit such amendment to the members for their approval. The production and mailing costs shall be paid by the requesting members.
- c. Any such amendment shall require approval by the members by two-thirds of the votes cast.

ARTICLE XV

Corporate Seal

The corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Missouri." Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Secretary of the Corporation or of an Assistant Secretary nominated by the Secretary.

The undersigned certifies that the foregoing By-Laws were duly adopted this 9<sup>th</sup> day of May, 2011.

  
Asad Alqam, Incorporator