



**BYLAWS OF  
THE ISLAMIC CIRCLE OF MERCER COUNTY  
(ICMC)**

336 Lawrence Station Road, Lawrenceville, NJ 08648

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***Approved By:***  
**ICMC Shura (Board of Directors)**  
**and Members**  
**Sep 8th, 2024**



# BYLAWS OF The Islamic Circle of Mercer County (ICMC)



## VISION

*And hold firmly to the rope of Allah all together and do not become divided. [Aali Imran: 103]*

*Let there be a community among you that calls for what is good, urges what is right, and forbids what is wrong and those will be the successful. [Aali Imran: 104]*

*And cooperate in righteousness and piety, but do not cooperate in sin and aggression. [Almaidah: 2]*

*O you who believe! Be upright to God, witnessing with justice; and let not the hatred of a certain people prevent you from acting justly. Adhere to justice, for that is nearer to piety; and fear God. God is informed of what you do. [Almaidah: 8]*

*Only those who believe in Allah and the Last Day and establish prayer and give zakah and fear none but Allah, maintain the mosques of Allah, and those are likely to reach the goal. [At-Tawbah: 18]*

## MISSION

We shall strive to achieve the vision as prescribed in the *Quran* to serve the Muslim community with integrity, promote unity among Muslims and adhere to justice for all people.

## PREAMBLE

These amended and restated Bylaws are adopted by the Majlis Ash-Shura (hereinafter interchangeably referred to as either "ICMC Shura", "Shura", or "Board of Directors") and members ("General Assembly") of the Islamic Circle of Mercer County (hereinafter referred to as "ICMC"), a non-profit religious organization, this 8th day of September, 2024 to carry out the specific and primary purposes of this organization as set forth in its articles of incorporation and these Bylaws, which are to maintain and operate a religious corporation and to promote the religious principles of Islam as set forth by the *Quran* and *Sunnah* (teachings, sayings and actions of Prophet Muhammad, صلى الله عليه وسلم). These Bylaws supersede and completely replace all previous Bylaws in place at ICMC. Any conflicts between these Bylaws and any other governing document of ICMC shall be construed in favor of these Bylaws.

## Article I. NAME, DURATION AND LOCATION

### Section 1.01 Official name



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The official name of the organization referred to in these Bylaws is the Islamic Circle of Mercer County (“ICMC”), a New Jersey nonprofit corporation incorporated on May 4, 2000 under the laws of the State of New Jersey.

### **Section 1.02 Duration**

The existence of ICMC shall be perpetual. However, if the situation arises which makes the dissolution of ICMC inevitable, its Majlis Ash-Shura (“Board of Directors” or “Shura”) and the ICMC General Assembly, as hereinafter constituted may dissolve it. Approval of the dissolution shall require 80% majority vote of the Voting Members including Shura members present at the meeting at the time of voting, called for that purpose.

### **Section 1.03 Location**

The principal office of ICMC shall be located and maintained at 336 Lawrence Station Road, Lawrenceville, NJ 08648.

## **Article II. NATURE**

### **Section 2.01**

ICMC shall be a non-profit, religious organization. ICMC shall be run and its activities shall be conducted in accordance with the teachings of the *Qur’an* and *Sunnah*. No Article in these Bylaws shall be in contradiction with the *Qur’an* and authentic *Sunnah* of Prophet Muhammad (صلى الله عليه وسلم).

## **Article III. PURPOSES AND OBJECTIVES**

The purposes and objectives of ICMC are intended for the furtherance, and not limitation of the powers conferred upon ICMC by law. The mention of any particular purpose and objective is not meant, in any manner to limit or restrict any of the powers of ICMC, other than prohibited by law, Islamic principles, or ICMC Bylaws.

### **Section 3.01 General Purpose and Objective**

The purposes of ICMC shall be limited to religious, educational, and charitable activities in compliance with 501(c)(3) of the Internal Revenue Code, as amended.

### **Section 3.02 Specific Purposes and Objectives**

The purpose of ICMC is to please ALLAH (عَزَّ وَجَلَّ) by obeying His commands. Toward this end the specific purposes and objectives of ICMC shall include, but not limited to, the following:

- (a) Arrange and hold congregational prayers; establish and maintain Islamic centers; undertake and engage in religious, charitable, educational and cultural activities to foster diversity, inclusion, faith, equality, justice, love, respect, and mutual help in accordance with Islamic teachings.



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- (b) Conduct, sponsor, and/or participate in Islamic religious services to support the needs of Muslims, which include, but not limited to, the five daily prayers, Friday prayers, nightly prayers in Ramadan, Eid prayers, funeral prayers, marriage services, counseling, celebration of Eids, Interfaith services and initiatives, and other Islamic activities.
- (c) Conduct Islamic religious classes for all age groups to help them develop and understand Islamic faith through, but not limited to, teaching the *Qur'an*, the life history of Prophet Muhammad (صلى الله عليه وسلم) and other prophets, and educating the community on what is permissible and what is prohibited in Islam.
- (d) Promote unity and cooperation among Muslims and strive to make Islamic teachings known to Muslims and interested non-Muslims through religious, educational, social and other activities in accordance with the best traditions of Islam.
- (e) Promote friendly relations, understanding, mutual respect and better relations between Muslims and non-Muslims and present Islam to non-Muslims as it really is to eliminate misunderstanding and misconceptions about Islam and Muslims.
- (f) Arrange welfare programs including Zakat and other charitable distributions to help individuals and communities.
- (g) Strive to create a welcoming environment and accommodate families including children as well as single adults in its facilities for lawful activities permissible in Islam.
- (h) Ensure that every member of the Muslim community (women, men, youth, and children) have the opportunity to participate in all relevant ICMC activities, and that have the ability to interact with the Imam/Speaker, whenever possible, as appropriate and within the bounds of Islamic, social and legal norms and constraints.
- (i) Respect diversity and be inclusive of different schools of Islamic Jurisprudence, regardless of the jurisprudence practiced by the official Imam of ICMC at the time.
- (j) Endeavor that everyone, regardless of his/her level of knowledge and practicing of Islam, feels welcome and is given the opportunity to grow spiritually and enhance the practice of Islam in his/her daily life. ICMC will not permit any lectures or sermons or other activity that promotes hatred or bigotry directed to any person or people.

### **Section 3.03 Powers**

ICMC is organized, and shall be operated, exclusively for charitable purposes in the United States within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the IRS Code, as amended from time to time. ICMC shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization, and shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code, or carried on by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

In accordance with and subject to the foregoing sections, ICMC shall have the following powers,



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compliant with the teachings of Islam and local and federal laws:

- (a) Cooperate with other Islamic organizations and engage in such other lawful activities as may be permissible and desirable or required to fulfill the purposes and objectives of ICMC.
- (b) Receive and maintain a fund or funds of real and/or personal property, Islamically allowed invested stocks or shares and use and apply the whole or any part of such funds or the income therefrom and the principal thereof for the purposes set forth in these Bylaws. The Shura may accept on behalf of ICMC any legal contribution and/or donation to ICMC in any form and from any source that is consistent with the purposes of the ICMC and is within the principles of Islam.
- (c) Purchase, acquire, own, lease, hold in trust, mortgage, exchange, use, operate, sell, convey, or dispose of any real estate or mixed property of all kinds as may be necessary for the purposes of ICMC.
- (d) Borrow money and secure the repayment of monies borrowed for any purposes of ICMC.
- (e) Do everything necessary, suitable, and proper either alone or in association with other organizations, firms, or individuals for the accomplishment of any of the purposes outlined in these Bylaws or in furtherance of any of the powers set forth herein, or acts rising from or connected with the purposes of ICMC, provided that such activities are not inconsistent with the laws under which this organization is established and are permissible in Islam.

### **Section 3.04 Limitations on Powers**

- (a) No part of the net earnings or assets of ICMC shall inure to the benefit of or be distributable to its members, the members of the Board of Directors, officers, other private individuals, or for-profit organizations except that ICMC shall be authorized and empowered to pay reasonable compensation for services or make payments and distributions in furtherance of the purposes set forth in Article III hereof.
- (b) No substantial part of the activities of ICMC shall be the carrying out of propaganda or otherwise attempting to influence legislation except as otherwise provided by Section 501(h) of the Internal Revenue Code of 1986. This non-profit corporation shall not participate in, nor intervene in any political campaign on behalf of or in opposition to any candidate for public office, except as otherwise provided by Section 501(h) of the IRS Code.
- (c) ICMC shall not deal with any form of usury (interest). No part of the earnings, assets, bank accounts, loans, or debts of ICMC shall carry interest.
- (d) Notwithstanding any other provision of these articles, ICMC shall not carry on any other activities not permitted to be carried on by
  - 1) a corporation exempt from federal tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
  - 2) a corporation to which contributions are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.



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## Article IV. ORGANIZATION AND MEMBERSHIP

### Section 4.01 Organization

The structure of the ICMC shall consist of the Members (the General Assembly), the Majlis Ash-Shura (also known as the Board of Directors or Shura), committees (ex. Women’s Committee), staff and volunteers. Voting Members shall nominate eligible individuals for selection to the Board of Directors in accordance with the ICMC Shura selection process. The General Assembly shall consist of all members of ICMC who would have been formally approved as a member through a membership application and paid all the applicable dues.

The Board of Directors shall be the highest governing authority of ICMC, provide strategic guidance, ensure the financial viability of ICMC and shall appoint and oversee the officers and other staff. The day-to-day activities of ICMC shall be managed by the Officers.

### Section 4.02 Membership

- (a) A person desiring to become a member of ICMC shall fill out and sign the membership application form, subject to approval by ICMC Shura, and pay all dues as set by the ICMC Shura. If approved, membership is valid through the end of that calendar year, subject to renewal for next year if the membership was approved prior to November of that year. If approval of membership was obtained after November, membership will be valid through the end of next year.
- (b) Upon expiration, a membership should be renewed within three months by paying the membership dues.
- (c) The ICMC Shura may deny, suspend or terminate any membership. The ICMC Shura must notify the membership applicant, issue notice of suspension or termination to the subject member in writing and announce such action at a regular ICMC Shura meeting.
- (d) Membership is not transferable.

### Section 4.03 Membership Categories

- (a) **Member:** A “Member” shall be defined as any Muslim resident of Mercer County or any county that shares a border with Mercer County (including Bucks County, PA), formally approved by the ICMC Shura as a member, who has paid membership dues for the current calendar year.
- (b) **Voting Member:** A Member shall qualify as a “Voting Member” to be able to nominate or be nominated for an office filled through ICMC nomination and selection process. A Voting Member shall be defined as (a) any Member identified by the Shura as of the date of the adoption of these Bylaws as a Voting Member on a list kept by the Shura in its official records, or (b) any Member who has been a member for the last calendar year and the current year who is in good standing. A Voting Member is eligible to vote in any elections for the current year and also eligible to be nominated to the Shura through the ICMC nomination and selection process, only if such Member would qualify as a Voting Member by April 1st of the given calendar year.



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### Section 4.04 Non-Members

Any Muslim who endeavors to practice Islam and accepts to respect the sanctity of ICMC as it is also a Masjid can come to ICMC for daily congregational prayers and/or other Islamic activities. Towards these ends, he or she does not have to become a member of ICMC.

Non-members are welcome to attend prayers and benefit from services provided by ICMC subject to its policies and guidelines. Non-members will have no voting rights and may not have access to meetings or events limited to Members.

### Section 4.05 Membership Eligibility Criteria

To be a member of ICMC (a “Member”), an individual must:

- (a) Self-identify as a Muslim including a declaration of the following:
  - 1) Declaring that there is no God but Allah (عَزَّ وَجَلَّ).
  - 2) Declaring that Muhammad (صَلَّى اللهُ عَلَيْهِ وَسَلَّمَ) is Allah’s Messenger and is the last and final Prophet.
  - 3) Unequivocally believing that Allah (God) begets not, nor was He begotten.
  - 4) Declaring faith pertaining to the six pillars of Iman (faith)
  - 5) Abiding by the five pillars of Islam
  - 6) Unconditionally respecting and recognizing all the companions of Prophet Muhammad (صَلَّى اللهُ عَلَيْهِ وَسَلَّمَ) and the Khulafa-e-Rashideen.
- (b) Have reached the age of 18 or older;
- (c) Agree with the purposes and objectives of ICMC;
- (d) Have been formally approved as a member through a membership application and paid all the applicable dues; and
- (e) Resides within the surrounding areas of ICMC as shall be defined by the Shura from time to time.

### Section 4.06 Membership Rights and Responsibilities

- (a) Nominate and elect members to serve on the Shura, subject to qualification to nominate or being nominated;
- (b) Provide feedback to the Shura;
- (c) Participate in the activities of the ICMC;
- (d) Invite new members who fall within the membership criteria;
- (e) Abstain from activities that conflict with the Purpose and Objectives of the ICMC; and
- (f) Ratify amendments to the Bylaws by a simple majority.

### Section 4.07 Membership Dues

Membership fees shall be set and reviewed from time to time by the Shura. The membership year is based on the calendar year, from January 1st to December 31st.



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### **Section 4.08 Suspension of Membership**

Any member may be suspended for any amount of time upon the recommendation of any ICMC Shura member subject to the majority vote of the ICMC Shura for:

- (a) Behavior disapproved by the *Qur'an*.
- (b) Noncompliance with the ICMC Bylaws.
- (c) Engagement in activities that is detrimental to the reputation of ICMC or put ICMC at odds with Law and Order.
- (d) Engaging in activities that conflict with the Purpose and Objectives of the ICMC.

The Shura will convene within three (3) months of the suspension to decide by a majority vote whether to continue the suspension, terminate or reinstate membership. After determining to its satisfaction according to such terms and conditions as deemed appropriate by the Shura, the Shura may reinstate or terminate a member who has been suspended. The Shura shall inform the subject member of its decision within one week of such decision.

### **Section 4.09 Termination of Membership**

Membership in ICMC shall cease upon one of the following events by a majority vote of the Shura:

- (a) Withdrawal from membership by the member
- (b) Suspension that ends up in termination of membership
- (c) Failure to renew membership within one year after the end of the year for which the membership was valid. However, timely membership renewal is required to be able to nominate or be nominated for an office filled through ICMC nomination and selection process; or
- (d) Any Member may resign at any time by giving written notice to the ICMC Shura.

### **Section 4.10 Appeal**

An applicant whose membership application has been denied or the member who has been suspended or terminated may appeal to the Shura in writing within two weeks of being notified. Within three (3) months of receiving the appeal, the Shura shall take another vote to decide on the appeal. A majority vote of the Shura shall decide the outcome.

- (a) A suspended or terminated member shall not vote, nominate or be nominated for an office filled through ICMC nomination and selection process until reinstated and qualified to vote for that office.
- (b) Upon reinstatement of suspension or termination, the membership will remain as continuous subject to the condition of a Member becoming a Voting member.
- (c) ICMC shall not refund the membership dues to any member who is either suspended or terminated. However, upon reinstatement, the membership dues already paid by the member will cover the remaining duration of annual membership.

### **Section 4.11 Meetings**





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### **(a) General Assembly Meeting**

- 1) All Members are expected to participate in an annual meeting of the membership, known as the “General Assembly Meeting” in which the Majlis Ash-Shura will be updating the Members on the state of the ICMC. Attendees may attend this meeting in-person or virtually if virtual attendance is accommodated for at the discretion of the Shura.
- 2) The Ameer, the Shura by a majority vote, or the Members by 1/3 of the Voting Members may call a special for-cause meeting of ICMC Members by submitting a written request to the Shura. This meeting must be held within thirty (30) days of the request.
- 3) A written notice of each regular or special General Assembly Meeting shall be posted at ICMC notice board for communication to the members to inform them of the meeting. Notice of a meeting, stating the purpose, place and time of the meeting, shall be given at least two (2) weeks prior to its designated date.
- 4) The Ameer or designee shall preside over the General Assembly Meeting.
- 5) Twenty percent (20%) of the Voting Members including at least 2/3 of the Shura shall constitute a quorum for the General Assembly Meeting. Attendees of the meeting shall sign the attendance sheet provided by the Shura.
- 6) For matters requiring voting, only Voting Members on the attendance sheet, either present in person or virtually at the time of voting shall have the voting power on all matters considered at the subject regular and special meetings. The decision on the subject issue must be based on a majority vote of the Voting Members, however, the Shura has the power to overrule the majority decision of the Voting Members with written justification and at least 2/3 majority of the Shura.
- 7) In the event the quorum is not met for the General Assembly Meeting, the Shura for any action other than amending the Bylaws or articles of incorporation may decide by majority vote of the Shura members present at the meeting, in person or virtually at the time of the voting, to proceed with the General Assembly Meeting and may allow voting on matters requiring voting by the Voting Members on the attendance sheet, present at the time of the vote in person or virtually at the time of voting.
- 8) The Shura may remove any attendee from the ICMC regular or special meetings for disruptive behavior, lack of civility, or any behavior in violation of the of ICMC Bylaws.
- 9) In order to keep the affairs of ICMC running during emergency situation like a pandemic, social/political upheaval, threat to the ICMC community, the ICMC office/position holders, or the ICMC property, Law and Order situation, gathering restricted, prohibited, or discouraged by the government, declaration of a state of emergency (or similar declaration) by Federal or state government, natural or man-



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made disaster or other emergency situation when the General Assembly Meeting cannot safely or legally assemble in person, the Shura can conduct its meetings in-person or by electronic or other remote access means as reasonably necessary at or from a location of their choice to make decision on matters that would otherwise require a General Assembly Meeting, including bylaws amendments, creating, approving and adopting emergency bylaws, and other matters of voting. However, a majority vote of the Shura members is required to allow the Shura to decide on such matter.

- 10) Any such decision during an emergency event that requires the Members' voting shall be subject to ratification by the Voting Members at the first regular meeting of the Members held after the emergency situation has ended. Such in-person meeting of the Members shall be scheduled by the Shura when the Shura deems in-person meeting of the Members as safe.
- 11) At all meetings each Voting Member shall be entitled to one vote.

### **(b) Majlis Ash-Shura Meetings**

- 1) The Majlis Ash-Shura shall meet at least quarterly at such locations and at such times and dates as the Board may determine appropriate to address matters, such as approve programs, address issues, plan budget and discuss other matters that may come before the Shura.
- 2) The Ameer may call emergency Shura meetings in addition to the regular monthly meetings whenever he deems such Shura meeting necessary.
- 3) A special Shura meeting may also be called at the request of at least 1/3 of the Shura members.
- 4) A special meeting of the Shura may be called by petition signed by ten percent (10%) of all Members.
  - (i) A special (non-emergency) meeting shall be called within a week after a written request for such meeting is made to the Ameer.
  - (ii) A special (emergency) meeting can be called by the Ameer as soon as possible.
- 5) The Shura may invite at the discretion of the Ameer or a request by at least 2/3 of the Shura members anyone to any Shura meeting for seeking opinion on matters being discussed in the Shura meeting.
- 6) Unless specifically required otherwise by the Bylaws, decision in the Majlis Ash-Shura meeting shall be reached by simple majority vote of the Shura members attending the meeting. In case of a tie, the Ameer will decide the outcome.
- 7) Any Shura member may attend any Shura meetings in-person or electronically using remote access means as reasonably necessary such as phone or computer using online tools (ex. Zoom), unless in-person attendance is required. Participation by



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such means shall constitute presence in person at a meeting.

### **Article V. MAJLIS ASH-SHURA**

#### **Section 5.01 Powers and Duties**

Subject to the Articles of Incorporation, these Bylaws, and applicable Federal, State, and local laws, administration, activities, and properties of ICMC shall be managed and controlled by, and the powers of the organization shall be vested in and exercised by the Majlis Ash-Shura or under the direction of the Majlis Ash-Shura. The Shura may delegate management of various activities to any person or persons provided that the corporate powers shall be exercised under the direction of the Shura. No member of the Shura, officer, imam, member, council, employee of ICMC is empowered to act as a legal agent of ICMC without the prior written authorization of the Shura.

Members of the Shura and of the ICMC committees shall receive no financial remuneration from ICMC for discharging their duties and responsibilities, individually or collectively. However, the Shura is empowered to pay certain financial remunerations in terms of regular salaries or specific payments for persons assigned to undertake certain duties which are deemed necessary to achieve the ICMC purposes and objectives.

In addition to the powers enumerated in these Bylaws, the Shura shall have, but not limited to, the following powers:

- (a)** Call regular and special meetings and approve all items to be presented at the General Assembly meetings.
- (b)** Adopt or modify, and implement rules and regulations for ICMC to conform to Islamic principles and conduct its business.
- (c)** Propose Amendment to Articles of Incorporation and/or Bylaws of ICMC.
- (d)** Determine, establish, and maintain policies of ICMC.
- (e)** Delegate the responsibility and authority as shall be deemed advisable, insofar as such delegation of authority is not inconsistent with the Articles of Incorporation or the Bylaws of ICMC or with any applicable laws.
- (f)** Manage, supervise, and control the business, property, and affairs of ICMC.
- (g)** Close, or restrict access to any ICMC property or limit the number of attendees, visitors, worshippers, etc., until further notice in emergency situation like a pandemic, social/political upheaval, threat to the ICMC community, the ICMC office/position holders or the ICMC property, Law and Order situation, declaration of a state of emergency (or similar declaration) by Federal or state government, natural or man-made disaster or other emergency situation when the attendees, visitors, worshippers, etc., cannot safely or legally assemble at the subject location or such gathering is , restricted, limited, or prohibited by the government.



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- (h) Approve financial transactions including borrowing, lending, investing, and disbursements of ICMC funds for and on behalf of ICMC.
- (i) Approve or disapprove any financial transactions relating to ICMC's real estate and other assets.
- (j) Review, amend or approve annual budget.
- (k) Provide guidance for the execution and development of long-range plans for ICMC.
- (l) Appoint Imam, other employees, or agents as needed to accomplish ICMC's objectives and purposes and decide salaries and other compensation.
- (m) Terminate from office any employee/contractor of ICMC.
- (n) Appoint or terminate any committee of ICMC.
  - 1) The Shura may elect or appoint any number of committees which shall include at least one member of the Shura unless such requirement is exempted by a majority decision of the Shura.
  - 2) One person including any Shura member can be a member of multiple committees.
  - 3) The Shura may delegate to any such committee or committees any of their powers. Unless the Shura otherwise designates, committees shall conduct their affairs in the same manner as provided in these Bylaws for the Shura.
  - 4) The Shura may remove any member of the committee or terminate entirely any committee by a majority vote of the Shura members.
- (o) Promote better relations between Muslims and non-Muslims.

### **Section 5.02   Majlis Ash-Shura Membership**

The process of selection of ICMC Majlis Ash-Shura membership is outlined in the "Guidance for the Selection and Role Assignment of the Islamic Circle of Mercer County (ICMC) Shura Membership", hereinafter referred to as the "Guidance". There shall be a separate committee to represent the interests of Muslim women Members of ICMC (the "Women's Committee").

Criteria for the selection of Women's Committee are covered in Section 5.06.

- (a) Majlis Ash-Shura shall be composed of not less than five (5) nor more than nine (9) male members. Majlis Ash-Shura may change the number of Shura membership by amending these Bylaws. Reduction in the number of Shura members shall not shorten the term of office of any incumbent Shura member.
  - 1) To reduce the potential for frequent ties regarding a decision by the majority vote of the Shura members, the Majlis Ash-Shura shall be comprised of an odd number of Shura members. Any vacancy occurring in the effective Shura shall be filled in accordance with Section 5.06.
  - 2) At least 33% of the forthcoming ICMC Shura membership will be selected at the time of the Shura selection from the incumbent ICMC Shura, rounded to the nearest whole number, e.g., three (3) members of the incumbent ICMC Shura must remain part of a 9-member forthcoming ICMC Shura to maintain continuity.



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**Note:** If the required inclusion of 33% i.e., three (3) members of the incumbent ICMC Shura in a 9-member forthcoming ICMC Shura cannot be accomplished due to lack of the incumbent Shura members' willingness to remain in the ICMC Shura or any other personal reason, the remaining membership will be completed from the final list of nominees on the basis of selection order as outlined in the "Guidance", subject to the conditions of eligibility.

- (b) ICMC Majlis Ash-Shura shall serve for a term of three (3) consecutive years. The three-year term shall end by June 30 of the third year of the term. The Shura shall be renewed within April through June of the third year of the three (3) years term. A person appointed to the Shura will relinquish Shura membership at the end of the term of the existing Shura.
- (c) Voting members of ICMC General Assembly will nominate qualified individuals as potential member of the Majlis Ash-Shura.
- (d) Once membership of the Majlis Ash-Shura is finalized, Members of the new Shura will select and appoint the Ameer (President), Naib Ameer (Vice President), the Ameen (Secretary) and the Khazin (Treasurer) from the Shura members.
- (e) Any member of the Majlis Ash-Shura can serve as an Ameer of the Majlis Ash-Shura, if so selected, for no more than two consecutive terms with the possibility of being reappointed as an Ameer after at least one (1) term break.
- (f) Any Shura member may be removed from the office by a unanimous vote of all the remaining Shura members at a regular or special Shura meeting, for:
  - 1) Violation of the Articles of Incorporation and/or ICMC Bylaws.
  - 2) Having attended none of the Shura meetings in person or remotely over a period of one full calendar year.
  - 3) The Shura shall first provide at least six (6) weeks' notice to the member considered for removal. A statement of the underlying grievances against him shall be sent in a letter by certified or registered mail to the last known address of such Shura member. The member involved shall have the right to respond to these grievances within the period specified in the letter. Each remaining member of the Shura shall review any response independently. The remaining Shura members then shall assess the response and make a unanimous decision, always with the objective of advancing the best interests of ICMC.
- (g) Any Shura member may resign at any time by giving written notice to the Ameer of the Shura or designee. Such resignation shall take effect at the time specified in the Notice subject to the approval by the Ameer, or, if no time is specified, at the time negotiated by the Shura.
- (h) In the event that all Shura members resign, it shall be the obligation of the Ameer of the resigning Shura to initiate the Shura selection process in accordance with the Shura selection process within two (2) months of such resignation. The resigning Shura in



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consultation of Shura Selection Committee (*ref.: 5.04(b)*) shall determine the timeline deemed appropriate for such emergency situation. The existing Shura will remain in effect until selection of the new Shura is complete. Should the Ameer of the resigning Shura or in his absence, its deputy Ameer be incapacitated, unable, or refuse to conduct such elections, the resigning Shura, by a majority vote will designate one of its members to take that responsibility. However, should the majority of the Shura refuse to initiate the Shura selection process, the responsibility of conducting Shura selection shall transfer to the Chairperson of the Shura Selection Committee (*ref.: 5.04(b2)*), or Chairperson of the previous Shura Selection Committee if there is no current Chairperson of the Shura Selection Committee.

- (i) The ICMC Shura members shall not be liable for any acts or for any failure to act, when such acts are taken in good faith, notwithstanding the fact that ICMC Shura members shall not be relieved of their fiduciary obligations to ICMC for fraud, bad faith, or gross negligence.

### **Section 5.03 Majlis Ash-Shura Membership Eligibility**

- (a) Knowledgeable in the *Qur'an*, *Fiqh*, and *Sunnah* of the Prophet (صلى الله عليه وسلم) or seek advice and guidance from a recognized scholar in the *Qur'an*, *Fiqh*, and *Sunnah* of the Prophet (صلى الله عليه وسلم) in matters that he does not have clear knowledge of from Islamic perspective.
- (b) Ought to be regularly performing daily prayers at the Masjid as much as possible and regularly attending Jumu'ah (congregational Friday) prayers unless inhibited by circumstances.
- (c) Accepts prophet Muhammad (صلى الله عليه وسلم) as the last and final prophet and messenger of Allah (عز وجل).
- (d) Must be a Sunni Muslim and unconditionally respects and recognizes all the companions of prophet Muhammad (صلى الله عليه وسلم) and the Khulafa-e-Rashideen.
- (e) Respects others' opinion, respect fellow Muslims, and shows compassion towards others irrespective of color, ethnicity or language.
- (f) Willing to spend time in all community and religious activities sponsored, organized, or conducted by ICMC.
- (g) Shall be a Voting Member of ICMC, shall abide by these Bylaws and shall be willing to become a member of Majlis-ash-Shura.

### **Section 5.04 Nomination and selection of Majlis Ash-Shura**

- (a) Appointment to Majlis Ash-Shura is based solely on nomination by the ICMC General Assembly and not on election or self-promotion or declaration of candidacy. Nomination shall be carried out confidentially via a Nomination form.
- (b) The detailed process of selection of ICMC Majlis Ash-Shura membership is outlined in the "Guidance for the Selection and Role Assignment of the Islamic Circle of Mercer County (ICMC) Shura Membership".
- (c) The new Shura shall elect its Ameer in accordance with the "Guidance for the Selection and Role Assignment of the Islamic Circle of Mercer County (ICMC) Shura Membership".



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### **Section 5.05 Composition of the Majlis Ash-Shura (Shura)**

ICMC shall be managed by a Majlis Ash-Shura (Shura). The Shura will select from among the members of the Shura an Ameer/President, Naib Ameer/Vice President, Ameen/Secretary, and Khazin/Treasurer as office holders in the Shura (collectively, the President, Vice President, Secretary, and Treasurer are referred to as the “Officers”). The Ameer position will be filled through the nomination by the members of that Shura as outlined in the Guidance. Members of the Shura will not receive any remuneration for their service on the Shura. Each member of the Shura shall at all times be a Voting Member.

**(a) Ameer (President):** The Ameer shall:

- 1) Preside over all General Assembly and Shura meetings, unless prohibited by the circumstances or delegates the task of presiding over a meeting on ad hoc basis to another Shura member. However, the ad hoc designee will not become a permanent substitute for such task.
- 2) Be Responsible for the enforcement of ICMC’s Bylaws, rules and regulations.
- 3) Appropriate justifiably funds and control expenses of ICMC, subject to accountability and transparency.
- 4) Serve as the spokesperson for ICMC or designate someone to act as the spokesperson for ICMC.
- 5) Assist the Secretary of the Shura to prepare the Shura meeting agenda.
- 6) Approve or disapprove Ad Hoc committees and appoint their members with approval of the Shura.
- 7) Present the state of ICMC annually to the General Assembly meeting.
- 8) Carry out the duties of the Imam in his absence or delegate such responsibility at his discretion.
- 9) Act as a treasurer If the treasurer is absent.
- 10) Unless prohibited by law, Islamic principles, or ICMC Bylaws, make decisions on behalf of the Shura in situations where Shura cannot meet to make such decisions. These decisions need to be ratified in the next meeting of the Shura.
- 11) Ameer shall *have the authority to reject or accept any decision taken by any Shura member individually, and bring it to the Shura in the next meeting for final decision.*

**(b) Naib Ameer (Vice President):** The Naib Ameer shall:

- 1) Assist the Ameer with his duties.
- 2) Moderate discussion in meetings.
- 3) Assume all the duties and authority of the Ameer in Ameer’s absence as an Acting Ameer.
- 4) Temporarily assume the functions of the Ameer when requested as such by the



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Ameer.

- 5) Become *Interim* Ameer, if that position is vacated, *such as removal, resignation or demise*, until filled through the ICMC Ameer selection process.

**(c) Ameen (Secretary):** The Ameen shall:

- 1) In consultation with the Shura, prepare a tentative calendar of the regular General Assembly and Shura meeting for the entire year and distribute to the members of the Shura.
- 2) Prepare and send the Shura meeting's agenda for the upcoming meeting to the members of the Shura.
- 3) Maintain meeting minutes and all official records and documents of the ICMC.
- 4) Oversee publications and distribution of publications within or on behalf of ICMC.
- 5) Organize and execute or delegate all social activities of ICMC.
- 6) Initiate and maintain programs to help the newcomers to the community.
- 7) Conduct and arrange seminars to establish understanding of our faith and values with the consent of the Shura/Ameer.
- 8) Certify and maintain the General Assembly nomination and the Shura voting results.
- 9) Preside over the Shura meetings when both the Ameer and the Naib Ameer are absent.
- 10) Maintain and secure *up-to-date* list of ICMC members, Affiliates and other listed people interested in ICMC.
- 11) Work with the Election Committee to ensure that a list of members eligible to vote in elections and other matters of the General Assembly is posted on ICMC bulletin board at least 14 days before the event at which the voting will take place.
- 12) Keep ICMC registered in the state of New Jersey as a tax-exempt and non-profit organization.
- 13) Keep the seal of ICMC.

**(d) Khazin (Treasurer):** The Khazin shall:

- 1) Serve as the Chair of the Finance Committee, which may be made up of members of the Shura and non-Shura members of the General Assembly.
- 2) Keep complete and accurate financial records of ICMC, including but not limited to bank deposits and withdrawals, cash collection, bank statements, and financial accounting reports.
- 3) Coordinate and oversee all financial audits and report the financial status quarterly at Majlis Ash-Shura meetings.
- 4) Develop and establish controls, guidelines, and policies of the financial activities of ICMC, subject to review and approval by the Shura.





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- 5) Ensure financial policies are being adhered to and enforce corrective actions as needed.
- 6) Establish in consultation with the ICMC Shura the budgetary guidelines for operations, programs, and events.
- 7) Present plans and budgets needed for any expansion or remodeling of ICMC facilities.
- 8) Regularly assess budget variances and establish and enforce corrective actions to help keep ICMC within budgetary guidelines.
- 9) Prepare financial reports to be presented to the Shura at least once a year.
- 10) Prepare in January of each year a report of ICMC's financial position as of December 31 of the prior year. This is to be completed no later than January 31 of the current year.
- 11) Keep record of all dues, contributions, donations.
- 12) Oversee fundraising and preparation of reports of ICMC's financial operations to be presented at the General Assembly Meetings and fundraisings, as deemed necessary.
- 13) Oversee the filing of all financial forms and tax returns, as needed.
- 14) Process payroll for Staff and Contractors on a monthly basis and resolve any issues that may arise with the processing of payroll.
- 15) Advise Shura on financial decisions.
- 16) Sign checks, drafts and other financial instruments as needed.
- 17) Co-sign all checks with the Ameer of the Shura for any amount over two-thousand dollars (\$2,000).
- 18) Authorize any forms and/or applications pertaining to the finances of ICMC, with approval of the Finance Committee (if established) and the Ameer of ICMC Shura, including but not limited to audits, tax forms, and payroll

### **Section 5.06 Women's Committee:**

- (a) The ICMC Women's Committee shall be a volunteer committee of female Members of the ICMC and shall be renewed every three (3) years.
- (b) The ICMC Women's Committee shall consist of at least five Voting Members nominated and selected only by the female Voting Members of the ICMC.
- (c) Women's Committee shall be representing the female Members' interests including but not limited to:
  - 1) Women's programs such as workshops, seminars, and study circles;
  - 2) Inviting female guest speakers;
  - 3) Social and sports activities for women;
  - 4) Activities for young children;
  - 5) Community bonding and Fundraising activities such as bazaars and bake sales;



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- 6) Dawah programs for women; and
  - 7) Programs for supporting new female Muslims.
- (d) Initially, the female Voting Members of the ICMC shall nominate an ad hoc committee from the female Voting Members of the ICMC. Upon approval by the ICMC Shura, this ad hoc committee will work with the ICMC Shura to lay out the process for the selection of the ICMC Women’s Committee.
- (e) Subsequently, such ad hoc committee shall be appointed by The ICMC Women’s Committee for the Women’s Committee renewal two weeks prior to the nomination and selection process of the ICMC Women’s Committee. This ad hoc committee shall consist of one sister from the ICMC Women’s Committee and two sisters from among the female Voting Members of ICMC who are not members of the ICMC Women’s Committee.
- (f) Upon advanced notification, the Ameerah of the Women’s Committee or designee along with another Women’s Committee member designated by the Ameerah of the Women’s Committee could request a meeting with the ICMC Shura at the discretion of the Ameerah of the Women’s Committee.
- (g) The Women’s Committee shall develop a work plan and present it to the ICMC Shura for approval.

### **Section 5.07 Filling Vacant Shura Position**

- (a) Any vacancy occurring in the current selected Shura shall be filled from the pool of Voting Members by a majority vote of the remaining members of the Shura through a regular or a special meeting. The position must be filled within thirty (30) days after it becomes vacant unless the time remaining in the current term is less than sixty days. The selected member must meet the eligibility requirements. The selected replacement member will serve the remaining term until renewal of the Shura when the position will be filled through the normal Shura selection process.
- (b) In the event the position of Ameer is vacated and the time remaining until the next Shura Selection is six (6) months or more, a new Ameer shall be appointed as outlined in the “Guidance” to complete that term. The Naib Ameer shall assume the functions of the Ameer until the new Ameer is appointed or when the time remaining until the next Shura selection is less than six (6) months.
- 1) If the vacant Ameer position is because the current Ameer cannot continue serving as Ameer, for any reason, but remains in the Shura, the new Ameer shall be appointed as outlined in the “Guidance”.
  - 2) That process shall take place within fifteen (15) days from the time the Ameer position is vacated.

### **Section 5.08 Majlis Ash-Shura Meetings**

- (a) **Regular Meetings:** The Shura shall determine the schedule of regular meetings and the Secretary shall be responsible to inform each member of the Shura of the time and place of each meeting. The Ameer in consultation with other Shura members may invite



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any non-Shura person to the Shura meeting for any reason. The terms of participation of the non-Shura attendees will be determined by the shura and provided (at least verbally) to the invited attendees including any confidentiality requirements and nonbinding disclaimer.

- (b) **Special Meetings:** Special meetings of the Shura for any purpose(s) may be called at any time by the Ameer or by a majority vote of the Shura.
- (c) **Executive Session:** By majority vote, the Shura can authorize any number of Shura members that the Shura deems necessary to go into a for-purpose Executive Session to discuss confidential or sensitive matters related to ICMC. Only the authorized members of the Shura and if required, a Legal Counsel and any outside subject matter expert will participate in the Executive Session. Meeting minutes stating the reasons for Executive Session will be taken. A designated Shura member assigned to the Executive session will present the outcome of the Executive session to the Shura to determine the path forward.
- (d) **Quorum:** A simple majority of the entire membership of the Majlis Ash- Shura shall constitute the necessary quorum for Shura meetings.

### Article VI. IMAM

The Shura may appoint an Imam Selection Committee to search, solicit applications, invite, and interview a candidate for the Imam position and make recommendations to the Shura for a potential Imam of ICMC. The Shura by a majority vote of Shura members shall appoint an Imam with a specified contract and job description. The amount of compensation for the Imam shall be established by the Shura.

- (a) The Imam of ICMC shall be:
  - 1) Knowledgeable in the Qur'an, Fiqh, and Sunnah of the Prophet (صلى الله عليه وسلم) or seek advice and guidance from a recognized scholar in the Qur'an, Fiqh, and Sunnah of the Prophet (صلى الله عليه وسلم) in matters that he does not have clear knowledge of from Islamic perspective.
  - 2) Regularly performing daily prayers at the Masjid as much as possible and regularly attending Jumu'ah (congregational Friday) prayers unless inhibited by circumstances.
  - 3) Accepting prophet Muhammad (صلى الله عليه وسلم) as the last and final prophet and messenger of Allah (عز وجل).
  - 4) A Sunni Muslim and shall unconditionally respect and recognize all the companions of prophet Muhammad (صلى الله عليه وسلم) and the Khulafa-e-Rashideen.
  - 5) Allowing others to express opinion, respecting fellow Muslims, and showing courtesy and compassion towards others irrespective of color, ethnicity or language. (**Note:** Expression of opinion does not make the opinion binding or accepted.)
  - 6) Willing to spend time in all community and religious activities sponsored, organized,



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supported, or conducted by ICMC.

- (b)** The Imam of ICMC shall:
  - 1) Advise the Shura on religious matters and carry out his duties in accordance with the job description agreed to by him and the Shura.
  - 2) Be able to communicate in English.
  - 3) Have basic knowledge and understanding of Arabic language.
  - 4) Be proficient in the Sharia'a and Fiqh in compliance with the *Quran* and *Sunnah*.
  - 5) Lead or delegate daily prayers, Jumaah prayers, Taraweeh, Eid prayers, and be able to give talks or seminars.
- (c)** The Imam shall not use his authority and influence as Imam of ICMC to interfere in the roles, responsibilities, and decisions of the Shura, ICMC Staff or ICMC committees. However, he shall advise the Shura if he believes that the actions or the course of conduct of the Shura or any other ICMC body is in violation of Islam, the Quran, and/or the Sunnah.
- (d)** The Imam acts independently from the Shura.
  - 1) Any Shara'i issue in ICMC is not to be voted upon but to be referred to the Imam for a verdict. If the Imam is absent, not knowledgeable in the subject matter or unable to resolve the issue, it is to be referred for a verdict to any number of scholars agreed upon by the Shura members.
  - 2) The Shura may not use their position of authority as an employer to retaliate against or influence the opinion of the Imam or the outcome of issue considered by the Imam for resolution.
  - 3) The Shura shall not engage in any activity that is Islamically prohibited and coerce the Imam to approve such activity.
- (e)** In the event that it shall become evident that the Imam of ICMC is not functioning in the best interests of ICMC, the Shura with a majority vote may suspend, or terminate the Imam from his position in accordance with the terms of his hiring contract.

### **Article VII. FINANCES**

#### **Section 7.01**

The fiscal year shall commence on January 1 and end on December 31. ICMC shall adhere to generally accepted accounting principles in all of its financial affairs, determine the need for and execute contracts with professionally recognized audit firms to periodically examine its finances. ICMC shall not practice or participate in any form of usury (interest).

- (a)** Shura shall create and maintain separate funds as required for running the operation and other purposes of ICMC.
- (b)** An appropriate number of bank accounts may be maintained to manage these funds. All



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accounts shall be interest free.

## **Article VIII. DISSOLUTION**

### **Section 8.01**

The existence of ICMC shall be perpetual, except if the situation arises which makes voluntary dissolution of the ICMC inevitable, the Shura shall take all actions required by law to effect that dissolution. A proposal to dissolve ICMC must be made by the Shura at a special General Assembly meeting convened for that purpose. A quorum of 50% of all Voting Members including Shura members shall be necessary to vote on the question of dissolution. Approval of the dissolution shall require 80% majority vote of the Voting Members including Shura members present at the meeting.

### **Section 8.02**

Upon dissolution of ICMC, any surplus assets, after meeting all liabilities, shall be distributed to one or more exempt Islamic organizations that have purposes and objectives similar to those of the ICMC within the meaning of section 501(c)(3) of the Internal Revenue Code.

### **Section 8.03**

At the special meeting, members of the general Assembly shall individually nominate any number of candidate organizations for such distribution of assets. All organizations that are nominated for this purpose shall be ranked by the Shura on the basis of the number of recommendations received from the Members attending the special meeting. The shura will select the top ten (10) nominated organizations and ask the attendees to select three organizations of their choice individually from the selected 10 organizations. An organization receiving at least 51% of the votes shall be the beneficiary of this distribution of the designated surplus assets upon the Shura's verification that it meets the criteria specified in this paragraph.

### **Section 8.04**

Any such assets not so disposed of, shall be disposed by the Court of Common pleas (or equivalent) of the county in which the principal office of the ICMC is then located, exclusively for such Islamic organization or organizations, as the said court shall determine.

### **Section 8.05**

ICMC shall not refund the membership dues to any member upon the dissolution of ICMC.

## **Article IX. AMENDMENTS**

### **Section 9.01**



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The Majlis Shura shall have the right to amend the Bylaws of ICMC. Any amendment to the Articles of Incorporation and/or Bylaws must first be approved by a 2/3 majority vote of the Shura.

- (a) After a proposed amendment(s) is accepted and the language of the amendment(s) is approved by the Shura. The Shura shall then submit this initial approved version of the amendment to the General Assembly for review and feedback.
- (b) The Shura shall determine the time window but not less than three (3) weeks for the General Assembly to complete the review and provide feedback.
- (c) The Shura shall update the language of the amendment(s), as necessary, within two weeks after the General Assembly review time window.
- (d) The Shura shall present the final draft of the proposed amendments to the Voting Members for voting at a regular or a special meeting within two weeks after the time window allowed to update the language of the amendment(s).
- (e) Upon completing the update but no later than the end of the amendment update time window, a notice for the meeting to vote on the amendment(s) shall be communicated to the Members. The notice shall describe the amendment in the exact language.
- (f) Each amendment shall be put to vote separately. There shall be no discussion on the proposed amendment(s) on the day of voting.
- (g) The amendment(s) must be approved by a simple majority of the Voting Members (including the Shura members) present at the voting.
- (h) The Bylaws and the amendment(s) to the Bylaws shall become effective upon final approval.

### **Article X. PROHIBITED CONDUCT ON ICMC PROPERTIES**

#### **Section 10.01**

To maintain a peaceful atmosphere conducive to teaching, learning, and practicing Islam, all persons, members and guests must exhibit behavior appropriate to the purpose for which the Islamic Circle of Mercer County is organized. To that end acts listed but not limited to the following are prohibited on ICMC properties. Any violation will be treated as deemed appropriate by the Shura/Ameer. Appropriate disciplinary action shall be taken whether or not criminal charges or prosecution result.

- 1) Act as an accomplice or aid in the preparation, commission or aftermath of an illegal, forbidden or punishable act.
- 2) Any malicious mischief or purposeful intent or attempt to destroy property.
- 3) Intentionally or recklessly causing physical injury to another person or placing another person in fear of imminent physical injury.
- 4) Disruptive and/or insubordinate behavior such as but are not limited to: talking out of turn, shouting, profanity, vulgarity, uncomplimentary gestures or speech,



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threatening, noncompliance with recognized rules of civilized social conduct, refusing to acknowledge and/or comply with directions issued by the Shura, management, or employees of ICMC, behavior that jeopardizes the welfare and/or safety of other persons.

- 5) Refusal to comply with any reasonable request by management, its staff, or designees.
- 6) Actual or attempted sale of, use of, possession of alcohol, intoxicating liquor, illegal drugs or inhalants, substances designed to look like illegal drugs or substances purported to be illegal drugs is forbidden. Immediate disciplinary action shall be taken by the management/officers.
- 7) Mutual respect, honor, and dignity are expected at all times. However, social and religious norms concerning interactions between the sexes will be observed.
- 8) Extortion to obtain money and/or property by actions of violence or threat of violence or accusations or public ridicule.
- 9) Failure to identify oneself upon request by any Shura member, authorized personnel or their designee to provide verifiable full legal name, correct address, and telephone number.
- 10) Presentation of information or testimony (oral or written) that is misleading or a misrepresentation of the facts, or an actual attempt to defraud.
- 11) Verbal or physical threat or violence including striking, kicking, shoving, pushing, and/or any other physical violence against another person.
- 12) Possession and/or use of explosives and/or any incendiary devices.
- 13) Harassment including but is not limited to abusive language, sexual harassment, inappropriate physical contact, racial/ethnic slurs and comments, and other forms of provocative actions.
- 14) Indecent exposure, gesture and/or any other related inappropriate sexual behaviors.
- 15) Profane and/or obscene language including spoken or written profanities, obscene or sexual messages (implicit or explicit).
- 16) Littering including but is not limited to any inappropriate disposal of rubbish such as waste paper, chewing gum, food and beverage containers, and refuse of any kind.
- 17) Unauthorized use or operation of audio/video devices for purposes other than approved, or that interferes in the activities or business of ICMC.
- 18) Reckless/unsafe behavior that jeopardize the safety and/or welfare of other people. Running, pushing, throwing objects, and rough play are examples of such behaviors.
- 19) Theft or possession of stolen property.
- 20) Use of tobacco in any form is prohibited on ICMC properties.



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- 21) Trespassing: A person is considered to be trespassing if he/she enters or remains on the premises for reasons other than those authorized by management or refuse to leave upon request by authorized personnel.
- 22) Vandalism, destroying, defacing, or mutilating the premises, objects or materials belonging to ICMC, its staff, or other persons.
- 23) Possession and/or use of weapons. Weapons include, but are not limited to, firearms, pellet guns, shockers, stun guns, knives, clubs, brass knuckles, and numb chucks, etc.

### **Section 10.02**

Any person(s) on the premises, grounds, or parking lot of the ICMC, or while attending activities sponsored by ICMC on its property or at any other location public or private are subject to and are within the jurisdiction of ICMC.

### **Section 10.03**

Any person(s) who involves in any prohibited conduct outlined in Section 11.01, may be subject to one or more of the following forms of disciplinary actions:

- 1) Notification of parent (if under the age of 18 years).
- 2) Official warning.
- 3) Demand to desist.
- 4) Suspension/revocation of any or all privileges, implied or explicit.
- 5) Suspension/revocation of membership, implied or explicit.
- 6) Demand to vacate premises.
- 7) Report to authorities.
- 8) Subject to civil and/or criminal charges.
- 9) Liable for restitution.

## **Article XI. LIMITATIONS ON LIABILITY; INDEMNIFICATION**

### **Section 11.01 Limitations on liability.**

To the fullest extent permitted by federal, state and local law, Shura members, officers, agents, employees and volunteers of ICMC shall not be personally liable to ICMC or others for monetary damages for any action taken or any failure to take any action, unless said individual has breached or failed to perform the duties of his or her office, and such breach or failure constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section shall not apply with respect to the responsibility or liability of a Shura member under any criminal statute or the liability of a Shura member or Officer for the payment of taxes pursuant to local, state or federal law.





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## **Section 11.02 Indemnification of Shura Members and Officers.**

ICMC shall to the fullest extent permitted by the law, indemnify the members of the Shura, Officers, agents, employees and volunteers against the expenses and liabilities reasonably incurred by or imposed upon such Shura member, officer, agent, employee and/or volunteer in connection with any pending, threatened or completed civil, criminal, administrative or arbitral action, suit or proceeding, and any appeal therein and any inquiry or investigation which could lead to the action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity, other than a proceeding by or in the right of ICMC; provided that the Shura member, Officer, agent, employee or volunteers acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of ICMC; and further provided that, with respect to any criminal proceeding, the Shura member, Officer, agent, employee or volunteer had no reasonable cause to believe the conduct was unlawful. In addition to the above, ICMC shall purchase and maintain insurance on behalf of each such officer or agent against any expenses incurred by such officer or agent in his or her capacity as such, whether or not ICMC would have the power to indemnify such agent against such ability under the provisions of the laws of the State of New Jersey.

## **Section 11.03 Benefit.**

The indemnification provided hereunder shall, to the extent permissible by law, inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

## **Article XII. MISCELLANEOUS**

### **Section 12.01 Severability.**

Each provision of these bylaws is intended to be severable and if any provision is determined by a court of competent jurisdiction to be illegal, invalid, and/or unenforceable for any reason whatsoever, such provision shall be severed to the extent that it is determined to be illegal, invalid, and/or unenforceable, and will not affect the legality or validity or enforceability of the remainder of the Bylaws or any other provision hereof.

### **Section 12.02 Certificate of Incorporation.**

Reference in these Bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted.

### **Section 12.03 Dispute Resolution.**

- (a) Good Faith Effort. In any dispute, controversy, or claim between the advisors, employees, volunteers, members, attendees, or any other party affiliated with ICMC, other than the Shura, (collectively the "Disputing Parties") or with ICMC, whether relating to the activities of ICMC or relating to a cause for legal action, including, but



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not limited to redress from any civil court, (the “Controversy”), the Disputing Parties shall cooperate in good faith to resolve the Controversy for the benefit of ICMC.

- (b) Mediation. If the Disputing Parties cannot resolve the Controversy between themselves, it shall be brought to the attention of the Ameer in writing. Within sixty (60) days of such notice, the Ameer shall either mediate the Controversy between the parties or appoint a mediator(s) to resolve the dispute.
- (c) Arbitration. In the event such Controversy is not resolved to the satisfaction of the Disputing Parties through Mediation, then the matter shall be submitted to legally binding arbitration. The arbitrator(s) shall be chosen from a Panel of Arbitrators selected by the Shura. The Disputing Parties shall each select one arbitrator from the Panel of Arbitrators, and the two previously selected arbitrators shall select the third arbitrator from the Panel of Arbitrators. Such arbitration shall proceed in accordance with laws of the State of New Jersey.
- (d) Sole Remedies. Judgment upon an arbitration decision may be entered in any court otherwise having jurisdiction. The parties understand that these methods shall be the sole remedy for any controversy, claim, or dispute arising out of these By-Laws or any activity of ICMC and they expressly waive their rights to file a lawsuit in any civil court against one another for such controversies, claims or disputes, except to enforce an arbitration decision.

### **Section 12.04 Force Majeure.**

In no event shall the Shura be responsible or liable for any performance of its obligations arising out of or caused by, directly or indirectly, forces beyond its control, including, without limitation, accidents, acts of war or terrorism, civil or military disturbances, and nuclear or natural catastrophes or acts of God (“Force Majeure”). The Shura may make reasonable decisions that may temporarily result in the suspension of certain provisions of these By-Laws, to maintain operations in its best judgment under the circumstances, PROVIDED HOWEVER, such decisions:

- (a) are made after a two-thirds majority vote of the Shura determines a Force Majeure event has occurred requiring such decisions to be made and designates a specified temporary term, not to exceed four-weeks, which may be renewed by a two-thirds majority vote of the Shura;
- (b) are consistent with mission and vision of ICMC;



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- (c) are documented and thereafter communicated to the Members within a reasonable time period;
- (d) do not permanently change the By-Laws or the rights of the Members; and
- (e) do not result in a liquidation of the assets of ICMC.