

BYLAWS OF THE MUSLIM CENTER OF SOMERSET COUNTY, INC.
A New Jersey Non-Profit Corporation
VOTED and ADOPTED December 06, 2008

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ARTICLE 1: NAME, DURATION AND LOCATION

Section 1.1 - Official Name

The official name of the Corporation referred to in these Bylaws is the MUSLIM CENTER OF SOMERSET COUNTY, Inc. ("the MCSC").

Section 1.2 - Duration

The existence of the MCSC shall be perpetual, except that it may be terminated by a two-thirds majority decision of its Voting Members or the Board of Trustees ("the Board"), as hereinafter constituted.

Section 1.3 - Location

1.3.1 - PRINCIPAL OFFICE

The principal office (home office) for the transaction of the business affairs and activities of the MCSC is 63 Southside Ave., Somerville NJ. It shall be fixed and located at such place as the Board shall determine. The location of the principal office may change from one location to another.

1.3.2 - BRANCH OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE 2: NATURE

Section 2.1 - The MCSC shall be a non-profit, religious, charitable, cultural, and educational organization in accordance with the teachings of the Qur'an and Hadith (teachings, sayings and actions of Prophet Muhammad, peace be upon him) as understood by the Sahaba, companions of Prophet Muhammad, PBUH.

Section 2.2 - Subordination to the Quran; The Holy Quran is incorporated by reference into these bylaws. If there is any conflict between the Quran and these bylaws, the Quran shall prevail.

Section 2.3 - The MCSC shall, at all times, comply with all federal, state and local laws, ordinances and regulations and shall not perform, endorse or condone any non-compliance. The MCSC shall cause its agents, subcontractors and employees to observe and comply with all such laws, ordinances and regulations.

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ARTICLE 3: PURPOSE AND OBJECTIVES

Section 3.1 - General Functions

The MCSC is organized exclusively for religious 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.

Section 3.2 - Specific Functions

- A. Establish, maintain and operate a Masjid (a place of worship) as well as a Muslim community center.
- B. Conduct regular religious classes for all age groups to teach Quran, the life history of Prophet Muhammad (PBUH) and of other prophets and what Islam permits and what Islam forbids.
- C. Conduct religious services such as the five daily prayers, Friday (Jummah) prayers, Ramadan (Taraweeh) prayers, Eid-ul-Adha and Eid-ul-Fitr prayers, marriages and funeral prayers.
- D. Distribute copies of Quran and other religious books.
- E. Conduct religious lectures.
- F. Collection of Zakaat, Fitra and other forms of charities and their legal distribution to needy persons or groups.

Section 3.3 - Additional Functions

- A. Strengthen fraternal bonds and brotherhood among the Muslims through religious interactions in accordance with the teachings of Islam as outlined in the Qur'an and Hadith and as understood by Sahaba.
- B. Foster the community interest of Muslims in greater Somerset / Middlesex / Hunterdon / Union counties.
- C. Promoting a better understanding and friendly relations between Muslims and people of other faiths.

Section 3.4 - Prohibited Activities

- A. No part of the net earnings of MCSC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that MCSC 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 the Article III hereof.
- B. No substantial part of the activities of MCSC shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the MCSC shall not participate in, or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. Absolutely no part of the activities

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- of the MCSC shall endorse, promote or advocate hate teachings, violent means or other harmful agendas. The Board of Trustees shall have a fiduciary responsibility to take all means possible to prevent such prohibited activities.
- C. Notwithstanding any other provision of these articles, the MCSC shall not carry on any other activities not permitted to be carried on (a) by 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 (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 4: ORGANIZATION

Section 4.1 - Organization

The MCSC shall be organized through a General Assembly and a Board of Trustees. The Board of Trustees comprises both elected and appointed members, as regulated in Art.7.

Section 4.2 - Authority

- A. The General Assembly is the supreme authority of the MCSC. The General Assembly exercises its authority through its right to vote on matters before it.
- B. The primary executive, fiduciary, legal and financial responsibility for the MCSC rests with its Board of Trustees. The Trustees shall implement services and activities of the MCSC in addition to planning for its future.

ARTICLE 5: MEMBERSHIP

A Member may participate in the activities of the MCSC, such as religious seminars, interfaith meetings, charity events etc., and is also entitled to vote in all the called-for elections and referendums in support of the Bylaws of the MCSC. The Members shall form the General Assembly.

Section 5.1 - Eligibility for Membership

- A. Shall be a law abiding practicing Muslim, 18 years of age or over, on the date of filling the application for membership.
- B. Shall concur with the objectives / mission of the MCSC, and abide by its Bylaws as they exist and amended from time to time.
- C. Membership in the MCSC entails rejection of any allegiance to any organization or group whose teachings is against the principles of Islam or is deemed unlawful or illegal.

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- D. Residents of Somerset County New Jersey and its immediate adjoining counties (Hunterdon, Mercer, Middlesex, Union, Morris counties) shall be eligible for membership.
- E. Applicants must maintain a lawful and legal presence in the United States.
- F. Applicants must not be under any criminal proceedings, convictions, probation or parole.
- G. Certification, under oath and penalty of law, to the truth of claims in such application.

Section 5.2 - Membership Fee, Application and Term

- A. A uniform fee structure shall be decided by the Board and can be changed from time to time when deemed appropriate. Fees may be waived at the Board's sole discretion for members whom the Board deems to have contributed to the organization in an exemplary manner.
- B. The Board shall grant or reject membership of the applicant by a majority vote. The applicant will be informed in writing by the Board if the application for membership is rejected. An applicant whose membership application is denied may directly appeal to the President within 7 days of receiving such denial.
- C. A membership application and its fees may be for either one or two calendar years at the Board's sole discretion. In no event shall a single application for membership entitle membership for more than two years.
- D. All membership terms shall be considered on a full calendar year basis from January 1st to December 31st of any given year.

Section 5.3 - Membership is granted on an individual basis and hence is not transferable.

Section 5.4 - Loss of Membership

- A. The Board has a right to suspend any existing member if it believes that the continuation of such a membership is against the principles and the best interests of the MCSC. The Board shall issue a notice to such Member permitting him or her to clarify their position before the Board within 30 days of the issuance of the notice. A suspension will require a three fourths majority vote of the Board Members. Members so suspended may call for a hearing before the General Assembly at its next meeting.
- B. Grounds for loss of membership include, but are not limited to:
 - a) Any behavior contradicted by the Quran.
 - b) Violating the Bylaws of the MCSC.
 - c) Promoting dis-unity among the MCSC body.
 - d) Inciting violence or advocating hateful ideologies or practices.

Section 5.5 - Rights of Members

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- A. A Member shall be eligible to vote in the General Elections, on Amendments to the MCSC bylaws and on any other issues brought to vote according to the Rules and Procedures outlined in the MCSC Bylaws.
- B. A Member has the right to submit draft amendments, file grievances or appeals following rules and procedures outlined in the MCSC Bylaws or as determined by the Board of Trustees.
- C. Every Member is entitled to a single vote. The voting right is personal, individual and non-transferable. Proxy votes shall not be permitted.
- D. All Members shall be entitled to same rights and privileges.
- E. A Member is entitled to receive timely notifications, Minutes of General Assembly Meetings, Newsletters, audited Annual Financial Statements, Committee Reports, Proposed Amendments and communications of other activities and functions of the MCSC.

ARTICLE 6: GENERAL ASSEMBLY

Section 6.1 - Membership in the General Assembly

The General Assembly shall consist of all valid Members on Record as of the last Friday of December of any given calendar year, preceding the election year. The Record may be reduced if Members lose eligibility conditions during the ensuing period to the next election.

Section 6.2 - Duties

- A. The General Assembly shall be the electoral body. It shall elect the elected members of the Board of Trustees.
- B. The General Assembly may vote to dissolve the elected portion of the Board or remove any elected member of the Board by a two-thirds majority vote of all Voting Members on Record.
- C. The General Assembly shall have the authority to vote on any resolutions put forth for its consideration.

Section 6.3 - Meetings

- A. There shall be at least one meeting of the General Assembly every other year in order to elect the Board of Trustees and to vote any amendments of the Bylaws.
- B. Regular general meetings may be called by the President upon a written notice, announced to all Members at least two weeks before the scheduled date of the meeting.
- C. Special meetings of the General Assembly for unexpected matters may be called by the President as and when necessary upon minimum of ten days notice to the General Assembly members. In addition, upon a petition of thirty three (33%) percent of the General Assembly a special General Assembly meeting will be held.
- D. An annual meeting will be held, where the Board must present the year's activities and financial status of MCSC.

Section 6.4 - Quorum

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- A. A majority of the Members of the General Assembly shall constitute a quorum for the transaction of any and all business at a regular or special meeting of the said General Assembly, Sec. 6.2 B. and 6.3.A. excluded.
- B. Should at any time a quorum not be present at any meeting of the General Assembly, the meeting may be adjourned by the Secretary to reconvene within two weeks.

Section 6.5 - Investigation

A written petition from at least thirty three percent (33%) of the General Assembly of the MCSC may commission an independent committee of the General Assembly's choosing to investigate any matter pertaining to the operation of the MCSC. In that event, the independent committee has the obligation to impartially investigate the issues and recommend a course of action to the Board of Trustees and the General Assembly.

ARTICLE 7: BOARD OF TRUSTEES

Section 7.1 - Membership

- A. The MCSC Board of Trustees shall consist of Elected Members, and Appointed Donor Members.
- B. Size: The Board of Trustees shall have a minimum of three members and a maximum of nine members.
- C. Term: The entire Board of Trustees serves for a two-year term.
- D. Elected Members: The General Assembly shall elect a maximum of Seven (7) members to serve on the Board of Trustees.
- E. Appointed Donor Members: The Elected Members may appoint up to two (2) additional Trustees by a two-thirds majority vote when deemed necessary. In order to be nominated for a Donor Member, the candidate must meet all the qualifications in Section 7.5. In addition, the candidate must have donated at a minimum \$10,000 to the MCSC during the past 12 months from the time of nomination. The Donor Members are required to donate at a minimum \$10,000 each year to the MCSC during their two-year term.
- F. Term Limits: All Board members shall have a limit on the number of their two-year terms, after which they may be elected or appointed for a second or third consecutive term. A Trustees' term shall not exceed four years without a mandatory two-year break.

Section 7.2 - Resignation of a Member

A Member may resign his or her position temporarily or permanently by informing the President in writing. The resignation shall be effective once accepted by the President in writing.

Section 7.3 - Loss of Membership of Board of Trustees

- A. An elected or appointed Board of Trustees Member may be removed from the Board by a two-thirds majority vote of the General

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- Assembly's Voting Members on record upon the recommendation of a two-thirds majority of the Board of Trustees.
- B. Any Trustee who is indicted or convicted in a court of law may be suspended from the Board by a simple majority vote of the Board.
 - C. An Elected Board Member who attends (in-person or via teleconference) less than one quarter of all called-for Board meetings in any consecutive six (6) months period shall be subject to removal by a simple majority vote of the Board.
 - D. An Appointed donor Member who does not fulfill the minimum annual donation obligation in a given year during the two-year term shall be subject to removal by a simple majority vote of the Board.

Section 7.4 - Functions of the Board of Trustees

- A. The Board of Trustees is the executive body and shall have the responsibilities of long range planning as well as daily operations for the MCSC. It shall ensure that the aims and objectives of the MCSC are pursued as laid down in the Bylaws.
- B. The Board of Trustees shall hold in trust and serve as custodian of all the capital assets of the MCSC or place the assets under suitable Islamic trust if such an action is deemed necessary.
- C. Implement the bylaws of the MCSC.
- D. Plan, manage and execute the programs and activities so as to accomplish the purpose of the MCSC.
- E. Preserve and maintain the Mosques and any other facilities owned or managed by MCSC.
- F. Collect and distribute Zakaat, relief funds, and other charities properly.

Section 7.5 - Qualifications of Board of Trustees Members

- A. Meets all the qualifications for Membership.
- B. Is known to be pious, truthful, and patient, humble, actively compassionate, self-restraining, and ever aware of Allah.
- C. His/her devotion to the cause of MCSC must not be compromised in any respect because of an association with other causes.
- D. Has a fair knowledge of the culture and the social structure of the people of the United States of America.
- E. Must be well versed in the English Language.
- F. Must be willing to devote at least 4 hours per month to the duties and is prepared to attend called-for Board Meetings.
- G. Is a lawful permanent resident or citizen of the United States of America.

Section 7.6 - Quorum

A simple majority of Board of Trustees members including the President shall form the necessary quorum.

Section 7.7 - Manner of Acting

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

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Section 7.8 - Action Without a Meeting

Any action required by law to be taken at a meeting of the Board of Trustees, or any action which may be taken at a meeting of Board of Trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed, on paper or electronically, by ALL of the Trustees.

Section 7.9 - Compensation

Trustees as such shall not receive any stated salaries for their services. They shall not receive any expenses or reimbursements for attendance at any regular or special meeting.

Section 7.10 - Vacancies

Upon resignation, suspension or removal of a Board of Trustees member, or in case of incapacitation, the vacated Trusteeship which has more than a three month remaining period shall be filled by appointing a member. The member shall be appointed by a two third majority vote of the combined elected and already appointed trustees. The nominated appointment shall be for the un-expired portion of the 2 years term. The appointee shall have the same rights and obligations as the Elected Members of the Board. Such appointment periods will not count as a term in determining eligibility of the appointee for subsequent election as a trustee.

Section 7.11 - Meetings

- A. There shall be at least one meeting of the Board of Trustees every second month, a minimum of six per year.
- B. Regular general meetings may be called by the President upon a written, oral or electronic notice, with reasonable notice before the scheduled date of the meeting.
- C. Special meetings of the Board for unexpected or urgent matters may be called by the President as and when necessary upon a minimum 24-hour notice to the Board Members.

Section 7.12 - Authority

The Board shall have executive jurisdiction over all elements of the MCSC. The Board is answerable to the General Assembly of the MCSC. Trustees must cooperate with the independent committee appointed by the General Assembly, investigating an issue petitioned by members pursuant to Sec. 6.5.

Section 7.13 - Committees

- A. The Board may, by a majority vote, sanction the creation of any subsidiary committee, which may be organized for any purpose consistent with the objectives of the MCSC. All such committees shall have a legal existence upon receiving approval from the Board. They shall maintain financial and functional records in the manner prescribed by the Board.

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- B. All the functions of such committees shall be performed only with the full knowledge and approval of the Board, and all treasuries of the committees shall be placed at the disposal of the Board at any time if the Board requests any funds to be transferred for other uses of the MCSC.
- C. The Board may, by a two-third (2/3) vote, terminate and dissolve any of the above-mentioned committees. Upon dissolution, all assets shall be turned over to MCSC.
- D. Upon approval of such committees, the MCSC President shall appoint the Chairs of the committees. The total number of members on a committee shall not exceed nine (9), including the chairperson.
- E. A Chairperson may be appointed for a two-year term at a time for two consecutive terms. Thereafter, there shall be a two-year break before becoming re-eligible.
- F. Each Committee shall have a Secretary and/or Treasurer if needed. Each Committee shall maintain Meeting Minutes and attendance record of its members. Committees shall prepare their annual goals, operating Budgets and provide annual reports.

ARTICLE 8: OFFICERS

Section 8.1 - List of Officers

- A. The MCSC shall have the following officers: a president, a secretary, and a treasurer.
- B. The above officers shall be Members of the MCSC and the Board of Trustees.
- C. The Board may, at its discretion, appoint Executive Officers from outside the Board. Appointments are by simple majority Board vote, on a limited term basis as deemed necessary for MCSC operations. Appointed Executive Officers may be delegated authority as deemed appropriate by a simple majority vote of the Board. Equal to its right to appoint is its right to remove such officers not inconsistent with contractual obligations.

Section 8.2 - Terms of Office

The term of each elected or appointed Officer of the MCSC shall be two years. An Officer may serve for a second or third term.

Section 8.3 - The Election of Officers

The President, Secretary and Treasurer shall be elected by a simple majority from among the Board of Trustees to hold office for a two-year term. A simple majority vote among the Board may also remove an officer from his or her position.

Section 8.4 - Order of Succession of Officers

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- A. Upon resignation, suspension or removal of an officer or in case of his or her becoming incapacitated, the Board shall elect a replacement officer.
- B. Vice-President: At the start of his or her term, the President shall name a Vice-President for the purpose of substitution in the event of absences exceeding 5 working days. The Vice-President shall assume all authority of the President and shall be authorized to act on behalf of the President in his or her absence until the resumption of normal duties by the President. The Vice-President's tenure is intended to be temporary. In the event of incapacitation, Sec. 8.4.A shall apply.
- C. Secretary and Treasurer Substitutes: A vice-treasurer and vice-secretary shall be named by the President at the start of their respective terms for the purpose of substitution as deemed necessary by the President at his or her sole discretion.

Section 8.5 - Duties of the President

- A. To work for the promotion and advancement of the MCSC and for the implementation of the bylaws.
- B. To plan and execute appropriate programs and activities for accomplishing the purpose and objectives of the MCSC. To carry out the policies and decisions of the Board. Assume responsibility for the day to day management and harmonious functioning of the MCSC and its Board.
- C. To convene and preside over all meetings of the General Assembly and the Board of Trustees.
- D. To represent the MCSC or arrange for its representation in external activities.
- E. To appoint committee Chairpersons, to set up new committees and to assign special duties and responsibilities to the members of the Board of Trustees.
- F. To prepare and present the annual report of the MCSC to the General Assembly.
- G. To co-sign or to assign other officers to co-sign with the Treasurer checks of the MCSC.
- H. Inspect the MCSC accounts.
- I. Be the official authority, with reference to the MCSC's Bylaws, in governance procedure in the Board of Trustees and the General Assembly meetings.

Section 8.6 - Duties of the Secretary

- A. To correspond on behalf of MCSC as authorized or needed and to maintain a proper office files for correspondence.
- B. To prepare and maintain the minutes of all the meetings of the Board of Trustees and the General Assembly.
- C. To hold in his or her custody all legal documents and minutes pertaining to the MCSC and make them available to rightful parties.
- D. To prepare the agenda of the Board of Trustees meetings and to notify the respective members of meetings and agenda items.
- E. To keep the seal of the MCSC.

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Section 8.7 - Duties of the Treasurer

- A. To maintain the account books of the MCSC and to have them audited by the Auditor appointed by the Board of Trustees.
- B. To collect and receive all money payable to MCSC, including membership dues, contributions and any special donations.
- C. To prepare a financial report of the MCSC, based on accepted accounting procedures, to have it approved by the Board of Trustees, and to present the same to the General Assembly.
- D. To manage bank accounts and conduct financial transactions as approved by the board of trustees.
- E. To represent MCSC before IRS or any other authority for financial audit or inquiry.

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ARTICLE 9: ELECTION COMMITTEE

Section 9.1 - Composition

The Election Committee shall be composed of one Board member who in turn may name, at their sole discretion, a second or third individual from outside the Board of Trustees. The Chairman of the committee shall be one of the two external individuals and not the Board member. This one Board member shall be temporarily suspended from the Board until the election is complete. The composition of the Election committee shall be announced to the General Assembly at least thirty (30) days in advance of a set election date. The committee shall operate independently of the Board, setting rules and procedures without interference from the Board. The Election Committee must take all actions to ensure its operations are performed in isolation from the existing board or any other group in order to uphold its duty of impartiality.

Section 9.2 - Duties of Election Committee

- A. The charge of the Election Committee shall be to set the election procedure, dates and review the qualifications of the Board of Trustees candidates proposed by the General Assembly prior to election.
- B. The process duration shall be at least 30 days prior to the set election date called for. It may be extended as deemed necessary by the committee.
- C. All nominations from Members for Board candidates should be filed with the Election Committee with a firm cut-off of 14-30 days in advance of the election date.
- D. In a first one to two-week period the Election Committee shall apply the criteria laid down in the MCSC Bylaws to determine the eligibility of the nominated candidates.
- E. The Election Committee shall have the duty to reject those candidates who fail the criteria enumerated in the bylaws.
- F. At the start of a second one to two-week period, a final list of those nominated candidates who have fulfilled the requirements of the bylaws will be formulated to present to the General Assembly for election.
- G. No floor nominations may be considered without an advance notice to the General Assembly. In case there are an insufficient number of qualified nominees available, the Election Committee may invite floor nominations. If so, the Election Committee in consultation with the Board of Trustees shall decide the procedure for accepting floor nominations in advance of the Annual General Assembly Meeting and outline the procedure in the notification sent to the General Assembly regarding elections.
- H. All elections should be carried out by direct secret ballot. No absentee or substitute ballots shall be allowed.
- I. The largest number of votes of the Members on Record in attendance at an election for a candidate shall be sufficient for the successful election of said candidate.

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- J. The election committee shall establish rules for dealing with ties, under-filled nomination lists and other voting conditions that may arise.
- K. The election committee shall tabulate and announce all results to the General Assembly in no more than three weeks beyond the election date.
- L. Any protest, complaint or objection should be filed with the Election Committee within one (1) week after the elections, and a copy shall be provided to the President, Board of Trustees.
- M. Decisions of the Election Committee on all objections and complaints shall be final.
- N. The tenure of the Election Committee shall be temporary. It shall be dissolved after the election results are announced.

Section 9.3 - Out-going and In-coming Hand-Over Procedures

All Officers shall observe the following hand-over procedures:

- A. The out-going office holders shall hand over all the files, documents and any other property of the MCSC at their disposal to the incoming office holders within 14 days of the election.
- B. A list containing unfinished business, outstanding accounts and any other pertinent matter shall be given to the incoming officers.
- C. All officers should keep files of their activities and hand those over to their successors.

ARTICLE 10: IMAM

The MCSC may assign or appoint an individual as an Imam (religious and spiritual leader). The Imam shall be interviewed and appointed by the Board of Trustees by simple majority vote, henceforth being answerable to the Board. The Board shall be responsible for ensuring that the Imam meets all religious qualifications necessary to fill this position such that the General Assembly generally accepts him as a trustworthy and pious leader of all their religious affairs. The Board shall be responsible for terminating and replacing the Imam in the event he fails his duties. The Board shall not intervene in the Imam's discharge of his duties and shall guarantee his independence, with the exception of its duty to enforce Art.3, Sec. 3.4.

Section 10.1 - Select Qualifications of the Imam

- A. has rigorous education in Islamic Studies through acceptable means, which may include recognized Islamic institutions, and must have sound Fiqh knowledge
- B. is a Hafiz of the entire Quran, and masters tajweed rules (to facilitate correct recitation of the Quran.
- C. practices Islam as a total way of life according to the Quran and the Sunnah of the Prophet Muhammed (Sallallahu Alaihi wa Sallam)
- D. has effective Communication Skills in the English language

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- E. has previous experience in leading Jum'ah, Eid, and Taraweeh prayers and in the skill and art of delivering Khutbah

Section 10.2 -Select Duties of the Imam

- A. Lead at least 3 out of 5 daily salaah
- B. Lead Jummah, Taraweeh, and Eid prayer and deliver the Sermon (Khutbah) except when there is a guest speaker (Khateeb).
- C. Participate in the MCSC Moon Sighting Committee
- D. Provide funeral (Janaazah) services including body preparation, performing Janaazah prayer and burial, as needed.
- E. Provide matrimonial services as needed.
- F. Provide religious counseling and guidance services as needed.
- G. Conduct Quranic, Tajweed, Tafseer, Hadeeth, Seerah, and Fiqh Studies, and other religious community activities for Muslims of all ages (children, youth, adults)
- H. Deliver motivational and religious speeches for Muslims and people of other faiths, as determined and scheduled by the MCSC committees.
- I. Be a ready resource for other religious activities that the Muslim community organizes.
- J. Maintain regular and convenient office hours at the Masjid for members of the Muslim community to consult and provide guidance.
- K. The Imam shall interact with all persons and organizations, Muslim or from other faiths, in a manner that reflects positively on the MCSC and the Muslim community at large.
- L. Act on other necessary religious duties as assigned by the Board from time to time.

ARTICLE 11: FINANCES

Section 11.1 - MCSC Fiscal Policy

- A. No part of the net earnings of the MCSC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that MCSC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in Article 3 hereof.
- B. The MCSC shall collect and distribute its earnings strictly for the purposes of its objectives enumerated in the bylaws.
- C. Any financial transactions of a non-domestic, overseas or international nature shall require authorization from a majority of the Board. The Board must document and ascertain the authenticity and legitimacy for the origin and destination of the finances involved. Such transactions shall be part of the public record.
- D. No one individual shall have the right to make any financial commitment except if authorized by a Board resolution or by the President under authority from the Board of Trustees.

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- E. Trustees shall decide every year prior to the annual meeting and elections the capital and operations budget. These budgets should be presented to the General Assembly for approval.
- F. The Capital Budget should include the cost of acquiring new facilities along with the cost of maintenance for the next three (3) years from the date of initial completion and use.
- G. Five percent of all the funds raised in a given year shall be put in a Reserve Fund. This sum should be invested for the long term, and only in a dire emergency can these funds be made available. Under no circumstances can more than half of the Reserve Funds be withdrawn in a given year. Reserve fund shall be used for long-term expansion.
- H. Trustees have the responsibility to plan for the MCSC and its facilities so that the operation of the organization is financially independent. Hence, income providing investment programs should be initiated to sustain the activities of MCSC.
- I. Trustees may invest, on behalf of the MCSC, in relatively safe investments (e.g., land, real estate, commodities of a non-speculative character, business, etc.) for appreciation of the capital of the MCSC within the allowed framework of Islam.
- J. The Board of Trustees shall keep the MCSC solvent at all times. Under no circumstances shall the long-term debt to asset ratio of the MCSC exceed 0.2 (20%). This rule shall apply to each and every entity and undertaking of the organization, in addition to the total funds of MCSC.
- K. The Trustees must balance the budget every year.

Section 11.2 - Reporting Responsibility

Finances, budgeting, business management, accounting and reporting shall be the overall responsibility of the Board of Trustees through the Treasurer.

Section 11.3 - Sources of Income

The sources of the income would be the annual dues and donations either from the members or from other sources not inconsistent with the principles and purposes of the MCSC.

Section 11.4 - Audits

The accounts of MCSC may be audited once a year by an auditor appointed by the Board of Trustees. The Auditor's report shall be presented to the General Assembly.

Section 11.5 - Signatures on Checks

- A. All checks shall be cosigned by the Treasurer and the President or another board member authorized by the President. The Treasurer is authorized to make electronic payments for routine expenses (e.g. rent, utility bills, payroll, and property taxes for MCSC owned / managed properties) for up to five thousand dollars (\$5,000). The routine expenses must be pre-approved by the board of trustees requiring simple majority approval. All appropriations up to

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fifteen thousand dollars (\$15,000) shall require an explicit simple majority approval of the Board of Trustees in accordance with the approved budget. Appropriations in excess of fifteen thousand dollars (\$15,000) shall require a two-thirds majority approval by the Board of Trustees.

- B. The Board may delegate signature authority to other Board members to serve as substitutes for the President and Treasurer in case of their unavailability.
- C. The Board is authorized to create multiple, subordinated bank accounts to serve different purposes and activities for the MCSC. While the Board shall remain responsible and maintain oversight, authority for these bank accounts may be delegated to the Officers responsible for such activities. Signature authority on these accounts shall adhere to the limits of Sec. 12.5.A. including proper delegation of authority. In all cases the President and Treasurer must be named owners on such subordinated bank accounts.

Section 11.6 - Receipts

Receipts shall be used for on-going operating expenses and charity. Receipts in excess of operating expenses will be used to expand the MCSC.

ARTICLE 12: FISCAL YEAR

Section 12.1 - The Fiscal Year

The fiscal year of Muslim Center of Somerset County, Inc. shall begin on the first day of January and end on the last day of December of each calendar year.

ARTICLE 13: AMENDMENTS TO THE BYLAWS AND RESOLUTIONS

Section 13.1 - Authority

These Bylaws may be amended by the General Assembly at any time. The notice for such amendment shall be delivered to the Members on Record providing at least a seven (7) day review period before the required vote. The notice must describe the amendment in the exact proposed language. The General Assembly may vote on proposed resolutions directing the Board of Trustees to take certain action.

Section 13.2 - Procedure

Any proposed amendment must be presented in writing to the Secretary at least thirty (30) days prior to a General Assembly meeting. The Board of Trustees, after approving the proposed amendment by a simple majority vote, shall present it to the Members. An affirmative vote by one-half of the Members on Record in attendance shall be necessary for the

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adoption of an amendment. A petition signed by at least thirty three (33) percent of the Members on Record may convene the General Assembly to vote the amendments. Similarly a petition for resolutions approved by a one-half majority of the Board may convene the General Assembly to vote such petition.

Section 13.3 - Action without Meeting

The General Assembly may vote on proposed resolutions via written confirmed consent, paper or electronic. In this case an affirmative or negative vote on a matter may be received in lieu of an in-person meeting provided that the identity of each Member is guaranteed and that the entire process is done without a meeting. Written consent of the General Assembly is NOT permitted for the election of Board Members and it is NOT permitted for the amendment of these Bylaws.

ARTICLE 14: RELATIONSHIP WITH OTHER ISLAMIC ORGANIZATIONS

- A. The MCSC believes that the Islamic charitable work is not a monopoly of one organization but a well planned cooperative and collective effort.
- B. The MCSC shall coordinate and supervise Islamic activities with other organizations in its geographic area, in as much as those organizations and their activities are in accord with the intent and purposes of MCSC as defined in the by-laws.
- C. No activities which lead to discord and disunity among Muslims shall be tolerated or allowed.
- D. Any organization qualified to work under the auspices of the MCSC will not be permitted to carry out activities which are deemed to be in conflict, in competition or in duplication of the functions of MCSC.
- E. No other organization shall have dominance over the affairs of the MCSC.
- F. The MCSC will not recognize any organization intent on functioning within narrow confines of any ethnic particularity.
- G. No function, distribution of materials or announcements are permitted in the premises of the MCSC without prior written approval of the President.

ARTICLE 15: DISSOLUTION

- A. A two thirds (2/3) majority of all the Trustees of the MCSC on the record on any given day can decree the dissolution for a reason and a cause. The decree will become a final declaration if it is approved by two thirds (2/3) majority of the General Assembly in a meeting called specifically for such purpose.
- B. Failure of approval by the General Assembly automatically removes all Trustees. The General Assembly must name a committee to administer the affairs until a Board is elected.

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- C. Upon dissolution of the MCSC, all the proceeds, after payment of all outstanding debts, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code), to a bona fide registered Islamic, nonprofit, religious and charitable organization registered under the section 501 (c) (3) of the Internal Revenue Code.
- D. Trustees of MCSC shall be responsible for carrying out the dissolution process in a manner satisfactory to the State and Federal Authorities.
- E. Any such assets not so disposed of shall be disposed by the Superior Court of New Jersey for the County of Somerset, exclusively for such organization or organizations, as said court shall determine which are organized and operated for such purpose.

ARTICLE 16: INSURANCE AND INDEMNIFICATION

Section 16.1 - Insurance

The Board of Trustees shall obtain sufficient insurance against financial and legal liabilities and risks that may arise from its operations consistent with its exposure. This includes but is not limited to, liability insurance for the MCSC as well for the Trustees and Officers.

Section 16.2 - Indemnification

The MCSC shall indemnify, defend and hold harmless its Board Members and Officers from their actions past or present as long as they act in accordance with the Bylaws. The Board shall warrant and represent to MCSC members that all contractual obligations it enters into shall carry sufficient liability coverage in order to limit the MCSC's legal and financial exposure and risk.