

BYLAWS

ISLAMIC CENTER OF TENNESSEE

AMENDMENTS APPROVED BY BOARD OF DIRECTORS

APRIL 13, 2013

ARTICLE I

NAME AND PURPOSE

The affairs of the Corporation shall be conducted using the name **Islamic Center of Tennessee (ICT)** or such other name or names as the Board of Directors may from time to time authorize. The Corporation is organized and shall operate exclusively for religious, charitable, scientific, literary, or educational purposes.

The purpose of the organization is to provide resources for high quality Islamic education and to create a spiritually, intellectually and physically enriching environment founded on the principles of Islam as a complete way of life.

All Directors, officers, employees and agents shall endeavor in all actions and activities on behalf of the Corporation to make decisions based on the Islamic rules for governance. The Chair of Board will be considered Amir. All other Board members will be considered as Shura members.

ARTICLE II

OFFICES & REGISTERED AGENT

The Corporation shall designate and continuously maintain a registered office in the State of Tennessee. The principal office of the Corporation shall be 5400 Bell Forge Lane East, Nashville, TN 37013 or that which is otherwise designated by the Board of Directors. The Corporation may also have other offices within and without the State of Tennessee at such places as the Board of Directors may from time to time determine. The Corporation shall designate and continuously maintain a registered agent in the State of Tennessee at its registered office.

ARTICLE III

MEMBERS

The Corporation is a non-membership corporation. All corporate powers shall be exercised by or under the authority of, and the affairs the Corporation managed under the direction of, the Board of Directors.

ARTICLE IV DIRECTORS

Section 1. Responsibilities. The Board of Directors shall determine policies, establish goals and objectives, oversee operations, maintain stewardship of capital assets and operating funds and deal with such other matters as may be essential to the successful functioning of the organization in achieving its purpose. The affairs the Corporation will be managed under the direction of the Board of Directors. It is preferable that Directors be residents of the state of Tennessee, however it is not mandatory.

Section 2. Number and Qualifications of Directors. The maximum number of Directors of the Corporation will be eleven (11) however at no time shall there be fewer than three (3) Directors. The maximum number of Directors may be adjusted by the Directors through an amendment to the by-laws.

Members of the Board of Directors must fulfill the following qualifications prior to their election to the Board of Directors: a) shall have received a copy of this corporation's Bylaws and have accepted the terms of the document in writing; b) each director must be at least 21 years of age.

Section 3. Selection. When the Board decides that a Board vacancy or vacancies should be filled, a Nominating Committee will be appointed. The Nominating Committee will make known to members of the ICT community the need to fill a vacancy or vacancies. Suggestions will be taken from existing Board members as well as from members of the ICT community. Nominations will be submitted to the Secretary of the Board who will bring the nominations to the Nominating Committee. After going through a review process with the nominees, the Nominating Committee will make recommendations to the Board. The Board will vote to accept a new member on the Board with a two-thirds (2/3) vote of the Directors then in office. New members will sign the ICT Board Member Agreement.

Section 4. Term of Office. Directors of the Corporation shall hold office for a term of three (3) years starting upon election. The term of office for elected Directors shall be for three years with re-election permitted for one successive three-year term. A Director who has served two consecutive terms may be considered for re-nomination to the Board after an absence of at least one year and at which time he/she may be re-elected for another two consecutive terms. No Director can serve more than a total of four year-year terms.

Section 5. Removal of Directors. Directors may be removed, with or without cause, by a vote of two-thirds (2/3) of the Directors in office, not counting the Director that is subject to removal.

Section 6. Resignation. Any Director may resign at any time by giving written notice to the Board of Directors. A resignation shall be effective when notice is delivered, unless the notice specifies a later effective date. Absence of a Board member from three successive meetings without notification shall be considered equivalent to resignation and the position shall be considered vacant. Under such circumstances, the Secretary of the Board will notify the Board member that his/her term has ended.

Section 7. Vacancies. *The Chairman:* If for any reason the Chairman is unable to complete his/her term, the Vice-Chair shall immediately assume the responsibilities of the Chairman for the un-expired portion of the term.

All other board members: If for any reason a member of the Board of Directors is unable to complete his term, the process for selection in Section 3 above will be followed to fill the vacancy. A person elected to fill a vacancy left by a Director shall not hold office for the unexpired term of his or her predecessor, rather he/she shall start a full three-year term.

Section 8. Compensation. Directors of the Corporation shall not be entitled to compensation for service as Directors. A Director, however, shall be entitled to reimbursement for all reasonable expenses incurred in carrying out the duties of his or her office as approved by the Corporation. Directors shall not seek employment in the corporation.

Section 9. Conflict of Interest. No member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The Chairman of the meeting is expected to make inquiry if such conflict appears to exist and the Board member has not made it known.

Section 10. Disputes. Board members and officers who serve in this corporation will resolve any disagreements and disputes through arbitration and agree not to file lawsuits in any court.

Section 11. Fidelity Bond. The Board of Directors may require any officer, employee, or agent of the Corporation to give security for or to execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of his or her duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation that may come into his or her hands.

ARTICLE V MEETINGS

Section 1. Regular Meetings. Regular meetings of the Board of Directors will be held on a monthly basis, at a regular time and date agreed to by Directors. Regular meetings will be held at the offices of the ICT. Regular meetings shall be held to approve programs, plans, budgets and other business that may come before the Board. All meetings, whether regular or otherwise, of the Board of Directors shall be documented by minutes reflecting all business transactions of the Board of Directors. A member of the Board of Directors may participate in the meeting by any means of communication that allows the member to hear and be heard simultaneously during meeting, consistent with Tennessee Code Section 48-58-201.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chairman, or by any two (2) directors, at such place, date, and time as may be specified in a notice to the Directors.

Section 3. Notice. There shall be no notice required for regular meetings of the Board of Directors. Any action by the Board of Directors to remove a Director, or to approve a matter that would require approval by the members, shall not be valid unless each Director is given at least seven (7) days' written notice that the matter will be voted upon at a directors' meeting or unless notice is waived pursuant to Section 48-50-204 of the Tennessee Code.

Section 4. Quorum and Vote. A majority of the Directors then in office shall constitute a quorum for the transaction of business of the Corporation, provided, that at no time shall a quorum consist of fewer than two (2) directors.

Section 5. Reliance Upon Information, Opinions, Reports, or Statements. To the full extent allowed by law, a member of the Board of Directors, or a member of any committee of the Board of Directors, shall, in the performance of his or her duties, be protected in relying in good faith upon information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by, (a) one or more employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (b) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or (c) a committee of the Board of Directors of which he or she is not a member, if the Directors reasonably believes the committee merits confidence.

ARTICLE VI OFFICERS OF THE BOARD

Section 1. General. The officers of the Corporation shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer, all of whom shall be Directors and shall be elected by the Board of Directors. The Board may also elect such other officers as may, from time to time, be deemed advisable by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of Chairman, Vice-Chairman and Secretary. Each officer may serve for one year and may be re-elected to one successive one-year term.

Section 2. Chairman of the Board. The Chairman of the Board shall exercise such powers and carry out such responsibilities as may be granted or authorized by the Board of Directors. The Chair of the Board shall see that all orders and resolutions of the Board of Directors are carried into effect, and when present, shall preside at all Directors' meetings. The Chairman appoints committee chairs, signs instruments in the ordinary course of business and contracts or obligations when authorized by the Board. The Chair of the Board will be considered Amir.

Section 3. Vice-Chairman. The Vice-Chairman of the Board shall exercise such powers and carry out such responsibilities as may be granted or authorized by the Board of Directors. The Vice-Chair assists with Board administrative functions and committee selection/liaison as requested by the Chair. In the absence of the Chairman, the Vice-Chair of the Board shall see that all orders and resolutions of the Board of Directors are carried into effect, and shall preside at the Directors' meetings.

Section 4. Secretary. The Secretary shall, when possible, attend all meetings of the Board of Directors, and shall record or supervise the recording of all the proceedings of the Board of Directors, and the Executive Committee. Recordings of proceedings shall be kept in a book or books used for that purpose, which shall be the property of the Corporation. Except as otherwise provided in these Bylaws, he or she shall give, or cause to be given, notice of all meetings of the Board of Directors. He or she shall make certificates that the notice required by these Bylaws and the Tennessee Nonprofit Corporation Act, as amended, for such meetings has been given, and he or she shall file such certificates with the minutes of such meetings.

The Secretary shall also perform such other duties as are generally performed by a secretary of a corporation and such duties as may be prescribed by the Board of Directors or the Chairman. In the absence of the Secretary at a meeting, the Chairman may appoint someone to perform the duties of the Secretary.

Section 5. Treasurer. The Treasurer oversees funds of the organization and implementation of fiscal policies of the Board. He/she shall be a member of the Finance Committee and serve as its chair. The Treasurer shall present a financial report at board

meetings on a quarterly basis (at special Board meeting and Executive Committee meeting as requested).

The Treasurer shall also perform such other duties as are generally performed by a treasurer of a corporation and such duties as may be prescribed by the Board of Directors or the Chair. Any Assistant Treasurer may, in the absence of the Treasurer or in the event of his or her inability or refusal to act, perform the duties of the Treasurer, and when so acting shall have all the powers and be subject to all restrictions upon the Treasurer.

ARTICLE VII COMMITTEES AND EXECUTIVE STAFF

Section 1. Committee Structure. The chair of each committee shall be an elected member of the Board and shall be appointed by the Chairman of the Board of Directors in consultation with the other Board members. The term of the chair of the committee shall be one year with reappointment permitted. Each committee chair will select a co-chair from among the members of the ICT community, who will perform the duties of the committee chair in his/her absence. The chair of the committee will also appoint a secretary to take minutes of meetings and notify members in advance of meetings. Relevant staff will be selected by the Executive Director to be on committees as appropriate. Standing committees will meet monthly at scheduled, agreed upon times. Committee co-chairs may suggest additional community members to join committees as needed, subject to approval by the Board.

Section 2. Executive Committee. The Executive Committee of the Board of Directors shall consist of the Chairman, Vice-Chair, Secretary and Treasurer of the Board of Directors, and others, if any, elected by the Board of Directors. Subject to any specific directions or restrictions given by the Board of Directors, the Executive Committee may exercise all the authority of the Board of Directors. However, the Executive Committee shall not have the authority to approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; elect, appoint, or remove directors or fill vacancies on the Board of Directors or on any of its committees; or amend or repeal the Charter or these Bylaws or adopt new Bylaws.

Section 3. Finance Committee. This Committee serves as a financial advisory body and overseer, that participates in the preparation and monitoring of the budget. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board. Annual reports are required to be submitted to the board showing income, expenditures, and pending income.

The committee assures that books are kept in accordance with generally accepted accounting principles and ascertains that safeguards are in place to protect the

funds and capital assets of the corporation. The committee oversees the management of property and equipment.

Membership: The Board treasurer, who shall serve as committee Chair, the Co-Treasurer, the Chairman of the Board and at least two (2) others who shall possess a working knowledge of fiscal affairs and/or related management discipline. Nothing included in this provision shall prohibit the Board of Directors from exercising its authority to make financial and investment decisions without the advice of the Finance Committee.

Section 4. Sisters Committee. This Committee serves as an advisory body that supports ICT objectives, programs and activities especially as they relate to women in the community. Committee activities may include working to address women's concerns, promote women's education, establish social service programs, organize children's activities and engage in interfaith dawah as appropriate. The committee will work in coordination with other committees to avoid overlap in programs and services.

Membership: A Sister on the Board, who shall serve as committee Chair, the Co-chair and other appointed committee members.

Section 5. Education and Activities Committee. This Committee serves as an advisory body that supports ICT objectives related to education programs and other programs and activities. The Committee provides support and guidance to staff on educational matters and the development of educational and other programs and activities. It also assists staff in the development of assessment tools for ICT programs.

Membership: A Board member, who shall serve as committee Chair, the Co-chair, the Executive Director and other appointed committee members.

Section 6. Religious Affairs Committee. This Committee serves as an advisory body that supports ICT objectives related to religious programs and services, dawah and outreach and other issues related to the religious affairs of the organization. The Committee provides support to the Imam on the development of religious programs, services and activities.

Membership: A Board member, who shall serve as committee Chair, the Co-chair, the Imam and other appointed committee members.

Section 7. Other Committees. The Board of Directors may designate one or more committees of the Board of Directors, in addition to the committees named in previous sections. This may be done by a resolution adopted by majority vote of those directors present at a duly constituted meeting of the Board of Directors.

Section 8. Executive Director. The position of Executive Director will be filled by the Board of Directors. The Executive Director shall exercise such powers and control over the management of the business and affairs of the Corporation as shall be designated and approved by the Chair and Board of Directors of the Corporation. Subject to further elaboration in an employment agreement, if any, the Executive

Director shall be responsible for advancing the objectives of this corporation, for managing the day-to-day activities of this corporation, and all operational affairs of this corporation. The Executive Director shall report to the Board of Directors, and has the right and the responsibility to attend all meetings of the Board of Directors unless otherwise directed by the Board.

Section 9. Imam and Head of Religious Affairs. The position of Imam will be filled by the Board of Directors. The Imam shall exercise such powers and control over the religious affairs of the Corporation as shall be designated and approved by the Board of Directors. Subject to further elaboration in an employment agreement, if any, the Imam shall lead religious services and religious classes and shall work closely with the Board to fulfill the mission and vision of the Corporation. The Imam shall have high ethical standards, be committed, be aware of and tolerant of the diversity in practicing Islam, and be proficient in English. The Imam shall report to the Board of Directors, and has the right and the responsibility to attend all meetings of the Board of Directors unless otherwise directed by the Board.

ARTICLE VIII DUTIES AS TO THE FUNDS OF THE CORPORATION

Section 1. Disbursements. Disbursements from the income or from the assets of the Corporation for uses and purposes consistent with the objectives and purposes of the Corporation as outlined in the Charter and these Bylaws shall be made on the order of the Board of Directors.

Section 2. Contributions. The Board shall have full authority to reject or refuse to accept any contribution for any reason deemed adequate or sufficient to the Board, including but not limited to the specification of a use of, or a restriction on the use of, any contribution that conflicts with the purpose of the Corporation, its tax-exempt status, or its status as a public charity; provided, however, that acceptance of a contribution by the Board of Directors shall be deemed to be effective as of the time of its tender, unless acceptance is declared by the Board of Directors to be effective at a later time.

Section 3. Authority. The Board may authorize an officer or agent of the Corporation by resolution to enter into any contract or execute and deliver any instrument in the name of the Corporation, and no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or to render it liable pecuniarily for any amount, without such authorization.

Section 4. Depositories. All funds of the Corporation shall be deposited to its credit in such depository or depositories as the Board may designate, and for the

purpose of such deposits, any person or persons to whom such power is delegated by resolution of the Board may endorse, assign, and deposit checks, drafts and other orders for the payment of funds payable to the order of the Corporation.

Section 5. Checks. All checks, drafts or other orders for the payment of money issued by the Corporation shall be signed and countersigned by two officers of the Board, who may be from time to time be designated by the Board.

Section 6. Use of Funds. The Corporation is organized and shall operate exclusively for religious, charitable, scientific, literary, or educational purposes and is authorized to accept, hold, administer, invest and disburse for religious, charitable, scientific, literary, or educational purposes, such funds as may from time to time be given to it by any person, persons or corporations, to receive gifts to make financial and other types of contributions to assist it in the advancement of its charitable purposes as authorized herein and by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Internal Revenue law. All the assets and earnings shall be used exclusively for purposes set forth in this document, including the payment of all relevant expenses; and no part of the net earnings shall inure to the benefit of any private shareholder or individual and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

Section 7. Solicitation. The Corporation is authorized to carryout its primary purposes by solicitation and collecting gifts and donations from all possible sources. Notwithstanding, all funds received from any source shall be used exclusively for religious, charitable, scientific, literary, or educational purposes as hereinabove set forth.

Section 8. Limitation on Distributions. The Corporation shall make no disbursements to any association, trust or organization that is not an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future United States Revenue law (the "Code").

Section 9. Audit. An annual audit of financial statements shall be made by a properly accredited certified public accountant chosen by the Board of Directors.

Section 10. Private Foundation Status. Notwithstanding any other provisions of these Bylaws, the Corporation:

- (a) shall make distributions at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;

- (b) shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, or any corresponding provision of any future federal tax law;
- (c) shall not retain any excess business holdings, as defined in Section 4943(c) of the Code, or any corresponding provision of any future federal tax law;
- (d) shall not make any investments in a manner that would subject the Corporation to tax under Section 4944 of the Code, or any corresponding provision of any future federal tax law; and
- (e) shall not make any taxable expenditures, as defined in Section 4945(d) of the Code, or any corresponding provisions of any future federal tax law.

**ARTICLE IX
FISCAL YEAR**

The fiscal year of the Corporation shall be fixed by the Board of Directors from time to time, subject to applicable law.

**ARTICLE X
CORPORATE SEAL**

The corporate seal, if any, shall be in such form as shall be approved from time to time by the Board of Directors. The Corporation shall not have a corporate seal initially.

**ARTICLE XI
AMENDMENTS**

These Bylaws may be amended by the Board of Directors upon the affirmative vote of two-thirds of the directors in office at the time the amendment is adopted.

**ARTICLE XII
INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES, AND AGENTS**

Section 1. General. The Corporation shall have the power to indemnify any person authorized by the Tennessee Nonprofit Corporation Act, as the same may be

amended from time to time, in the manner prescribed therein, to the full extent allowed thereby.

Section 2. Indemnification Not Exclusive. To the extent permitted by the Tennessee Nonprofit Corporation Act, as amended, the rights of indemnification provided in this Article XI shall be in addition to any rights to which any such Director, officer, employee, or other person may otherwise be entitled by contract or as a matter of law.

Section 3. Insurance. The Corporation shall have the power by action of the Board of Directors to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as a Director, officer, employee, or agent, whether or not the Corporation would have the power to indemnify him or her against such liability.

ARTICLE XIII CORPORATION RECORDS

The Corporation shall keep, as permanent records, minutes of all meetings of the Board of Directors, a record of all actions taken by the Board without a meeting, and a record of all actions taken by any committee of the Board in place of Board action. The Corporation also shall maintain appropriate accounting records.

The Corporation shall keep a copy of the following records at its principal office: (a) the articles or restated articles and all amendments to them currently in effect; (b) the Bylaws or restated Bylaws and all amendments to them currently in effect; (c) a list of the names and business or home addresses of its current directors and officers; and (d) its most recent status report delivered to the Tennessee Secretary of State.

ARTICLE XIV INVALIDITY

In the event any provision of these Bylaws is found invalid under the laws of the State of Tennessee or other competent jurisdiction, the invalid provision or provisions shall be deemed to be altered in such manner as is necessary to conform to the prevailing law. Notwithstanding such alternations, as may be necessary, all other provisions of these Bylaws shall remain in effect as written.

**ARTICLE XV
DISSOLUTION**

Upon dissolution of the ICT, after paying or making provision for the payment of all liabilities of the corporation then outstanding and unpaid, the Board of Directors shall distribute the assets of the corporation to such charitable, scientific, literary or educational organization or purpose within the meaning of Section 501(c)(3) of the Internal Revenue code, as determined by the Board of Directors.