

**BY-LAWS
OF
THE ISLAMIC CENTER OF NEW MEXICO, INC.
(Amended September 24, 1995)**

We, the Directors of the above entitled corporation, under the New Mexico Non-Profit Corporation Act, hereby affirm that all activities of the Islamic Center of New Mexico shall be carried out in faithful compliance with Islamic rules of conduct in accordance with the teaching of the Holy Qur'an and the Sunnah of the Prophet Muhammed (peace be upon him) as interpreted by the Ahlu-Sunnah Wal-Jama'at and adopt the following By-Laws for the government of said corporation, the regulation of its affairs, and the carrying out of its business.

ARTICLE 1: MEMBERSHIP

1. Classes of Memberships:

The membership in this corporation shall be divided into members and associates. The Board of Directors may also designate persons other than members and associates who may take part in the projects to be carried out under the direction or control of the Corporation and under such terms and conditions as the Board of Directors may determine.

2. Eligibility for Membership:

Any adult who pledges agreement with and commitment to the belief and purpose of the corporation shall eligible to apply for membership in the corporation, provided, however, that the Board of Directors of this corporation shall have the right to refuse such

application for membership, if in their discretion, they find that such applicant is not of good moral character or to have been guilty of conduct detrimental to the best interests of the community of Muslims.

3. Selections and Removal of Members:

Any person who desires to become a member of this corporation shall complete and file such application for that purpose as may be required by the Board of Directors.

The Board of Directors of the corporation shall have the right to reprimand or to purge or suspend from membership any member who has been found by the Board of Directors to be guilty of violation of the By-Laws or rules and regulations of this corporation or of principles of Islamic Ethics or who has been found guilty of conduct detrimental to the best interests of the community of Muslims.

4. Rights, Privileges, and Obligations of Members:

The Board of Directors may adopt such rules and regulations, as it may deem proper for governing the rights, privileges, and delegations of members; provided, however, that such rules and regulations are not inconsistent with these By-Laws.

The members shall have the right to be heard at the meetings of the Board of Directors subject to limitations determined by the Board of Directors and defined by the rules of Islamic Consultation called Shura.

5. Dues and Assessments:

Dues and assessments, if any, to be charged to or imposed on the members or associated of the corporation shall be determined by the Board of Directors.

6. Voting Rights:

The right to vote shall be held by members but not associates and shall be entitled to one vote on all propositions submitted to the members.

Cumulative voting and voting by proxy shall not be permitted.

7. Interest in Property:

None of the members or associates of this corporation shall ever have any right to or interest in any property, real or personal of any kind or description, which is now or may be in the future be owned and controlled by the corporation. The real-estate property currently owned by the Islamic Center and any property acquired in the future shall be place in trust with the North American Islamic Trust [NAIT], (presently headquartered in Plainfield, Indiana).

ARTICLE II: MEETINGS OF THE MEMBERS AND ASSOCIATES

1. Annual Assembly:

The Annual Assembly of member of this corporation shall be held during the months of January at a time and place determined by the Board of Directors and communicated to the members in writing at least ten days in advance.

2. Special Meetings:

A special meeting of the members and associates of this corporation may be called any time by the President, the Board of Directors, or by one-third of the members.

3. **Place of Meetings:**

The Annual Assembly or special meeting shall be held at the corporate headquarters unless some other place is designated by the Board of Directors for such meeting.

4. **Quorum:**

The larger of the one-third of the members and ten members shall constitute a quorum.

5. **Voting:**

A majority of the members present at a meeting at which a quorum is present greater percentage is required by these By-Laws.

ARTICLE III: BOARD OF DIRECTORS

1. **General Powers:**

The affairs of this corporation shall be governed by the Board of Directors.

2. **Number and Qualifications:**

The number of directors shall be no fewer than three and no more than nine. Any person who is a member of the corporation shall be eligible for directorship. The Directors shall consist of a President, who shall be the Chief Executive Officer of the Corporation, a Senior Vice-President, up to five other Vice-Presidents, a General

Secretary, and a Treasurer. The same person may hold two or more Offices except that the President and General Secretary cannot be the same person.

3. Election and Tenure:

The members of the corporation shall elect the directors and each director shall hold office until a successor shall have been duly elected and qualified.

Nominations for the directors to be elected shall be made by a Nominating Committee composed of no less than three and no more than seven members. No more than two members of the Nominating Committee shall be members of the Board of Directors.

4. Vacancies:

Any Vacancy because of death, resignation, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term. Such action shall be communicated in writing within two weeks of the action, to the members of the corporation who shall have the right to call a special meeting to hold a special election for the filling of this vacancy.

5. Meetings:

The Board of Directors shall meet annually at the conclusion of the Annual Assembly without other notice than this By-Law.

Other regular or special meetings of the Board of Directors may be called by or at the request of the President or any two Directors, at a time and place fixed in the notice of such a meeting.

The Board of Directors may provide for times and places of regular meeting by passing a resolution at the annual meeting and no further notice of such meetings shall be deemed necessary.

The notice of any special meeting of the Board of Directors shall be given to each director in writing at least two days before the meeting. Such notice shall be deemed delivered if given by hand or post stamped five days before the meeting or telegraphed three days before the meeting.

6. Quorum:

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

7. Voting

The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the By-Laws.

8. President

The President shall be the executive head of the corporation and shall have general supervision over the business and affairs of the corporation, and shall have the authority to delegate authority and duties of the office. He shall preside at all meetings of the Board of Directors, at which he may be present, unless he delegates that responsibility.

9. Treasurer:

The treasurer shall have all charge and custody of, and be responsible for, all funds of the corporation, receive and give receipts for moneys due and payable to the corporation from any source, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these By-Laws; and in general perform all duties incidental to the office of the Treasurer and such other duties as from time to time may be assigned to him by: the President or by the Board of Directors.

10. General Secretary:

The Secretary shall keep the minutes of the meetings of the members and the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws; be custodian of the corporate records and of the seal of the corporation and see to it that the seal of the corporation is affixed to all those documents the execution of which under the corporation seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member whose address is furnished by the General Secretary; and in general, perform all duties incidental to the office of General Secretary and such duties as from time to time be assigned to the him by the President or by the Board of Directors.

11. Senior Vice-President

The Senior Vice-President shall, be subject to the direction and control of the President and the Board of Directors, be responsible for the administration and

supervision of the business and affairs of the corporation and shall exercise all the powers and duties of the President in the latter's absence.

12. Other Vice-Presidents

The other Vice-Presidents shall perform such duties as are from time to time assigned to him by, the President, the Board of Directors, or the Senior Vice-President.

ARTICLE IV: COMMITTEES

1. Execution of Instruments:

The President shall have the power to execute on behalf and in the name of the corporation any deed, contract, bond, debenture, note, or other obligation or evidence of indebtedness, or proxy, or other instrument requiring the signature of an officer of the corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation. Unless so authorized by the Board of Directors, no officer, or agent or employee shall have any power or authority to bind the corporation in any way, to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

2. Checks and Endorsements:

Unless otherwise determined by a resolution of the Board of Directors, all checks and drafts upon the funds to the credit of the corporation in any of its

depositories shall be signed by the Treasurer and countersigned by the President, or any other officer of the corporation.

3. Deposits:

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

4. Gifts:

The Board of Directors may accept on behalf of the corporation any contributions, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

ARTICLE VI: BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE VIII: CORPORATE SEAL

The corporate seal shall be in such form as shall be approved by a resolution of the Board of Directors. Said seal may be used by causing it or facsimile thereof to be impressed or affixed or otherwise reproduced. The impression of the seal may be made and attested by either the General Secretary or any other officer of the corporation.

ARTICLE IX: WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of this corporation under the provision of the New Mexico Non-Profit Act or under the provision of the Articles of Incorporation or by the By-Laws of the corporation, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X: AMENDMENTS TO THE BY-LAWS

These By-Laws may be amended at any Annual Assembly or at any special meeting of the members called for that purpose. These By-Laws may also be amended by a two-thirds vote of the Board of Directors, provided, however, that the Board of Directors shall not have the right to change or repeal any amendment hereto adopted by the Annual Assembly. Any By-Law amendment adopted by the Board of Directors shall be submitted to the members at the next Annual Assembly who shall approve or disapprove such By-Law amendments.

ARTICLE XI: AFFILIATION WITH OTHER ORGANIZATIONS

The Islamic Center of New Mexico may, from time to time, affiliate with other organizations whose purposes are similar to and consistent with those of the Islamic

Center of New Mexico. In particular, the Islamic Center shall be affiliated with the Islamic Society of North America (presently headquartered in Plainfield, Indiana or its successor.