

**BY-LAWS
OF
THE ISLAMIC CENTER OF NEW MEXICO, INC.**
(Amended , 2004)

We, the Directors of the above-entitled corporation (The Corporation), under the New Mexico Non-Profit Corporation Act, hereby affirm that all activities of the Islamic Center of New Mexico shall be governed according to the Islamic Sharia “Holy Qur’an and the Sunnah of Prophet Muhammad peace be upon him as interpreted by Ahlu-Sunnah Wal-Jamah”.

The following By-laws are sets of logistical rules and regulations governing the Islamic Center of New Mexico “ICNM” affairs as adopted by the members of the Board of Directors. Such By-Laws shall have no conflict at any time and in any way with the Islamic Sharia. If and when conflicts occur, the Islamic Sharia shall supersede.

ARTICLE I: MEMBERSHIP

Classes of Memberships:

Members: Any adult Muslim “male or female” who pledge agreement with and commitment to the belief and purpose of the corporation shall be eligible to apply for membership in the corporation.

Associates: Any adult who pledges agreement with and commitment to the belief and purpose of the corporation shall be eligible to apply to be an associate in the corporation.

Support Personnel: Individuals, other than members and associates, selected by Board of Directors to take part in and assist in any projects. The Support Personnel shall operate solely under the direction of the Board of Directors.

Eligibility for Memberships:

The Board of Directors of The Corporation shall have the right to refuse any application for membership, if, in their discretion, they find that such applicant is not of good moral character or guilty of conduct detrimental to the best interests of the community of Muslims.

Selection and removal of Members:

- Any person who desires to become a member of The Corporation shall submit a completed application, as required by the Board of Directors, for that purpose.
- The Board of Directors of The Corporation shall have the right to reprimand, purge or suspend from membership any member who has been found, by the Board of Directors, to be guilty of violating The Corporation's By-Laws, violating the principles of Islamic Ethics as defined by the Islamic Sharia or conduct detrimental to the best interests of the community of Muslims.
- If any member of the Board of Directors, with the exception of the president, is suspected of incompetence, violating The Corporation's By-Laws, violating the principles of Islamic Ethics as defined by the Islamic Sharia or conduct detrimental to the best interests of the community of Muslims by any of the fellow members of the board then, by means of a simple majority vote of the Board of Directors, the suspected member shall be temporarily suspend from all leadership duties. After which, an emergency general assembly meeting shall be called no sooner than seven (7) days and no later than twenty one (21) days after the suspension occurred to vote on permanently purging the suspected member, from the leadership position. If the general assembly simple majority vote fails to purge the suspected member then the suspension shall be lifted and the temporary suspended member shall return to his leadership position. If general assembly meeting could not be held due to lack of quorum then the suspension shall become permanent and the suspected member shall surrender his leadership position.
- To purge from leadership the president of The Corporation who is suspected of incompetence, violating The Corporation's By-Laws, violating the principles of Islamic Ethics as defined by the Islamic Sharia or conduct detrimental to the best interests of the community of Muslims, a Minimum vote of two thirds (2/3) of the Board of Directors is required to temporarily suspend the president from all leadership duties. After which, an emergency general assembly meeting shall be called no sooner than five (5) days and no later than ten (10) days after the suspension occurred to vote on permanently purging the president, from the leadership position. If the general assembly vote fails to purge the president or general assembly meeting could not be held within ten (10) days due to lack of quorum from the date of suspension then the suspension shall be lifted and the president shall return to his leadership position.
- The appointment and the dismissal of the Imam are to be handled by the president. However, the president shall be required to consult with the Board of Directors on decisions regarding appointing and dismissal. Excluding the president's vote, a two thirds (2/3) majority shall be required to override the president's decision.

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 the Corporation's By-Laws. The members 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 "Shura"

Dues and Assessments:

Any dues or assessments imposed on members of The Corporation shall be determined and imposed by the Board of Directors.

Voting Rules:

- The right to vote shall be held by members only. No associates shall ever be allowed to vote
- Each member shall be entitled to one vote for each proposition submitted.
- Cumulative voting and voting by proxy shall not be permitted.
- Only members with active registration have the right to vote.
- Members must be 18 years of age or older to vote.
- A minimum of one-year membership in The Corporation is required for members to have the right to vote. The starting of residency is defined as of the date of registration.
Note: The One-year residency requirement is waived for the year 2004/2005.

Interest in Property:

None of the members or associates of this corporation shall ever have any right to interest in any property, real or personal of any kind or description, which is now or may be in the future 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 placed in trust with the North America Islamic Trust (NAIT) presently headquartered in Plainfield, Indiana.

ARTICLE II: MEETINGS OF THE MEMBERS & ASSOCIATES

Annual Assembly:

Annual Assembly of the members of this corporation shall be held at a time and place determined by the Board of Directors. Annual Assembly date shall be communicated to the members through ICNM website and/or announcement after Friday Salat and/or posting at the center and /or phone invitation and or personal invitation.

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 1/3 of the registered members.

Place of Meetings:

The annual assembly meeting or special meeting shall be held at the corporate headquarters unless the Board of Directors for such meeting designates some other place.

Quorum:

One third (1/3) of the registered members shall constitute a quorum.

Voting:

Simple majority of a quorum constitute a valid vote.

ARTICLE III: BOARD OF DIRECTORS

General Powers:

The Board of Directors shall govern the affairs of the corporation.

Numbers and Qualifications:

The numbers of directors shall be no fewer than five, which constitute the core positions of the board, and no more than twelve. Any voting member “male or female” of the Corporation who has had a minimum of two continuous years of membership and whose membership is current shall be eligible for directorship with the exception of the following three positions:

The President: Since the Islamic Sharia dictates that the primary function of the head of an Islamic community is to call and lead people to Salat, and since the Islamic Sharia dictates that Salat is to be lead by males only, the position of the president is available to males only. The power of delegation to call and lead Salat can be given to a full or part time Imam. Females can’t exercise the power of delegation as the Islamic Sharia dictates that the delegation may not be valid unless the person who is delegating is able to perform the function himself in normal circumstances.

The vice president: The vice president must also be a male due to the fact that he may be required to assume the position of president in the case of the president not being able to complete his term.

The Director of Sisters: The Director of sister’s affairs shall be reserved for females only as it may require intimate and confidential consulting with female members of the community.

The Board of Directors shall consist of the following positions:

The President:

The position of president is a core position. The primary function of the president is to call and lead people in Salat. The president can delegate this duty to a full or part time Imam appointed by him. The President also has the obligation of leading the community as defined in the Islamic Sharia. In addition, the president shall be the Chief Executive Officer of the Corporation and shall have general supervision over the business and affairs of the corporation. He shall also have the power to delegate authority and duties of the office. He is required to preside on all meetings of the board of Directors, unless he delegates that responsibility.

Senior Vice President:

The senior Vice President shall, 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.

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. He/She shall see that all notices are duly given in accordance with the provisions of these By-Laws. He/She shall be the 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. He/She shall keep a register of the post office address of each member, and in general perform all duties incidental to the office of General Secretary and such duties as from time to time be assigned to him/her by the president or by the Board of Directors.

Treasurer:

The treasurer shall have all charge and custody of, and be responsible for, all funds of the corporation, receive and give receipts for the 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 the By-Laws. He/She shall perform all duties incidental to the office of the Treasurer and other duties as, from time to time may be, assigned to him/her by the president or the Board of Directors.

Director of Sisters:

The director of sisters shall be a female member. Her duty is to coordinate and organize all activities initiated from the sister side. She is also responsible to keep the Board of Directors involved and informed of all activities of the sisters. The director of the sisters will also supervise the nomination and election of a secretary and treasurer for the sisters (the aforementioned two positions are not ICNM board position). The sisters through nomination and voting process will select these two positions. The sisters will have the power to create their own committees that need to report their activities to the Director of the sisters. For reasons of efficiency and effectiveness, no one sister can head more than two committees.

Other Directors:

Up to seven other elected positions can be opened in order to perform duties from time to time as assigned to them by the president and the Board of Directors.

Aside from the positions of president and vice president, a person may hold more than one position; however, each person will only have one vote.

Election and Tenure:

Registered members of the corporation shall elect all the directors. Each director shall hold office for a two (2) year term. After which, a new election shall be held. A director may choose to run for the same position again or may run for a different position. There are no term limits.

The nomination committee:

A nominating committee composed of no less than three and no more than seven male and female members shall make nominations of members to be elected for the board of director. No member of the nominating committee shall be nominated to the Board of Directors. The nominating committee shall be independent from both the old and new Boards. New nominating committee shall be formed for each election period. The new nominating committee shall be composed of 2/3 of the old committee and 1/3 of new members proposed by the 1/3 of the old committee members who are leaving the committee. No member of the nominating committee is allowed to remain in the committee for more than three consecutive election terms.

Vacancies:

The president: If for any reason the president is unable to complete his term, the vice president shall immediately assume the responsibilities of the president for the un-expired portion of the term. Such action shall be communicated through ICNM website and/or announcement after Friday Salat and/or posting at the center.

All other board members: If for any reason a member of the board of directors is unable to complete his term, the president, with a simple majority vote of remaining directors, shall nominate a person to fill the vacant position. Such action shall be communicated through ICNM website and/or announcement after Friday Salat and/or Posting at the Islamic Center. Voting members of the Corporation shall have two weeks to submit a petition (The Petition) to the directors challenging the board's decision. The Petition must have a minimum of five approving signatures from voting members of the Corporation. Once the Petition is submitted, the directors shall call a special meeting to vote on upholding or rejecting the decision of the directors. If in the special meeting the decision of the directors is overturned, the Board of Directors shall hold a special general election for the filling of the vacant position.

Meetings:

The Board of Directors shall meet regularly to address the issues and concerns of the members. Meetings may be called by or at the request of the president or any two board members, at a time and place fixed in the notice of such a meeting. The Board of Directors may provide times and places of their regular meetings through ICNM website and/or announcement after Friday Salat and/or posting at the center.

The notice of any special meeting of the members of the Board of Directors shall be communicated to the members of the community through E-mails and/or phone invitation and/or personal interaction and/or announcement after Friday Salat and/or ICNM website

Quorum:

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

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 great number is required by the By-Laws.

ARTICLE IV: COMMITTEES

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 pecuniary for any purpose or in any time.

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 way of its depositories shall be signed by the Treasurer and countersigned by the president, or any other officer of the corporation

Checks and Endorsements:

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

Gifts:

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

ARTICLE V: 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 principle office a record giving the names and addressed of the members entitled to vote. Any member may inspect all books and records of the corporation for any proper purpose at any reasonable time.

ARTICLE VI: CORPORATE SEAL

The Corporation 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 in 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 VII: WAIVER OF NOTICE

Whenever any notice is required to be given to any members 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 the By-Laws of the corporation, a waiver thereof in writing signed by the person entitled such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII: 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 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-Laws 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-Laws amendments.

ARTICLE IX: 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).