

In the name of Allah the Beneficent the Merciful

**BYLAWS OF THE
ROSWELL COMMUNITY MASJID, INC.**
As amended through January 29, 2009

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THE BYLAWS OF THE ROSWELL COMMUNITY MASJID

ARTICLE I: PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1.01 Name and Principal Offices

The name of the corporation will be The Roswell Community Masjid, Inc. (hereinafter referred to as "RCM"), a nonprofit corporation incorporated under the laws of the State of Georgia, located in Roswell, Georgia.

Section 1.02 Other Offices

RCM may have such other office or offices, at such suitable place or places within the State of Georgia as may be designated from time to time by the Board of Trustees of RCM.

Section 1.03 Registered Agent

RCM will have and continuously maintain a registered office in the State of Georgia (which may be identical to the principal offices) and the Board of Trustees of RCM will appoint and continuously maintain in service a registered agent in the State of Georgia, who will be an individual, shall be a US citizen or permanent resident of the State of Georgia or a corporation registered in Georgia, whether for profit or not for profit.

ARTICLE II: PURPOSES

The purposes for which RCM is formed is to arrange and hold congregational prayers for Muslims and for propagation of Islamic education among all persons, irrespective of their gender, faith, creed, color or belief, undertake and engage in religious, charitable and educational activities; promote friendly relations between Muslims and non-Muslims and to foster a Muslim community based on Islamic principles of brotherhood, pursuit of knowledge, equality, mutual help and Islamic teachings of peace, love and justice. RCM will be empowered to cooperate with other Islamic organizations, of similar purposes, in achieving these goals and engage in such other activities as may be desirable or required to fulfill the purposes and objectives of RCM.

The foregoing enumeration of the purposes of RCM is made in furtherance, and not in limitation, of the powers conferred upon RCM by law and is not intended, by the mention of any particular purpose, in any manner to limit or restrict any of the powers of RCM, other than as provided below. RCM is organized and will be operated exclusively for religious, educational and charitable purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(A)(2), 2106 or 2522(a)(2) of the Internal Revenue Code. No part of the net earnings or assets of RCM will inure to the benefit of, or be distributable to the members, Trustees, Officers, other private individuals, or organizations organized and operating for profit (except that RCM will be authorized and empowered to pay reasonable compensation for or make payments and distributions in furtherance of the purposes as hereinabove stated).

No part of the activities of RCM will be the carrying on of propaganda or otherwise attempting to influence legislation, and RCM will be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code.

RCM will not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provisions herein, RCM will not carry on any activities not permitted to be carried on:

(a) By an organization exempt from federal income tax under Section 501(a) of the Internal

Revenue Code as an organization described in Section 501(c) of Such Code, and/or (b) By an organization, contributions to which are deductible under Sections 170(c)(2),2055(A)(2),2106 or 2522(a)(2) of the Internal Revenue Code.

ARTICLE III: DECISION MAKING: Consultative (SHURAH)

Section 3.01 Consultative Process

All community members are encouraged to participate in community decisions if they possess the skills, knowledge, and experience in the subject matter. Consultation and consensus building is the main principle for decision making in the Roswell Community Masjid. This applies to all groups that are charged with certain short term or long term responsibilities (Board, department, task force, committees, etc). Groups in charge of making decisions at any level within the organization shall work cohesively and select a Chairperson from among them. The Chair has the responsibility to facilitate full consultation. The consultation process must be geared towards (1) collecting all the information relevant to the decision, and (2) including all the group members and all available subject experts in the consultation process. Should either of these two elements not be completed, the Chair is not expected to make the decision unless it is a time sensitive matter where a decision is needed immediately. In such case the Chair (or any group member acting in his/her absence) should make his/her best effort to come up with a decision consistent with the organization's mission and goals, or delegate this responsibility to the most qualified person available at the time, with a preference towards temporary rather than irreversible decisions if possible. The decision should then be reviewed and possibly modified by the group according to the normal decision making process as soon as possible.

Group leaders must view themselves as facilitators of the decision making process, and their individual opinion is only one opinion that must be viewed objectively among other suggested solutions. Facilitating the decision making is a responsibility and not an authority; therefore it should be taken with a great sense of accountability to Allah and to the community.

Section 3.02 Consultative Procedures

Whenever a decision needs to be made, it is the leader's / coordinator's responsibility to ensure that the following steps are thoroughly implemented:

1. The leader shall consult the group to make sure it is this group's responsibility to make such decision. If not, the leader shall refer the decision making responsibility to the appropriate entity in the organization. This step can be taken at anytime during the decision making process when the group feels the issue has developed or information has revealed that the decision should be made by another entity within the organization.
2. If the decision is similar to a previous decision made by the group, the leader may conduct a quick consultation to confirm this fact and make a decision based on the previous, similar decision under parallel circumstances without going through the subsequent steps.
3. Information shall be collected. Sources of information shall be identified and pursued to collect the most verifiable information available. Information shall be made available to all individuals involved in the decision making process.
4. Individuals with expertise on the subject matter within or outside the community shall be identified and consulted. Their input shall be made available to all involved in the decision making process.
5. Each individual on the group making the decision shall be asked to state their input. The leader shall ensure that each group member gets an opportunity to fully state her/his perspective.

6. The leader may choose to facilitate a discussion for the purpose of developing a solution that satisfies all required criteria, is consistent with the information available, and is aligned with the organization's mission, goals, and values. Building consensus should be the main focus of this discussion.
7. At the end of discussion, if there is a consensus or a majority deemed by the leader to be sufficient for the matter under discussion in favor of some decision, that decision will be made and clearly stated by the leader on behalf of the group. It is expected that most decisions will be made in this manner. Otherwise, the leader may proceed with one of the following two options:
 - a) Move forward with the majority perspective (breaking a tie if needed) and provide justification (such as time limitation) for ending the process at that stage and full explanation why it is believed that the decision is consistent with the objectives, mission and values of the organization.
 - b) Determine that enough information is not available to make a decision, and more research is needed before the group can make a decision (go back to step 3).
8. Once a decision is made and regardless of how it was made. It is the responsibility of every member of the subgroup to support the decision and focus the discussion and action on the execution of the decision.
9. The group will coordinate specific steps to communicate the decision to the appropriate segments of the community. It is the leader's responsibility to see that the decision is clearly communicated to all concerned parties in a timely and appropriate manner.
10. The Chair may allow a proxy only if he/she feels that the absence of a member is legitimate and that the absent member has attended enough debate and grasped aspect of the subject under discussion. Otherwise, the members may not be equipped to state his/her perspective.
11. Quorum: during the time a significant decision is made, a minimum of two thirds (66.67%) of the members of the group should be present and participating in the consultation during the decision making process.

Section 3.03 Ground Rules for Building Consensus:

1. Leader or a delegated member in his absence should moderate the discussion.
2. Members can't speak out of turn.
3. Allow only one speaker at a time
4. Comments should not be attacking in nature and should not hold criticism to others' opinion.
5. Every member should be given an equal and fair chance to express his/her point of view
6. Leader shall entertain one subject at a time

ARTICLE IV: BOARD OF TRUSTEES

Section 4.01 Responsibilities of Board of Trustees

The Board of Trustees (hereinafter called the Board) is the legal entity representing Roswell Community Masjid. Serving on the Board is a serious responsibility. Individual Board members have no authority unless they are specifically authorized to be acting on behalf of the Board. The Board as a whole has the following primary responsibilities:

1. **Community Leadership:** The Board represents the Masjid and Board members must be fully committed to Vision, Mission, and Principles of the organization. Board members are the face of the organization and must represent the organization well in all formal and informal professional and social settings. Board members shall exemplify the quest for

knowledge, professionalism, consensus-building, and all the other values to which the RCM community has committed.

2. Strategic Planning: The Board is responsible to see that the community is on track to actualize the strategic plan. While strategic planning should involve all community members, the Board is the accountable entity to see that the goals and plans set in the strategic plan are achieved. The Board also should recognize the need to adjust the strategic plan if deemed necessary.
3. Directing the organization by establishing policy: The Board is responsible for establishing the direction of the organization and providing the necessary policy to help the organization run effectively. Any entity of the organization may propose policy or be tasked for drafting certain policy. However, it is the Board who has the authority to adopt policy, and to hold community members accountable for implementation and adherence to those policies.
4. Fund Raising and Budgeting: The Board is responsible for the long term financial security of the organization. The Board shall establish a strategy to provide the organization with a sufficient, consistent source or revenue. The Board shall see that long-term, sound financial planning is in place, and that annual budgets are consistent with those plans. An annual budget developed by the Executive Committee shall be presented to the Board for approval to ensure consistency with long-term financial goals.
5. Selecting a Resident Scholar and an Administrator: The Board is responsible for final selection of a Resident Scholar and an Administrator. This selection process, however, shall involve the community at all levels to assure that the all qualified candidates are considered, and that the community is genuinely involved in the decision making.
6. Holding the Trust and executing real property Transactions: The Board is the legal entity to act on behalf of the community to execute all real property transactions, knowing that all real property belonging to the Masjid is considered Trust (Waqf). The Board shall consult with community members and the Executive Committee in all real estate decision making, and is accountable for ensuring that decision making is consistent with the organization's Vision, Mission and principles.

Section 4.04 Number of Trustees

The Board shall eventually consist of seven (7) nominated and elected members. The initial number of Board members (By February 28, 2009) shall be five (5), and shall be increased to seven (7) members by February 28, 2010. No decrease in the number of trustees will have the effect of shortening the term of any incumbent Trustee. The number of trustees will never be less than seven. In addition to the Board members, the Resident Scholar (when hired) and the Administrator shall serve on the Board

The resident scholar as the source of sharee'a knowledge must be the expert consulted in all sharee'a and education related matters. While the Administrator as the operational manager shall be consulted on all matters effecting operational issues, and shall participate on the Board activities to act as the conduit between the visionary long term Board and the Executive Committee focused on operational and short term matters.

Starting February 2010, and every two years thereafter, immediately after Board member Elections, the Board will select three (3) Board members to serve as Board officers: Board Chair Person, Board Secretary, and Board Treasurer.

Section 4.05 Election and terms of Board Members

Two Board Members will be selected by existing Board members every two years in the month of February of every even year starting 2010. In 2010 the new Board members will be added to the existing 5 Board members. In February 2012 the three initial, longest serving Board members will vacate their membership, and may be eligible for re-election if nominated. Starting in 2014 two Board members elected in February 2009 will vacate their membership and new elections will fill in these two positions. From that point on all Board member terms will be 6 years. All Board members may be re-elected if nominated with no limit on the number of terms they can serve. All nominations must include justifications on how the candidate will provide the needed skills and experience to serve effectively. An Election committee will consider all nominations, screen candidates, and all community members may nominate a candidate. All nominations shall be turned in to the election committee by the deadline determined by that committee.

Number of Board members	Month/Year Elected	Term expires
3	2008 – Founders	February 28, 2012
2	February 2009	February 28, 2014
2	February 2010	February 28, 2016
3	February 2012	February 28, 2018
2	February 2014	February 28, 2020
2	February 2016	February 28, 2022

The Election committee will provide a list of eligible candidates with recommendations to the sitting Board Chair to facilitate the election (If the Board Chair term is up, another Board member will be Elected by returning Board Members to facilitate the election). The election will include consultation with the returning Board members, exiting Board members, executive committee, other community leaders, and the resident scholar. Qualifications, skills and experience must all be considered. Returning Board members will hold at least one private session for final deliberation and will vote the new members from the list of nominees developed by the election committee.

The Board officers; Chair Person, Secretary and Treasurer will be elected from Board Members after every regular election. All Board members including the Administrator and the Resident Scholar may nominate an eligible Board member. The first election will be held at the first regular Board meeting following the regular bi-annual selection of new Board members.

Section 4.06 Qualifications

To be eligible for election as a Board Member, a person must (1) have been an active member in good standing for the past twenty four (24) months;(2) have successfully performed documented voluntary service, or has been participating actively in the affairs of RCM, for a minimum of one (1) year, (3) be at least 21 years old, and (4) practice Islamic behavior as defined in the Quran and Sunna of Prophet Muhammad PBUH, as interpreted by the majority of the Board of Trustees, (5) submit documentation that showing he/she has legal status of the US through out the term of the service. The period of qualifications may be reduced by the Board in exceptional cases.

Section 4.07 Vacancies

Any vacancy occurring in the Board of Trustees may be filled by election within the remaining Board members from the pool of candidates qualified and developed in the previous election. If no qualified candidates are available from that list, the Board Chair may appoint a person to fill the position for three months while the election committee convenes and holds a special election that parallels the regular elections. The newly elected Board member will serve the remainder of the term outlined in 4.05 above. If the departing Board Member holds an officer position (Chair, Treasurer, or Secretary), the Board will elect an officer from among all members after that vacant position is filled.

Section 4.08 Removal of Board Member

Any Trustee may be removed from the office by a two-thirds vote of the members of the Board at any regular or special meeting of the Board of Trustees, with cause for: (1) intentional violation of these Bylaws, (2) failing to attend two meetings of the Board in a calendar year without justifiable reason for which Board is timely informed, (3) performing acts repugnant to the Articles of Incorporation or Bylaws of RCM, or (4) becomes disqualified under Section 4.05 above. Such removal may occur only if the Trustee involved is first provided with adequate notice of the charges against him or her in the form of a statement of such charges by the Board of Trustees, sent by certified or registered mail to the last known address of such Trustee. The Trustee involved will have the right to respond in writing to these charges within seven days of mailing of the charges. Each member of the Board will review any response independently. The Board then will act on the basis of reasonable and consistent criteria, always with the objective of advancing the best interests of RCM.

Section 4.09 Resignations

Any Trustee may resign at any time by giving written notice to the Chairperson of the Board or in his/her absence to any member of the Board. Such resignation will take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Board. The successor to a resigning Trustee will be selected in accordance with Section 4.07. In the event all the members of the Board resign it will be the obligation of the Chairperson to hold a general election within forty days of this resignation. However, should the Chairperson be incapacitated or unable to conduct such elections, the responsibility of holding such elections will then be transferred to the Administrator

Section 4.10 Arbitration

Any Trustee who has been removed from the Board of Trustees, may arbitrate the matter in accordance with Article VIII of these Bylaws.

Section 4.11 Regular Meetings

A regular meeting of the Board of Trustees of RCM will be held at least once every two months, at such time, day and place as will be designated by the Board of Trustees, for the purpose of transacting such business as may come before the meeting. The Board of Trustees may, hold more frequent meetings as it sees needed, as long as proper notification is given pursuant to Section 4.13. Decisions of the Board of Trustees shall be posted by the secretary on the notice board within seven days of the meeting. However, the trustees may jointly choose, in the interest of the community, to keep such matters confidential as they deem fit.

Section 4.12 Special Meetings

Special meetings of the Board of Trustees may be called at the direction of the Chairperson of Board of Trustees or by a majority of the voting Trustees then in office, to be held at such time, day, and place as will be designated in the notice of the meeting. The notice to call Special

Meeting and stating the purpose of such Special Meeting shall be given to the Board of Trustees in writing three days in advance of the meeting unless agreed for a shorter Notice by the Board of Trustees in consultation with the Chairperson. An emergency Board meeting may be called by the Chairperson, should there be a matter that must be addressed in a shorter time frame that requires Board Action.

Section 4.13 Notification

Notice of the time, day and place of regular meetings of the Board of Trustees will be given at least five days, previous thereto by notice sent by email followed by a telephone call, mail, messenger, fax, or telephone to each trustee at his or her address as shown in the records of RCM.

Such notice for special meetings will be given anytime by telephone or email to each Trustee. The purpose or purposes for which a special meeting is called will be stated in the notice thereof. Trustees may waive notice of any meeting. The attendance of a Trustee at any meeting will constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Notice of the special meetings should also be posted on the special Bulletin Board of the RCM for public viewing. Any member of RCM who wants to attend the regular or special meetings, may be allowed to participate as an observer. The Board of Trustees may, in its absolute discretion, hold a closed door meeting when the subject matter of the meeting requires.

Section 4.15 Quorum

Sixty (60) percent of all members of the Board will constitute a quorum for the transaction of business at any meeting of the Board, except that sixty six (66) percent of all members of the Board will constitute a quorum for considering amendments to Bylaws. If less than a quorum of Trustees is present at a meeting, a majority of the Trustees present may adjourn the meeting without further notice.

Section 4.16 Manner of Acting

The act of a majority of the total members of the Board will be the act of the Board of the Trustees. Each Trustee will have one vote. Meetings may be held by telephone conference to the extent permitted by law. Voting by proxy will not be permitted. The voting will be secret decided otherwise. In the absence of a quorum, any action taken will be recommendatory only, but may become valid if subsequently confirmed by a majority vote, in conformance with the quorum requirements, of the Board of Trustees. The Board of Trustees may adopt rules and regulations for the conduct of its business in accordance with these Bylaws.

Section 4.17 Compensation

Trustees will not receive compensation for their services as members of the Board of Trustees, but the Board may authorize payment by RCM of the out of pocket expenses of Trustees for their services to RCM.

Section 4.18 Conflict of Interest

ARTICLE V: OFFICERS

Section 5.01 Officers

The Governing Board shall consist of seven (7) nominated and elected voting members. Three of the voting members shall be elected by the Board to serve as Board Officers: Chairpaerson, Secretary, and Treasurer. In Addition the Resident Scholar shall be a permanent non-voting Board Member for the duration of the employment by the Organization. Additionally the Administrator shall serve as a non-voting Board Member for the duration of his/her term. Voting Board members shall include at lease one male and one female to help represent the brothers/sisters in the community, and bring that point of view to matters considered by the Board. While the Resident Scholar is not a voting member, the Board shall rely heavily on his input on all matters concerning Sharee'a decisions, education decisions and community building and relations during the consultative process.

Officers may be designated by such other titles as may be provided in the Articles of Incorporation or these Bylaws.

Section 5.02 Chairperson of the Board of Trustees

The Board shall elect a Chairperson of the Board from among the Board members by the first Board meeting following each election (every two years starting in 2010 and in 2009).

The duties of the Chairperson of the Board are to:

1. Lead the Board is delivering on responsibilities as outlined in section 4.01 of this document.
2. Facilitate Board decision on Policy, and all other matters on which the Board need to make decisions. Consultative, consensus building decision making process must always be followed (see Article III).
3. Facilitate all Board meetings: Establish an agenda by seeking agenda items from Board members, Executive Committee, and other community members, moderate discussions of agenda items, communicate Board activities and decision to the community.
4. Signs and executes any deeds and contracts on behalf of the organization.
5. Appoint an acting chairperson in case of his/her absence
6. Appoint Board member replacement for Board members vacating a position prior to the expiration of her/his term, based on consultation with community members and after considering nominees in the previous selection.

Section 5.03 Secretary

The Secretary of RCM will have all powers and perform all duties commonly included in the office of secretary, including the following duties and responsibilities:

1. Be member of the Board of Trustees and the Executive Committee.
2. Attend all meetings of the Board of Trustees and the Executive Committee, and prepare and distribute minutes of all such meetings to the Board of Trustees as well as the Executive Committee.
3. Ensure that all notices are given in accordance with these Bylaws.
4. Prepare agenda for the meetings of the Board of trustees, and the Executive Committee.
5. Process the applications of new members, the resignations, and the suspensions or revocation of memberships, for the approval of the Board. He/she will also maintain a current list of members of RCM.
6. The secretary will also be responsible to prepare and post a list of members at least one month prior to the elections.

7. Help in preparing the semiannual reports describing the achievements, present status, future plans, proposed budget and other matters of interests.
8. Perform such other duties as the Board of Trustees, the Chairperson of RCM or the President of RCM may, from time to time, prescribe.
9. The Secretary will be the custodian of RCM's meeting records and the seal and will have the authority to affix the seal of RCM, if required, to attest the instrument by affixing his/her signature.
10. The Board may authorize any other Officer to perform such tasks in special circumstances.

Section 5.04 Treasurer

The Treasurer of RCM will have all powers and perform all duties commonly incident to and vested in the office of the treasurer of a corporation, including the following duties and responsibilities:

1. Be a member of the Board of Trustees and the Executive Committee.
2. Be responsible for developing and reviewing the fiscal policies of RCM for the approval of the Board.
3. Keep the complete and accurate accounts of receipts and disbursements of all amounts.
4. Deposit all monies and other valuable property of RCM in RCM's name to the credit of RCM in such banks or depositories as the Board may designate.
5. Besides maintaining the monthly accounts and semiannual reports, whenever required by the Board, the treasurer will prepare a financial report which will include the balance sheet, detail statements of income and expenses for the auditors.
6. The treasurer will also be able to exhibit the books and accounts to any officer, trustee or the members of RCM at any reasonable time.
7. Render a report of the finances of RCM at the General Assembly meeting or whenever requested by the President or the Board showing all receipts and expenditures for the current year.
8. Provide assistance for filing all tax returns.
9. Furnish, if required by the Board, fidelity bonds or security for the faithful performance of the duties of all Officers or the Board of Trustees, at cost and expense.
10. Perform such other duties as the President or the Board may, from to time, designate.

Section 5.05 Resident Scholar

The Resident Scholar cornerstone of the community, providing spiritual and scholarly advise and help provide the community with direction and guidance to accomplish its strategic goals.

The RS serves on the Board. However the RS may receive compensation and full benefits. Since he is a paid employee of the Board he shall technically be a non-voting member of the Board. However, the Board and the Executive committee shall rely heavily on the Scholar's input in decision making relative to community building, share's related decisions.

Specific responsibilities of the Scholar include:

1. He directs all youth and scholarship programs.
2. He is the primary consultant for all sharee'a related decisions and all operational decisions requiring Islamic interpretation such as financial transactions, contract, etc.

3. He is the decision maker regarding official Islamic Holidays and all other sharee'a related issues. Additionally, he administers official Islamic marriage contracts, funeral, and other ceremonies.
4. He conducts Friday Jum'a congregational sermon and prayer
5. He leads the scholarship and education programs, and gives advice to subcommittee coordinators. Additionally, he is an advisor for the executive committee.
6. Provide Islamic guidance to the Board in the decision making process, and help the Board prioritize initiatives based on Knowledge and the following of rules established in the Islamic sources of Sharee'a.
7. Ensure the community is continually working to increase knowledge by exemplifying the life long learning and seeking of self improvement.
8. Propagate a culture of sharing knowledge by establishing formal and informal religious teaching forums to reach out to all age groups, genders, and people with different level of awareness.
9. Help RCM become more effective as a community builder in the community at large.

The Resident Scholar is employed by the Board. The Board will consult with the Executive Committee (EC) and other community leaders, and form a Scholar Search Committee (SSC) to include members of the EC and other leaders. The SSC shall include members from both genders and a wide range of age groups. The SSC will conduct a search, screen and interview candidates and recommends a candidate to the Board based on criteria extracted from the organization's Vision, Mission and strategic and tactical goals.

Section 5.05 Administrator

The Administrator is the head of the Executive Committee, and is the person responsible for the day to day operation of the organization including all tactical operational decisions. The Administrator will work closely with the scholar. The Scholar will provide guidance to the Administrator in all community issues. Additionally the Administrator shall seek guidance from the Scholar on operational matter to ensure that the operations are in full compliance with all Islamic law and guidance. Additional responsibilities of the administrator include:

1. Serve on the Board as a non-voting member and be the liaison between the EC and the Board to help bridge the strategic planning and the operational matters.
2. Lead the team of Subcommittee coordinators to ensure cohesive and synchronized operations.
3. Establish the agenda and facilitate the EC regular and special meetings to ensure effective communication among all subcommittees.
4. Select Subcommittee coordinators based on thorough consultation with the EC committee, Board members and other community members.
5. Develop an annual plan for operation of the organization that is consistent with the strategic plan, vision and mission.
6. Provide supervision and management to subcommittee coordinators when needed.
7. Recommend policies to the Board after consultation with the EC to enhance operations.
8. Report to the Board At least monthly of the state of the operations.
9. Ensure full compliance with the decision making process within the EC and the subcommittees.
10. Provide leadership, empower and inspire community members to become active in the organization.

The Current Administrator will Serve until February 2009. Starting in February 2011, the EC will convene at every two years and elect an Administrator. The Election result will be presented to the Board. The Board is responsible for the official assignment for the position, and in the

absence of clear and extreme gap in the election, will endorse the Elected Administrator. Should the Board decide not to endorse the elected Administrator the Board has the Burden to prove how not making that appointment is in the best interest of the organizations and is consistent with the Bylaws, Goals, Vision Mission and Principles of the organization.

All EC Committee members are eligible for nomination as Administrators. The term limit is three (3) terms, which is equal to six years of service as Administrator.

The Board may determine at one point to employ a full time person in this position. If that takes place, the Board will form and Administrator Search Committee who will search, screen and recommend a candidate to the Board. Upon consultation with the EC Team, the Board may hire that person.

Section 5.04 Resignation

An officer (Chair, Secretary, or Treasurer) may resign as a Board officer and remain as a Board member. Should that happen, the Chairperson shall conduct consultation and assign the office to another Board member within 30 days. If the officer resigning is the Chairperson, then the Secretary will facilitate an election of a new Chair Person. All Board members including the exiting Chairperson may participate in the election.

ARTICLE VI: COMMITTEES

6.10 Executive Committee

The second layer of the RCM organizational structure is the Executive Committee. The Executive Committee will be headed by the Operation's Manager who will be the chairperson chosen among the committee chairs. Each member of the Executive Committee is a head of an operational committee such as finance, marketing, secretary, etc. The Operation's Manager chairs the Executive Committee and is a non-voting member of the Governing Board (i.e., the 14th member).

The four Officers of the Corporation, within a month of their election, will nominate coordinators for the approval of the Board, who will chair a number of standing committees. The Board can increase or decrease the number of committees. These committee chairpersons will nominate, within four weeks of their nomination, members of their respective committees in consultation with the Officers for approval of the Board. Any active member, including a Trustee, may be a member of the above committees. Officers may not serve as standing committee chairs.

Section 6.11 Duties and Responsibilities of Executive Committee

The duties and responsibilities of Executive Committee will include the following:

1. Develop an annual plan, consistent with the strategic plan, by April 1 of each year and present to the Board.
2. Develop a draft annual budget 30 days before the end of the current fiscal year and submit to the Board for approval.
3. Conduct the day to day affairs of the center by implementing the annual plan with the guidance of the Resident Scholar and within the by-laws policies of the Board.
4. Provide performance feedback to each subcommittee coordinator constructively.
5. Approve budgeted purchases and contracts valued at or above \$1,000
6. Work as one team to prioritize and establish interim goals for the organization
7. Coordinate events and special Projects.

Section 6.12 Meetings

The Executive Committee will meet on at least a monthly basis at a scheduled time, date and place. A simple majority of the members will determine the quorum for such meeting. All meetings of the EC will be open to all members of the organization, with the exception of discussion of real estate matters, and human resources matters.

Section 6.13 Notice

The schedule for meetings of the Executive Committee will be prepared in advance and each member of the committee will be notified by email at least seven (7) days before a meeting. It will also be posted on the RCM website calendar and Bulletin Board for public viewing. Members of RCM are encouraged to participate as observers in all such meetings.

Section 6.20 Election Committee

Every election year during the month of January, the Board will appoint from the pool of regular voting Members, a three (3) member Election Committee. The three members will elect, within fifteen days of their nomination, one of them as a chairperson of the Election Committee. The chairperson and the members of the Election Committee will neither be candidates in the upcoming election of the Board of Trustees, the Officers, or members of the Arbitration Panel nor be paid agents or employees of RCM.

Section 6.21 Responsibilities and Duties of Election Committee

The Election Committee will follow the election procedures set by the Board. These procedures will be made available by the Board to the Members before the solicitation of nominations for elections. The Election Committee will scrutinize the validity of the nominations in accordance with Sections 4.06 and 5.03 of these bylaws, prepare the listing of the eligible candidates and the ballot papers to be distributed to each voting member, conduct the election, tabulate the results, and submit the report to the Board of Trustees for announcement to the General Assembly.

Section 6.30 Finance Review Committee and Auditors

Each year within thirty (30) days of the election, the Board will appoint a Finance Review Committee from the Regular Board members (Non-Officers). The Committee will review the quarterly finance reports presented to the Board and submit the results of its reviews to the Board. Each year The Board of Trustees will also appoint a licensed accounting firm to audit the accounts of RCM. The Board will present the audited financial statement to the General Assembly at the Annual meeting.

Section 6.09 Appointments by RCM

Section 6.11 Removal

Any Coordinator or a Committee Member may be removed by the Executive Committee at any regular or special meeting of the Executive Committee, for (1) engaging in conduct prejudicial to the best interests of RCM, (2) failing to attend three meetings of Executive Committee or their respective committee without justifiable reasons, during a one year period, (3) repeatedly failing to perform their responsibilities in a timely and satisfactory manner.

Section 6.12 Vacancies

In case of a vacancy created as a result of resignation or for any other reason including ineligibility or removal, the Administrator will facilitate the Executive Committee election of a new coordinator, within thirty days after it becomes vacant, a successor to complete the unexpired term.

ARTICLE VII: AGENTS AND EMPLOYEES

Section 7.01 Agents and Employees

The Executive Committee may nominate agents and employees who will have such authority and perform such duties as may be prescribed by the Board. The Board of Trustees will approve all nominations. The agents or paid employees are required to abide by the policy and guidelines set up by the Board and follow the instructions of the Executive Committee for day to day operations. In no circumstances any agent or paid employees can assume or exercise the power and authority vested in the Board of Trustees or Executive Committee. The Board may remove any agent or employee at any time with or without any cause. Removal without cause will be without prejudice to such person's contractual rights, if any, and the appointment of such person will not itself create contractual rights. No agent or employee of RCM will hold any elected office of RCM or serve on the Election Committee, on the Finance Review Committee, or on the Arbitration Panel.

Section 7.02 Compensation of Agents and Employees

RCM may pay compensation in reasonable amounts to the agents and employees for services rendered, in the amounts to be fixed by the Board or, if the Board delegates power to any officer or officers, by such officer or officers. The Board may require agents or employees to provide security bonds for the faithful performance of their duties.

ARTICLE VIII: ARBITRATION

Section 8.01 Arbitration Panel of RCM

There will be an Arbitration Panel of RCM (hereinafter referred to as "Panel"), composed of three (3) members.

Section 8.02 Appointment

The members of the Arbitration Panel will be nominated by the community members and elected by the General Assembly. The Board of Trustees will take into consideration the knowledge, integrity, character and maturity of the nominees to serve as arbitrators. Members of the Panel will not concurrently occupy any other elected or nonelected office of RCM.

Section 8.03 Terms

Each arbitrator will be elected for a term of 2 (two) years. Any vacancies arising in the Panel will be filled by the majority of the remaining members of the Panel for the unexpired term thereof.

Section 8.04 Chairperson

The members of the Panel will select a Chairperson within thirty days of the election from among themselves. The Panel will develop rules and regulations for their operations.

Section 8.05 Matters to be Submitted to Arbitration

Concerning any claim, demand, dispute, controversy, and difference arising out of or related to RCM between any member (in any category) and an officer, employee, trustee, or member of a committee of RCM, among themselves or between any of them and RCM, the matter of difference is to be resolved among the parties involved in an amicable spirit of Islamic brotherhood. If a peaceful agreement can not be reached between the parties then the matter will be exclusively settled by arbitration as set forth in this Article pursuant to O.C.G.A. §991, et seq. of the Code of Georgia.

Section 8.06 Procedures

Any controversy or issue will be determined by arbitration in the following manner:

1. Either party may, by written notice to the Chairperson of the Panel, within 45 days after a controversy has arisen that is subject to arbitration, request the appointment of an arbitrator.
2. The Chairperson will, within 30 days after receipt of said request, inform, in writing, the parties to the dispute, of the pending request and ask for their selection of one member from among the members of the Panel.
3. If all parties agree on one arbitrator, within fifteen (15) days of the request of the Chairperson referred to in Section 8.06 (b) above, then the Chairperson will appoint him/her as arbitrator for the controversy.
4. If parties cannot agree on a single arbitrator, then the entire panel will arbitrate.
5. On appointment of arbitrators as provided for above, such arbitrators will hold an arbitration hearing at the RCM Center, or any other location agreed by all parties, within thirty (30) days after such appointments. At the hearing, the single arbitrator or the panel of arbitrators, as the case may be, will allow each party to present that party's case, evidence and witnesses, if any, in the presence of the other party and will render their decision, within fifteen days of the conclusion of the hearing, as the arbitrator(s) deem just.
6. The decision of the arbitrator, if single, or the majority of the arbitrators, if more, will be binding on the parties to these Bylaws, and judgment may be entered on such decision in any court having jurisdiction.
7. With respect to any dispute or controversy that is made subject to arbitration under the terms of this Article, no suit at law or in equity based on such dispute or controversy will be instituted by either party, except to enforce the decision of the arbitrators or on the ground only of malicious, willful and flagrant violation of law and intentional miscarriage of justice by the arbitrator(s).
8. No party to the arbitration will have a right to sue an arbitrator if it is not satisfied with the decision or the manner in which the arbitration was conducted.
9. All parties to the arbitration will take part in the arbitration proceedings in good faith and will abide by the decision of the arbitrator(s) in the conduct of the arbitration as well as the final decision.

ARTICLE IX: MISCELLANEOUS

Section 9.01 Fiscal Year

The fiscal year of RCM will be the calendar year.

Section 9.02 Corporate Seal

The corporate seal of RCM will be circular in form, will have the name of RCM inscribed thereon and will contain the words "Corporate Seal" and "State of Georgia" and the year the Corporation was formed in the center, or will be in such form as may be approved from time to time by the Board of Trustees. The Secretary of RCM will be custodian of the Corporate seal.

Section 9.03 Checks, Notes and Contracts

The Board of Trustees will authorize, from time to time appropriate Trustees and/or Officers to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments. The Treasurer, President (Chairperson of the Board) can authorize a check for a maximum amount of two thousand dollars (\$2000) and any two (2) of them together can authorize a check for a maximum amount of five thousand dollars (\$5000). However, no more

than five checks over two thousand dollars (\$2000) can be issued in a three month period without prior approval of the Board. All checks above five thousand dollars (\$5000) will be preauthorized by the Board of Trustees. The Treasurer will submit a written statement to the Board on a quarterly basis listing all checks issued during the quarter.

Section 9.04 Books and Records

All the books and records of RCM will be kept at its principal offices in the State of Georgia or at any other place in the State of Georgia designated by the Board, including: (1) correct and complete books and records of financial accounts, (2) minutes of the proceedings of the meetings of the Board of Trustees, Executive Committee and any other committees established or appointed by RCM, and (3) an updated record of the names and addresses of the voting and non-voting members. All books and records of RCM may be inspected by any member having voting rights, or his agent or attorney, for any proper purpose at any reasonable time with a proper written notice.

Section 9.05 Indemnification and Insurance

Unless otherwise prohibited by law, RCM will indemnify any trustee, arbitrator, or officer, any former trustee, officer, or any person who may have served at its request as a trustee or officer of another corporation, whether for profit or not for profit, and may, by resolution of the Board of Trustees, indemnify any employee or former employee against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he/she may be or is made a party by reason of being or having been such trustee, arbitrator, officer, or employee; subject to the limitation, however, that there will be no indemnification in relation to matters as to which he/she will be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Corporation for damages arising out of his/her own gross negligence or misconduct in the performance of a duty to RCM. Amounts paid in indemnification of expenses and liabilities may include, but will not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such trustee, arbitrator, director, officer, or employee. RCM may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any trustee, arbitrator, officer, or employee; provided, however, that such trustee, arbitrator, officer, or employee will undertake to repay or to reimburse such expense if it should be ultimately determined that he is not entitled to indemnification under this Article.

The provisions of this Article will be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof. The indemnification provided by this Article will not be deemed exclusive of any other rights to which such trustee, arbitrator, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Trustees, decision of the Panel or otherwise and will not restrict the power of RCM to make any indemnification permitted by law.

The Board of Trustees may authorize the purchase of insurance on behalf of any trustee, arbitrator, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a trustee, officer, employee, or agent or out of acts taken in such capacity, whether or not RCM would have the power to indemnify the person against that liability under law. In no case, however, will RCM indemnify, reimburse, or insure any person for any taxes imposed on such individual under Title 26 of the United States Code, as amended. Further, if at any time RCM is deemed to be a private foundation within the

meaning of 26 U.S.C.A. §509, as amended, during such time, no payment will be made under this Article if such payment would constitute an act of self dealing or a taxable expenditure, as defined in 26 U.S.C.A. §4941 or §4945 as amended, respectively, of the Code.

Section 9.06 Loans to Trustees and Officers

No loans will be made by RCM to its Trustees or Officers.

Section 9.07 Gender Equity

As a matter of standing policy, RCM will provide for the full and unrestricted participation of all members of the RCM community, men and women, in all of RCM's activities and services, being inclusive and tolerant of various legitimate interpretations of the Islamic Jurisprudence and points of view.

Section 9.08 Coordination Between the Board of Trustees, Officers and Executive Committee

The Trustees and Officers will make every effort to perform their respective duties and use their respective powers in complete harmony with each other. There will be at least two joint meetings of the Board of Trustees and the full Executive Committee in a year, to be held at the request of either body, within fifteen days of such request or mutually agreed upon schedule.

Section 9.09 Use of Terms

As used herein, words in any gender will be deemed to include the other genders and the singular will be deemed to include the plural, and vice versa.

Section 9.10 Severability

If any provision of these Bylaws will be held invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions of these Bylaws will not be impaired thereby, nor will the validity, legality or enforceability of any such defective provision be in any way affected or impaired.

Section 9.11 Amendment of Bylaws

These Bylaws may be amended, from time to time and in as many respects as may be permitted by law, by two-third (2/3) of the maximum number of the Board of Trustees constituting the Board under Section 4.04 of these Bylaws. Any amendments to the bylaws must also be approved by a majority of the voting members of the General Assembly at a meeting duly called and held in accordance with these bylaws.