



Islamic Association of the Tennessee Valley, Inc.

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BYLAWS



In The Name of Allah The Most Gracious The Most Merciful

Islamic Association of the Tennessee Valley, Inc.

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PREAMBLE

We the Muslims of the Tennessee Valley do hereby establish this organization for the preservation and dissemination of the faith, and for upholding the principles and practices of the religion of Islam, to the end that this body may be governed in an orderly manner consistent with the accepted tenets and framework of ISLAM, we do declare and enact these Bylaws. Any activity contrary to, or in conflict with, the “Quran” and the Sunnah” shall not be permitted within, or under the auspices of this organization. The principle of “Shoora” shall be the governing principle in arriving at decisions.

**ARTICLE I
NAME**

The name of the corporation shall be “The Islamic Association of the Tennessee Valley,” hereafter referred to as the Association.

**ARTICLE II
GOVERNING LAW**

The corporation was incorporated in Madison County, Alabama, on May 26, 1985, pursuant to the Alabama Nonprofit Corporation Act, Alabama Code 10-3A-1 et. Seq. (1975). These Bylaws are made for the administration and regulation of the affairs of the Association pursuant to the Alabama Nonprofit Corporation Act, Alabama Code 10-3A-20 (12) 1975.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office to transact business of the Association is located in Madison County, Alabama. The registered office of the Association, required by the Alabama Nonprofit Corporation Act to be maintained in the State of Alabama, may but need not be the same as its principal office in the State of Alabama. The Board of Directors may change the address of the registered office, from time to time, in the manner provided in the Alabama Nonprofit Corporation Act.



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**ARTICLE IV
PURPOSE**

The purposes of the Association are to carry on religious, charitable and educational activities in conformity with the religion of Islam; to do each and everything necessary, suitable, or proper for the accomplishment of these objectives, including, but not limited to the following:

1. To conduct religious services and prayers.
2. To teach, and to disseminate the faith among Muslims and non-Muslims.
3. To establish mosque, Islamic center, Islamic school, and meeting places.
4. To strengthen fraternal bonds and brotherly relationships among Muslims.
5. To revitalize cooperative endeavors with other Muslim organizations.
6. To promote friendly relations and understanding between Muslims and followers of other faiths.

The Association shall strive to procure in its affairs and activities, the participation, association and representation of Muslims of all races, gender, national origin, linguistic or ethnic backgrounds, and Islamic schools of Jurisprudence, without giving preference to any group.

**ARTICLE V
GENERAL**

Section 1 - Quran

The Quran is the holy book of the Muslims, revealed to the Prophet Muhammad (peace be upon him).

Section 2 - Muslim

For the purpose of these Bylaws, a Muslim is a person who believes in Allah (the one true God), in Prophet Muhammad (peace be upon him), upon whom the Quran was revealed, as the last and final prophet and messenger of Allah; in the Quran; in the angels; in the Hereafter; and in the destiny (Qadar). Also, a Muslim believes in the Quran and the Sunnah as the basis for the binding guidance in life.

Section 3 - Conformity to Islam

All acts of the Association shall be in conformity with the Shariah (Islamic Law), the basic sources of which are the Quran and the Sunnah. In the case of difference of opinion, not clearly stated in Quran and Sunnah, the Association shall obtain the opinion of renowned and recognized Islamic scholars, before giving a ruling on the matter.



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Section 4 - Sunnah

Sunnah is the authentic tradition of the Prophet Muhammad (peace be upon him), which was related to us through Ahadith (sayings of the prophet) or an action, or an approval of action by the Prophet (peace be upon him).

Section 5 - Shoora

Shoora is consultation of the community. The Association shall practice Shoora in all its matters in the broadest forum possible. The decisions of the Association, become binding on all members after proper Shoora action is taken, regardless of their position on the particular issue.

ARTICLE VI MEMBERSHIP

Section 1 - Categories of Members

The Association shall have two categories of members, which are designated as follows:

- A. Regular Members:** All Muslims who reside in the Tennessee Valley either on a permanent or temporary basis and are in full agreement with the purpose of the Association shall be eligible to become regular members.
- B. Voting Members:** Every regular member of the Association who is eighteen (18) years of age or older who completes a registration form and pays the membership dues shall become a Voting Member of the Association.

Section 2 - Voting Rights

Only voting members shall have the voting rights. Each voting member shall be entitled to only one vote. A member, whose dues are in arrears, loses the right to vote as long as he/she is in such arrears. New members shall not have voting rights until 90 days have elapsed since their joining and payment of dues.

Section 3 - Dues

Any changes to the membership dues must be approved by the General Assembly.



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ARTICLE VII GENERAL ASSEMBLY

The General Assembly shall consist of all voting members. Non-voting members can attend and participate in the meetings but do not have the right to vote. The General Assembly shall be the supreme body of the Association.

Section 1 - General Powers and Responsibilities

Subject to the provisions of these Bylaws, the affairs of the Association shall be managed by its Board of Directors, which is elected by the General Assembly. The elected Board of Directors shall be responsible only to the General Assembly. The elected Board of Directors shall have no power to buy, sell, exchange, mortgage, lease, pledge, transfer or dispose of, in any manner, any property of the Association without specific vote of the General Assembly authorizing such action. Responsibilities of the General Assembly members shall be to safeguard the ideological integrity of the Association; provide policy guidelines for the programs and activities; overall objectives of the Association; and day-to-day operations of the Association. The General Assembly shall have the power to remove any office holder for gross misconduct or deliberate violation of the Association Bylaws, or whenever the best interest of the Association warrants it. A two-thirds (2/3rd) majority vote of the General Assembly, where quorum is present, shall be required to adopt a “No Confidence Motion” to remove any Board Member.

Section 2 - Annual Meeting

Annual meeting of the General Assembly shall be held during the month of October in each year for the purpose of acting on the President of the Board’s Annual Report, Financial Report, and other transactions as may properly come before the meeting.

Section 3 - Election Meeting

A regular meeting of the General Assembly members shall be held during the month of October for the purpose of electing the Board of Directors for the following two years. The election results shall be announced during the meeting. The General Assembly shall then elect the President of the Board from among the elected Board of Directors. To facilitate the board transition, the existing board shall continue to serve in its capacity until the incoming board is functional. The transition period shall not exceed more than 30 calendar days from the election date. The incoming Board Members shall hold a meeting within two weeks and will elect from themselves a Vice-President of the Board, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provision of the Bylaws.



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Section 4 - Special Meeting

A special meeting of the General Assembly may be called by the President of the Board or by two-thirds ($2/3^{\text{rd}}$) of the Board of Directors. Special meetings may also be called by a written petition signed by 51% of the voting members.

Section 5 - Notice of Meeting

Written or printed notice stating the place and time of any meeting of the General Assembly shall be delivered, either personally, email, or by mail to each voting member, not less than ten (10) days, nor more than thirty (30) days before the date of such meeting by or at the direction of the President of the Board, or the secretary, or the officers, or person calling the meeting. A minimum of ten (10) days notice shall be required for Annual Meetings. The purpose and agenda of the meeting shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Association, with postage prepaid.

Section 6 - Quorum

The General Assembly holding 51% of the voting members shall constitute a quorum. If such a quorum is not present within thirty-minutes (30) of the specified time, the meeting will be adjourned. At any adjourned meeting with proper written notice as required under Article VI Section 5, with one-third ($1/3^{\text{rd}}$) of the voting members present, any business, which might have been transacted at the original meeting, may be transacted. Withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at the meeting.

Section 7 - Proxies

At any meeting, a voting member may vote either in person or by proxy executed in writing by the member. No person shall vote on behalf of more than one person in addition to his/her vote. Only voting members can administer a proxy. Such proxies shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of execution, unless otherwise provided by the proxy.



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ARTICLE VIII BOARD OF DIRECTORS

Section 1 - General Powers and Responsibilities

Subject to the Provisions of these Bylaws, the affairs of the Association shall be managed by the Board of Directors, which shall be called the “Board” hereafter, and will be responsible to the General Assembly. The Board shall also be the trustee of the Association and will hold in trust, the property of the Association. The Board shall take actual care of the properties, but shall have no power to buy, sell, exchange, mortgage, lease, pledge, transfer, or dispose of, in any manner, any real-estate property of the Association without specific vote of the General Assembly authorizing such action. The Board shall obtain approval of the General Assembly for any investment or expenditure in excess of \$10,000.00.

Responsibilities of the Board shall include:

- 1) Safeguarding the ideological integrity of the Association
- 2) Providing policy guidelines and executing the programs and activities
- 3) Approving budget
- 4) Long range planning
- 5) Ensuring permanency and continuity in operation and programs
- 6) Providing financial stability to the Association
- 7) Performing the overall objectives of the Association
- 8) Assigning the Imam

Section 2 - Structure

The Board of Directors shall consist of nine members. Each member of the Board shall hold office until his successor has been elected. The Board shall consist of the following Officers.

- 1) President of the Board (Ameer)
- 2) Vice President
- 3) General Secretary
- 4) Treasurer
- 5) Religious Affairs Secretary
- 6) Social Affairs Secretary
- 7) Education Affairs Secretary
- 8) Masjid Affairs Secretary
- 9) Masjid Dawah Secretary



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Section 3 - Board Member Qualifications

Qualifications of the Board Members shall include: sound Islamic beliefs and practices, abstains from Kaba'er (major Islamic violations); conducts all business in accordance with Islamic principles; be a voting member of the Association for at least one year and in good standing within the Muslim community.

Section 4 - Regular Meetings

The Board shall hold regular meetings at least once every two months, to approve programs, plans, budget and other business that may come before the committee.

Section 5 - Resignations

The Board has the right in a regular meeting to accept the resignation of any of its members.

- 1) Any officer who fails to attend three consecutive Board meetings without a legitimate reason accepted by the Board will be considered as resigned from his/her position.
- 2) Any officer who is relocated outside the Tennessee Valley to another city should be advised to resign.

Section 6 - Vacancies

Vacancies of the Board Members for any reason may be filled by two-thirds ($2/3^{\text{rd}}$) vote of the Board members. In case of more than four vacancies on the board during its two-year term, the Board should be considered dissolved, and the General Assembly should be called in an emergency meeting to elect a new Board.

If the President of the Board resigns, the Vice President shall assume the responsibility of the President and a General Assembly shall be called within sixty (60) days to elect a new president from within or outside the Board of Directors.

Section 7 - Quorum and Manner of Acting

Quorum shall consist of a simple majority of the members of the Board, which should include the President of the Board or his designee (the Vice President). Without the President of the Board or his designee, any meeting of the Board shall not be considered official. All decisions of the Board shall be carried by a simple majority vote, except for the cases otherwise stated in these Bylaws.



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Section 8 - Responsibilities of the Officers

A. The President of the Board (Ameer)

The President of the Board shall be the principal Board Officer, the spokesperson and representative of the Association. The President of the Board shall:

- 1) Preside over the meetings of the Board of Directors and the General Assembly
- 2) Direct and coordinate all the activities of the Association
- 3) Appoint special and standing committees for various functions with the consensus of the Board
- 4) Sign, with the treasurer or any other officer of the Association authorized by the Board, any deeds, contracts and the Association checks
- 5) Present the annual report to the General Assembly
- 6) Sign deeds, bonds, contracts, or other instruments on behalf of the Association, except where required by law to be otherwise signed and executed, and except where the signing and execution thereof shall be expressly delegated by these Bylaws to some other officer or agent of the Association.

B. The Vice President

The Vice President shall:

- 1) Assume the functions of the President of the Board during his absence, in the event of resignation or inability of the President of the Board or when requested by the President of the Board
- 2) Assume any duties assigned to him by the President of the Board

C. The General Secretary

The General Secretary shall:

- 1) Handle and keep records of all official correspondence of the Association
- 2) Take minutes of all meetings of the Board and the General Assembly
- 3) Coordinate, distribute information regarding membership and activities of the Association
- 4) Maintain up-to-date membership roster
- 5) Be responsible for the legal matters of the Association



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D. The Treasurer

The Treasurer shall:

- 1) Receive all dues, contributions, donations on behalf of the Association
- 2) Maintain up-to-date financial records for the Association and have it audited annually by a qualified accountant
- 3) Present financial reports at the Board and the General Assembly meetings
- 4) Be responsible for the banking activities, day-to-day expenses of the Association, and be the cosigner with the President of the Board on its bank accounts

E. Religious Affairs Secretary

The Religious Affairs Secretary shall:

- 1) Organize religious activities
- 2) Plan and be responsible for the major religious celebrations
- 3) Coordinate Dawah activity within and outside the Muslim community
- 4) Be in charge, with the help of the treasurer, in collecting and distributing Zakat and other charity funds
- 5) Coordinate Islamic educational activities within & outside the Muslim community

F. Social Affairs Secretary

The Social Affairs Secretary shall:

- 1) Organize and execute all the social activities of the Association
- 2) Initiate and maintain programs to help the new-comers to the community
- 3) Introduce programs that help in strengthening the brotherhood in the community

G. Masjid Affairs Secretary

The Masjid Affairs Secretary shall:

- 1) Maintain the Mosque and be responsible for its up-keeping
- 2) Present plans and budgets needed for any expansion and remodeling of the property of the Association to the Board for approval



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H. Education Affairs Secretary

The Education Affairs Secretary shall:

- 1) Plan, develop and execute programs for the education activities in the Association, such as the Islamic weekend school, and summer school

I. Dawaa Affairs Secretary

The Dawaa Affairs Secretary shall:

- 1) Be responsible for all Dawaa activities
- 2) Be responsible for approving any Dawaa activities planned for inside the Masjid
- 3) Be responsible for preparing and distributing Dawaa materials

Section 9 - Functioning Committees

The Board has the power of forming special committees for certain tasks, such as fund raising and planning. Also, the Board members can form sub-committees to help them in their tasks after getting the approval of the Board of Directors.

Section 10 - Meeting by Telephone

Members of the Board of Directors or any committee designated thereby may participate in a meeting of such board or committees by means of a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 11 - Management of the Association

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be managed under the direction of, the Board of Directors except otherwise provided by law or the articles of incorporation.

Section 12 - Action without a meeting

Any action required or permitted to be taken by the Board of Directors or a committee thereof may be taken without a meeting if a written consent setting forth the action so taken, shall be signed by all the directors or all members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote of the directors or the members of such committee.



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ARTICLE IX IMAM

Section 1 - Definition and Responsibilities of the Imam

The Imam is the person who will be in charge of leading the five daily prayers in the Masjid and responsible for organizing the Juma (Friday) and Eid prayers. He might designate someone else to lead the prayers. He shall consult with the Board for the scheduling and assigning of the Juma and Eid prayers Kateeb (the one who delivers the speech). The qualifications of the Imam shall be those which are determined by the Sunnah which include:

- 1) Righteousness and piety
- 2) Knowledge of the Islamic teachings
- 3) Memorization and good recitation ability of the Quran
- 4) Avoidance of all the major sins
- 5) Sound beliefs and practice of Islam

Section 2 - Imam Assignment

The Board of Directors shall choose the Imam. He shall be a voting member of the Association and may or may not be a member of the Board. His term shall be the same as the term of the Board.

ARTICLE X DISSOLUTION

In the event of the liquidation or dissolution, all assets are to be transferred to a tax-exempt Muslim organization, under the tax laws of the United States. Such organization shall be determined by a majority of the members attending a General Assembly meeting called after dissolution proceedings have started.

ARTICLE XI AMENDMENTS

These Bylaws may be amended at the Annual meeting of the General Assembly or a special meeting duly called for this purpose. The notice for such a meeting shall be mailed, or emailed to the voting members at least 10 days before the proposed meeting. The notice shall describe the amendments. The amendments shall be voted on as submitted without any changes to the proposed text, and a two-third (2/3rd) vote of the attending members shall be required to amend the Bylaws.



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ARTICLE XII

RULES OF ORDER

The meetings of the General Assembly and the Board of Directors shall be conducted in observance of the Islamic etiquettes, and all debates shall be carried out in an atmosphere of Islamic brotherhood.

ARTICLE XIII

MISCELLANEOUS

Section 1 - Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association in one or more banks, trust companies or other depositories the Board of Directors may from time to time designate, upon such terms and conditions as shall be fixed by the Board of Directors. The Board of Directors may, as it may deem necessary, authorize the opening and keeping with such depository as it may designate, of general and special bank accounts and may make such special rules and regulations with respect thereto, consistent with the provisions of the Bylaws.

Section 2 - Corporate Seal

The Board of Directors shall select an Association seal, which shall be inscribed thereon the name of the Association, the words "Alabama" and "Corporate Seal," and such seal may include the date of incorporation of the corporation. The seal may be used by causing it to or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 3 - Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise consistent with the general purposes or specific purposes of the Association.



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These Bylaws were originally approved by the General Assembly at its Annual Meeting held on Saturday, October 3, 1992.

These Bylaws have been updated to incorporate all the amendments approved by the General Assembly through the December 08, 2007 Annual General Assembly meeting.

Reviewed By: Ekram Majid
General Secretary

Reviewed By: Mateen Muhammad
Treasurer

Approved By: Adnan Seljuki
Vice President

Approved By: Mohammed Elhady
President