

IN THE NAME OF ALLAH, THE MOST GRACIOUS, THE MOST MERCIFUL

The Islamic Center of Nashville (ICN)

Constitution and By-laws

Approved by the general body on January 9, 2014

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IN THE NAME OF ALLAH, THE MOST GRACIOUS, THE MOST MERCIFUL

THE ISLAMIC CENTER OF NASHVILLE (ICN) CONSTITUTION AND BYLAWS

ARTICLE I: NAME AND PURPOSE

Section 1: Name: The name of this organization shall be **THE ISLAMIC CENTER OF NASHVILLE**, hereinafter referred to as the “**ICN**”, a not-for-profit corporation organized under the laws of the State of Tennessee.

Section 2: Purpose: The purpose of the ICN is: (1) the promotion of the principles of Islam, according to the Holy Qur’an and the Sunnah of the Prophet Muhammad (peace be upon him); (2) the preservation of the spiritual wellbeing of its members and the Muslim community; (3) the perpetuation of the Islamic faith, discipline and teachings; (4) the fostering of a greater and better understanding between Muslims and peoples of other religious faiths ; and (5) the running of the “Nashville International Academy” hereinafter referred to as “The School” in conformance with the appropriate curriculum.

ARTICLE II: LOCATION

Section 1: Address: The principal office of the ICN is located at:

**2515 12th Avenue South
Nashville, Tennessee 37204**

**The Nashville International Academy also called “The School” is
located at:**

**7335 Charlotte Pike
Nashville, TN 37209**

Section 2: Registered Agent: The registered agent and registered office of the ICN shall be:

**The Islamic Center of Nashville
2515 12th Avenue South
Nashville, Tennessee 37204**

ARTICLE III: MEMBERS

Section 1: Membership: The membership of ICN shall consist of "Regular Members" and "Life Members." Each member must be a Muslim dedicated to the promotion of the principles of Islam according to the Holy Qur'an and the Sunnah of the Prophet Muhammad (peace be upon him) and must satisfy the criteria set forth below:

- 1. Regular Members: A Regular Member shall be a Muslim of at least eighteen years of age, who files an application with the required dues, as may be set from time to time by the Board of Trustees, and who agrees to abide by the Charter and Constitution of the ICN. All applications for regular membership are subject to the approval of the Executive Council. Each Regular Member shall be entitled to one vote in all matters to be voted on by the membership in accordance with Section 8 of this Article.**

- 2. Life Members: A Life Member shall be a Muslim of at least eighteen years of age who files an application with the required life-time dues, as may be set from time to time by the Board of Trustees. All applications for life membership are subject to the approval of the Board of Trustees. Each Life Member shall be entitled to one vote in all matters to be voted on by the membership in accordance with Section 8 of this Article.**

Section 2: Termination of Membership: Only the Executive Council may reject any application for regular membership or terminate any regular membership. The Executive Council shall reach such decision by their majority vote. For life membership, the Board of Trustees and not the Executive Council shall decide about the rejection or termination of such applications. The Board of Trustees shall reach such decision by their majority vote.

Section 3: Membership Dues: The amount of regular or lifetime membership dues including any special categories of membership dues such as family membership rate shall be determined by the Board of Trustees from time to time.

Section 4: Meetings: An annual meeting of the membership will be held at a time and place convenient to the Board of Trustees.

Section 5: Quorum: The quorum for a membership meeting will be ten percent of the total membership of the ICN.

Section 6: Notice of Meetings: Notice of annual meetings or any special meeting of the membership must be sent to each member at least fifteen days prior to the day such meeting will be held.

Section 7: Chair of Meetings: Membership meetings will be chaired by the President of the Executive Council or his/her designee.

Section 8: Voting at Meetings: Each Regular Member and each Life Member who has been a member of the ICN for at least one calendar year will cast one vote. The eligibility requirements to vote may be adjusted by the ICN Board. Members shall not vote by proxy at any meeting of the members.

ARTICLE IV: THE BOARD OF TRUSTEES

Section 1: General Powers: The Board of Trustees shall constitute the planning and supervisory body of the ICN. The Board of Trustees shall set the strategic direction of the ICN and have all powers necessary to carry out the purposes of the organization as set forth in Article-I, Section-2.

Section 2: Specific Duties of the Board of Trustees: In addition to any responsibilities necessary to carry out the purposes of the ICN, the Board of Trustees shall have the following specific duties which shall not be delegated:

- 1. For all transactions exceeding \$10,000 including purchases, sales or leases, the approval of the Board of Trustees must be obtained.**

- 2. The Board of Trustees must approve all loans or mortgages by unanimous vote for amounts that exceed two times the annual collections averaged over two consecutive years. If unanimous vote is not possible, the options will be, first to accumulate funds through donations, and second option would be for individuals to assume the loan personally.**
- 3. The Board of Trustees shall review, amend, and adopt an annual budget for the ICN and for the Nashville International Academy (NIA) by June 30th of each year.**
- 4. The Board of Trustees shall adopt and, from time to time, review the fiscal policy for the ICN and of the NIA. Such policy shall govern internal fiscal controls, the obligation of ICN funds, approval of contracts, leases, deeds and mortgages, and other significant aspects of the fiscal operation of ICN and NIA.**
- 5. The Board of Trustees shall adopt and, from time to time, review and revise rules and regulations for the conduct of its business.**
- 6. The Board of Trustees shall hire and, when necessary, terminate the Director of Religious Affairs (Imam) by a two third majority vote. The President of the Executive Council shall also have a vote in this decision.**
- 7. The Board of Trustees, the President of Executive Council and the School Board shall take the leadership role in raising funds to support ICN and NIA projects and programs.**
- 8. In case of any conflict between the Board of Trustees and the Executive Council, the decision of the Board of Trustees reached by simple majority vote of their members shall prevail.**

Section 3: Number of Trustees: The Board of Trustees of the ICN shall consist of seven members; two for four years, three for three years and two for two years. At least one Trustee shall be a female and one Trustee shall be a youth of any gender between the ages of 18 and 25. The President of Executive Council and Chair of the NIA Board will be the ex-officio members of the Board of Trustees. No Trustee shall serve more than two consecutive terms. A Trustee may return to the Board after a break of at least one term after serving two consecutive terms. Trustees shall be elected by a majority vote of the membership from a slate of candidates presented to the membership by the Election Committee

appointed by the President of ICN.

The Board of Trustees may decide to increase or decrease the number of Trustees by their two third majority vote. The criteria for selecting additional members must also be agreed upon by their two third majority vote.

The President of ICN and the President of the School Board will be ex-officio members of the ICN Board of Trustees.

The following criteria must be met for all candidates for the Board of Trustees:

- 1. Each candidate must have been an ICN member for at least one year and who has made a substantial contribution to the ICN or to the School Board.**
- 2. Each candidate shall be a practicing Muslim who has knowledge of the basic teachings of Islam and follows the Qur'an and Sunnah of the Prophet Muhammad (peace be upon him).**

Section 4: Affiliated Trustees: Any organization formally recognized by the Board of Trustees as an affiliated organization of the ICN may have a Trustee seated on the Board with the Board's approval. The Board of Trustees shall determine from time to time the requirements for other organizations to be formally recognized as an affiliated organization of the ICN. Trustees from affiliated organizations shall have such rights and obligations as are assigned to them by the Board of Trustees. The Board of Trustees shall review the status of each affiliated organization and its Trustee every three years following formal recognition of the organization's affiliated status.

Section 5: Terms of Service: Each Trustee shall be elected to a term of either four or three or two years as specified in Section 3 and Section 6 of this Article. All Trustees shall be limited to two consecutive terms in those positions. However, all Trustees shall be entitled to serve as many non-consecutive terms to which they are elected.

Section 6: Elections: The election of the Trustees by the membership shall occur at a meeting of the membership or by mail-in ballot from a slate presented to the membership by the Election Committee. The procedure for election by mail-in ballot shall be determined by the President of ICN and revised from time to time.

Section 7: Vacancies: Any vacancy may be filled by a vote of the majority of the Trustees then in office. Any Trustee so appointed shall require ratification of such appointment by the membership within three months after his/her appointment. The ratification may be conducted through mail-in ballot. The Board of Trustees shall fill each vacancy within sixty days.

Section 8: Resignation or Removal: A Trustee may voluntarily resign from the Board of Trustees for personal or health reasons. A Trustee may be removed from the Board of Trustees by an affirmative vote of two-thirds of the other Trustees. Grounds for removal actions include (1) activities or character deficiencies which impair a Trustee's ability to contribute to the purpose of the ICN; (2) actions of a Trustee which conflict with the beliefs, teachings, and principles of Islam as contained in the Holy Qur'an or the Sunnah of the Prophet Muhammad (peace be upon him).

Section 9: Chairperson: The Board of Trustees shall elect a Chairperson of the Board from among the Trustees. The Chairperson shall be the liaison between the Board of Trustees, the Executive Council and the NIA Board, and shall preside at all meetings of the Board of Trustees. The Chairperson shall serve for a two year term.

Section 10: Books of the ICN: The Trustees shall cause the books and records of the ICN to be kept and maintained at the ICN main office. This responsibility may be delegated to the President of Executive Council. The Chair of the NIA Board or his/her designee will be responsible for keeping their books and records.

Section 11: Compensation: The Trustees, as such, shall not receive any stated salary or compensation for their services, provided, however, that nothing contained herein shall be construed to preclude the Trustees from serving the ICN or NIA in any other capacity and receiving compensation therefore. Additionally, the ICN or NIA may pay or reimburse the reasonable expenses of each Trustee for attendance at

the meetings of the Board of Trustees or the meetings of any committee formed by the Board of Trustees.

ARTICLE V: MEETINGS OF THE BOARD OF TRUSTEES

Section 1: Meetings: The Board of Trustees will hold the following meetings throughout the year at such time and place or places within or outside the State of Tennessee as the Board of Trustees may from time to time determine or as may be specified in the Notice of such meeting. The Chairperson of the Board shall preside at all meetings of the Board of Trustees:

1. Regular Meetings: The Board shall hold at least four meetings in a year. Any member of the ICN may be allowed to participate as an observer at any regular meeting of the Board of Trustees. The Board of Trustees may, in its absolute discretion, hold a closed door meeting when the subject matter of the meeting so requires. The meetings can also be conducted via conference calls or using video conferencing facilities if available.

2. Requisition Meetings: A requisition meeting may be called at the request of the President of ICN or at the request of any three Trustees specifying the need for such a meeting. Such meetings are to handle emergency situations or to address special situations.

3. Annual Meeting: The annual meeting will be held each June. The purpose of this meeting is to inform the membership about the progress made during the year and answer any questions from the membership. The President of Executive Council, Chair of NIA Board and the Imam may use this occasion to make special presentations.

Section 2: Notice of Meetings:

Notice of the time, day and place of all meetings of the Board of Trustees shall be given at least seven days before such meeting through mail, email, or telephone to each Trustee at his or her address as shown in the records of ICN and NIA. The purpose or purposes for which any meeting is called shall be stated in the notice thereof.. Notice of all meetings of the Board of Trustees

shall also be posted on the Bulletin Boards of the ICN and NIA for public viewing.

Section 3: Quorum: The presence of two-third trustees including Trustees participating by phone shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. 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: Voting: At a meeting at which there is a quorum, each Trustee present will be entitled to cast one vote on any motion coming before the meeting. If a Trustee is not reasonably able to attend a meeting, a majority of the Trustees present may authorize participation by telephone, so long as the absent Trustee can hear, or be advised of the discussion of business, and other Trustees can hear, or be advised of the absent Trustee's votes or comments.

Section 5: Proxy Voting: No proxy vote by any Trustees shall be permitted for any meeting of the Board of Trustees.

Section 6: Actions of the ICN: The act of a majority of the Trustees present at a meeting of the Board of Trustees at which a quorum is present shall be the act of the Board of Trustees

Section 7: Actions between Regular Meetings: Whenever the Board of Trustees is required to take care of any emergency situation, instead of a formal meeting, the Trustees may be contacted by email, telephone or other means of communication for approval of the action(s) to be taken. Any such action(s) shall be as valid and effective as any resolution duly adopted at a regular or special meeting of the Board of Trustees.

ARTICLE VI: THE EXECUTIVE COUNCIL

Section 1: Composition: The Executive Council shall be the governing body of the ICN and will be comprised of the President, Vice President, Secretary, Treasurer and three Council Members elected by the ICN membership for two year terms. The Board of Trustees shall appoint the Election Committee for electing the Executive Council. The process of election will be the same as given in Article-4, Section-6.

Section 2: Authority: The Executive Council will manage all daily operations and affairs of the ICN expressly excluding the responsibilities of the Board of Trustees.

Section 3: Duties and Responsibilities: The duties and responsibilities of the Executive Council shall include the following:

- 1. The Executive Council shall be responsible for oversight and direction of all standing and any ad-hoc committees created pursuant to the Article X of the Constitution, except as otherwise directed by the Board of Trustees.**
- 2. The Executive Council shall be responsible for administering the budget of the ICN set forth by the Board of Trustees from time to time.**
- 3. The Executive Council shall make a report to the Board of Trustees at each meeting of the Board, and at such other times as the Board may require, on the status of the ICN budget and all other matters relevant to the daily functions and operations of the ICN.**

Section 4: Officers: The Officers of the Executive Council shall be the President, Vice President, Secretary, Treasurer and three members elected by the ICN membership for a two year term.

- 1. President.** The President shall be the Chief Executive Officer of the ICN. The President shall, in general, supervise and control all of the business and affairs of the ICN on a daily basis and shall communicate regularly with the Chairperson of the Board regarding ICN affairs. The President shall attend all meetings of the Board of Trustees and shall see that all orders and resolutions of the Board of Trustees are carried into effect. The President shall submit an annual budget to the Board of Trustees for review and approval by the end of May each year. Also, the President shall execute all deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed. In general, the President shall perform all duties

incident to the office of the President and such other duties as may be prescribed by the Board of Trustees.

- 2. Vice President:** The Vice President shall perform all functions and responsibilities as determined by the President. The Vice President shall act on behalf of the President in the absence of the President when assigned by the President to do so. In case of resignation or removal of the President, the Vice President shall assume the position of the President until the end of the unexpired term of the President.
- 3. Secretary:** The Secretary shall give notice of all meetings of the membership and all meetings of the Board of Trustees as required herein and shall perform such other duties as may be prescribed by the Board of Trustees or the President. The Secretary shall, by the Secretary's signature, attest the execution of any document or instrument requiring such attestation. Moreover, the Secretary shall be custodian of the organizational records and of the seal of the ICN, if any, and in general perform all duties incident to the office of Secretary and such other duties that may be assigned by the President or by the Board of Trustees.
- 4. Treasurer:** The Treasurer shall have charge and custody of and be responsible for all of the funds and securities of the ICN, shall keep full and accurate accounts of receipts and disbursements in books belonging to the ICN, and shall deposit all money and other valuable effects in the name and to the credit of the ICN in such depository or depositories as may be designated by the Board of Trustees. The Treasurer shall disburse the funds of the ICN as may be ordered by the Board of Trustees, taking proper voucher for such disbursements, and shall render to the President or to the Board of Trustees whenever either may require it, an account of all transactions undertaken as Treasurer and of the financial condition of the ICN. Moreover, the Treasurer shall, in general, perform all the duties incident to the office of Treasurer and such other duties as may be assigned to the Treasurer by the President or by the Board of Trustees. If required by the Board of Trustees, the Treasurer shall give the ICN a bond, with such surety or sureties as shall be satisfactory to the Board of Trustees, for the faithful performance of the duties of the office of Treasurer for the restoration to the ICN of all books, papers,

vouchers, money and other property in the case of the Treasurer's death, resignation, retirement, or removal from office.

5. Executive Council Members: There will be three Executive Council members elected by the ICN membership for two year term. Their functions and responsibilities will be determined by the President of ICN.

Section 5: Removal: Any officer of the Executive Council may be removed at any time by two-third majority vote of the Board of Trustees.

Section 6: Vacancies: If any office shall become vacant for any reason, such a vacancy may be filled by simple majority vote of the Executive Council for the unexpired portion of the term of the vacant position.

Section 7: Holding Multiple Offices: Any two (2) or more offices of the ICN may be held by one person; provided, however, that no one person shall be both President and Secretary of the ICN.

Section 8: General Qualifications: The following are the criteria for all candidates for appointment to the Executive Council. Each candidate shall:

1. Demonstrate leadership qualities
2. Must have been a member of the ICN for at least one year
3. Work with sincerity for the sake of Allah only
4. Understand and execute the trust given to him or her by the ICN and work to fulfil that trust to the best of his or her ability
5. Follow the Qur'an and Sunnah of the Prophet (peace be upon him)
6. Be a practicing Muslim
7. Demonstrate the ability to work harmoniously with others

- 8. Must be a legal resident of greater Nashville area**
- 9. Must follow the nepotism laws of the State of Tennessee**

Section 9: Meetings: The Executive Council will meet as necessary at such time, date and place as is convenient to the members of the Executive Council. The purpose of such meetings shall be to evaluate the progress of the committees of the ICN, to resolve any problems facing such committees, and transact any business of the ICN. A simple majority of members shall constitute the quorum for such meetings. All decisions will be made by simple majority vote of the members present. In certain situations as determined by the President, a vote may be taken by email or phone calls.

Section 10: Notice of Meetings: The schedule for meetings of the Executive Council shall be prepared in advance and each member of the Council shall be notified at least seven days before each meeting of the time, date, place, and proposed agenda for such meeting. Notice shall also be posted on the Bulletin Board of ICN for public viewing. Members of ICN are encouraged to participate as observers in all such meetings. However, in certain situations, the Executive Council may call a meeting at any time and not allow members of the ICN to participate as observers.

Section 11: Compensation for Officers: The Board of Trustees may, in its sole discretion, set the compensation, if any, to be paid to the officers of the ICN for their services to the organization. An example of such compensation is to cover official travel and lodging expenses.

ARTICLE VII: THE DIRECTOR OF RELIGIOUS AFFAIRS (IMAM)

Section 1: Responsibilities: The Board of Trustees shall hire a Director of Religious Affairs (Imam) for ICN to oversee the religious activities of the ICN. The Board of Trustees shall set out in writing the scope of the Imam's duties and responsibilities, and the Imam shall be entitled to exercise such authority as is delegated by the Board of Trustees from time to time. The Imam shall make a report to the Board of Trustees on the status of the religious affairs of the ICN at each regular meeting of the Board of Trustees and at such other times as the Board of Trustees may request. The Imam shall act as an advisor to the Board of Trustees to assure that the Shariah compliant decisions are made to the best of

the Trustees' abilities. The Imam shall not be a voting member of the Board of Trustees. However, the Imam shall, in addition to his reporting to the Board of Trustees, be available for consultation with the Trustees during any meeting of the Board. Additional functions and responsibilities may be assigned at the discretion of the Board of Trustees. The Board of Trustees may delegate assignment, supervision and monitoring of Imam's daily functions and responsibilities to the President of ICN.

Section 2: Qualifications: The Imam shall possess the following qualifications: fine character, Islamic education, a spiritual reputation, and a genuine dedication for the advancement of the teachings and principles of Islam in accordance with the Holy Qur'an and the Sunnah of the Prophet Muhammad (peace be upon him). Excellent communication and people skills are required. Additional qualifications may be determined by the Board of Trustees.

Section 3: Compensation: The Board of Trustees shall, from time to time, determine the compensation to be paid to the Imam for his services to the ICN and to the NIA.

Section 4: Removal: The Board of Trustees, in its sole discretion, may remove the Imam by two third majority vote of the Trustees. The ICN President will also have a vote on this decision. The Imam is required to complete and submit to the Board of Trustees the Annual Performance Evaluation Form given in Appendix-1 by June 30th each year.

ARTICLE VIII: THE NASHVILLE INTERNATIONAL ACADEMY *(The School)*

Section 1: Name: The Nashville International Academy, here-in-after referred to as "The School" is incorporated as a non-profit organization under the laws of the State of Tennessee. The School property is owned by the Islamic Center of Nashville and leased to the School. A sample Lease Agreement is given in Appendix-II.

Section 2: THE SCHOOL BOARD

The School Board is the governing body of the School responsible for the overall management, day-to-day affairs of the School in accordance with NIA constitution. Three members of this Board will be appointed by

the ICN President. The School Board is also responsible for raising all necessary funds.

ARTICLE IX: CONTRACTS, CHECKS AND DEPOSITS

Section 1: Contracts: The Board of Trustees may authorize any officer or officers, agent or agents of the ICN to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ICN, and such authority may be general or confined to specific instances.

Section 2: Checks: All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the ICN, shall be signed by those officers or agents of the ICN and in a manner as shall be determined by resolution of the Board of Trustees. In the absence of this determination by the Board of Trustees, the instruments shall be signed by the Treasurer and counter-signed by the ICN President.

Section 3: Deposits: All funds of the ICN shall be deposited to the credit of the ICN in the banks, trust companies, or other depositories as the Board of Trustees may select.

ARTICLE X: COMMITTEES

Section 1: In General: The President, with the approval of the Board of Trustees, or the Board of Trustees may designate one or more standing committees and one or more ad-hoc committees, each of which will consist of at least one committee Chair and two or more committee members. Committee members may be members of the Board of Trustees, members of the ICN, or other interested individuals. The chair of each committee will be appointed by the President, with the approval of the Board of Trustees, provided that the chair of the Youth Committee, preferably, shall be the Youth Trustee and the chair of the Women's Committee, preferably, shall be a female Trustee. The committee chairs will appoint committee members.

Section 2: Authority: All committees designated by the President or the Board of Trustees shall have, and may exercise, such powers and authorities as the President, with the approval of the Board of Trustees, or the Board of Trustees may delegate to such committee or committees.

Section 3: Duties: All committees appointed pursuant to this Article shall keep and maintain regular minutes of their meetings and proceedings. The studies, findings, and recommendations of all committees will be reported to the Executive Council for consideration and action except as otherwise specified by the Board of Trustees.

Section 4: Election Committee: The Election Committee will be a standing committee of the ICN. This committee shall be comprised of five (5) members of the ICN who are not also Trustees. Members of the Election Committee shall be appointed by the President with the approval of the Board of Trustees. Eligible candidates for the Election Committee must have lived in Nashville, Tennessee, for at least five (5) years, be practicing Muslims and be followers of the Qur'an and Sunnah of the Prophet (peace be upon him). This committee shall solicit nominations from the membership of potential candidates for vacancies or new positions on the Board of Trustees and officers of the ICN and shall present a slate of candidates to the Board of Trustees at least thirty days prior to the annual meeting or election when such positions will be filled.

All election related issues such as eligibility requirements to vote or to contest any election, operational or procedural difficulties, and others will be resolved by the ICN Board in consultation with the President of ICN.

Section 5: Resignation and Removal: Any member of any committee may resign his or her committee membership for personal or health reasons. Any member of any committee may be removed by the persons authorized to appoint such member whenever, in their judgment, the best interests of the ICN shall be served by such removal.

Section 6: Terms of Service: Each member of a committee shall continue as a member until the next annual meeting of the members of the ICN and until a successor is appointed, unless the committee shall be terminated sooner, or unless the member be removed or have resigned

from the committee or unless the member shall cease to qualify as a member of the committee.

Section 7: Vacancies: Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8: Quorum: A simple majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE XI: MISCELLANEOUS

Section 1: Indemnification: The ICN will indemnify and hold harmless any Trustee, officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a Trustee, officer, or employee, provided that such indemnification shall not extend to instances of wilful misconduct on the part of any Trustee. The ICN shall purchase insurance for such purposes.

The foregoing right of indemnification shall not be exclusive of any other rights to which the Trustee or officer may be entitled as a matter of law, or which may be lawfully granted to him or to her. The indemnification hereby granted by the ICN shall be in addition to, and not in restriction or limitation of, any other privilege or powers, the ICN may lawfully exercise with respect to indemnification or reimbursement of Trustees, officers or employees.

Section 2: Fiscal Year: The fiscal year of the ICN will be July 1st through June 30th.

Section 3: Notice: Any notice required to be delivered by this Constitution shall be by printed or written document and shall be delivered by hand, mail, email, fax, or any other medium that transmits a document. Notice is deemed given on the day that such document is transmitted.

Section 4: Nondiscrimination: It shall be the permanent policy of the ICN to provide for the full and unrestricted participation of all members of the ICN community, both men and women, in all of the ICN's activities and

services, being inclusive and tolerant of various legitimate interpretations of the Islamic *fiqh* and points of view. Notwithstanding the provisions of this section, only Regular and Life Members of the ICN may participate in ICN elections and are eligible to serve the ICN as Trustees.

Section 5: Disputes: In the event of any dispute, demand, claim, or controversy arising out of, or related to, the business, operation, management or affairs of the ICN between or among any member, Trustee, or the ICN, the parties agree to cooperate in good faith to resolve such dispute, demand, claim or controversy by submitting the same to a third party mediator, mutually selected by and agreeable to all parties, before initiating legal action in any state or federal court.

Section 6: Conflict of Interest: If the ICN and a Trustee or officer of the ICN shall enter into a transaction in which he or she shall have a conflict of interest with the ICN, then such transaction shall not be voidable by the ICN solely because of the Trustee's or officer's interest in the transaction if:

1. The material facts of the transaction and the Trustee's or officer's interest were disclosed or known to the Board of Trustees and the Board of Trustees authorized, approved, or ratified the transaction
2. The material facts of the transaction and the Trustee's or officer's interest were disclosed or known to the members of the ICN entitled to vote thereon, and they did authorize, approve or ratify the transaction
3. Approval is obtained from the Attorney General of the State of Tennessee, or from a court of record having equity jurisdiction in an action in which the Attorney General is joined as a party.

ARTICLE XII: AMENDMENTS

The members of the ICN may amend this Constitution by an affirmative vote of two-thirds of the votes cast, provided that the votes cast represent a quorum of 25% of the eligible membership. An eligible member is the one who has paid the membership fee by the time of voting.

ARTICLE XIII: DISSOLUTION

Upon the dissolution of the ICN and after the payment of all the liabilities of the ICN, the Board of Trustees will dispose off all of the assets of the ICN to organizations that are qualified as tax-exempt organizations under section 501(c)(3) of the Internal Revenue code which are Islamic religious organizations or dedicated to charitable works on behalf of the Muslim community. Any assets not so disposed of will be disposed of by a court of competent jurisdiction in the county in which the principal office of the ICN is located.

ARTICLE XIV: EXEMPT STATUS

The ICN has been organized and will be operated exclusively for exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code and, as such, will be exempt from taxation under § 501(a) of the Internal Revenue Code. Any provision of this Constitution which would adversely affect the tax exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the tax exempt status.

APPENDIX-I: Annual Performance Evaluation Form

(Adapted from the Annual Performance Evaluation Form used by the Tennessee State University)

This Form may be amended by the ICN Board of Trustees to accommodate any additional requirements or to meet any special circumstances.

APPENDIX-II: THE SCHOOL LEASE AGREEMENT

(The School Lease Agreement will be signed by the President of ICN and the President of School Board and reviewed and amended, if needed, annually in December each year.)